Universal Registration Document 2023

including the Annual Financial Report

A French public limited company (*société anonyme*) with capital of €2,773,916.40
Le Valmy
4/16 avenue Léon Gaumont
75020 Paris

This Universal Registration Document was filed with the French Financial Markets Authority (AMF), as the competent authority in respect of regulation (EU) 2017/1129, on April 26, 2024, without prior approval in accordance with Article 9 of said regulation.
The Universal Registration Document may be used for the purpose of a public offer of financial securities or for the admission of financial securities to trading on a regulated market if supplemented by a transaction note and, where applicable, a summary and any amendments made to the Universal Registration Document. The set of documents thus formed is approved by the AMF in accordance with Regulation (EU) 2017/1129.
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MESSAGE FROM THE CHAIRMAN

Dear Sir/Madam,
Dear Shareholder,

In 2023, **Infotel** posted revenue of €307.5m, up +2.4% versus €300.4m in 2022, boosted by the combined increase recorded by the Services and Software businesses.

The Services business saw revenue growth of 2.1% to €296.0m, confirming persistently strong demand from major accounts aimed at supporting their digital transformation. In Services, **Infotel** maintained a strong foothold in the Banking – Finance sector, which accounts for 38.7% of the business line's revenue, despite a temporary slowdown in IT investments. The Industry sector totaled 27.9% of Services revenue, benefiting from robust momentum in the advancement of projects with Airbus and Stellantis. Services/Transport, making up 18.6% of Services revenue, was fueled by strengthened positions with Air France on the back of new developments in progress, as well as the acceleration of projects with high-potential customers such as SNCF and Enedis.

In what remains a tight hiring market, in 2023, **Infotel** demonstrated good attraction potential to further strengthen its teams. With the integration of 599 new members of staff since the beginning of the year (versus 636 last year), the total headcount increased to 3,183 people as at December 31, 2023. The inter-contract rate remained very low over the year, at 2.2%.

The **Software** business posted solid growth over the year at 9.6%, consolidating its position above the €10m mark in 2023, at €11.5m. IBM royalties amounted to €1.0m in Q4 and €4.7m over full-year 2023. Orlando, the technical documentation software suite for aircraft, continued to show strong sales growth, with 38 airline customers at the end of 2023 and earning €2.8m in revenue (versus €1.9m in 2022), boasting persistently robust growth potential to be harnessed over the next few years.

Current operating income amounted to €24.9m versus €29.8m last year. The current operating margin stood at 8.1% vs. 9.9% in 2022, with a 2.77 point drop in the outsourcing rate to 40.97% of revenue (vs. 43.74% in 2022). Conversely, the relative share of personnel costs compared to revenue increased by 3.6 points to 41.42% of revenue (vs. 37.82% in 2022).

Net income (Group share) was €18.1m, representing a net margin of 5.9% of revenue, vs. 6.8% in 2022. With cash flow before tax of €38.0m, reasonable working capital requirements and investments, **Infotel** strengthened its financial position at December 31, 2023 with €118.0m in shareholders' equity, no major debt and a cash position of €96.9m at the end of the fiscal year. As a result, at the Board of Directors' meeting of March 13, 2024, we were able to propose a dividend of two (2.00) euros per share.

Bernard Lafforet
Chairman

1. PERSONS RESPONSIBLE

1.1. PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

Michel Koutchouk,
Deputy Chief Executive Officer.

1.2. STATEMENT OF THE PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I hereby declare that the information provided in this Universal Registration Document is, to the best of my knowledge, true to fact and that no information has been omitted that would change the interpretation of the information provided.

I hereby declare that, to the best of my knowledge, the financial statements have been prepared in accordance with applicable accounting standards and provide an accurate reflection of the assets, financial position and profit or loss of the Company and all the companies included in the consolidation, and that the Management Report (including the information appearing in Chapters 3, 5, 6, 7, 10, 12, 15, 16 and 19) presents a true and fair view of the business developments, results and financial position of the Company and all consolidated companies, and that it describes the main risks and uncertainties that they face.

1.3. STATEMENT OF APPROVAL BY THE COMPETENT AUTHORITY

This Universal Registration Document was filed with the French Financial Markets Authority (AMF), as the competent authority in respect of regulation (EU) 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 AMF as well as any amendments, and a note relating to the securities and the summary approved in accordance with regulation (EU) 2017/1129.

2. STATUTORY AUDITORS

2.1. PRINCIPAL STATUTORY AUDITORS

Mazars ACA
29 boulevard Malesherbes
75008 Paris
Represented by Romain Maudry
First appointed on: December 7, 2011

Constantin Associés (member of Deloitte Touche Tohmatsu)
6 place de la Pyramide
92908 Paris La Défense Cedex
Represented by Cécile Rémy
First appointed on: May 26, 2010

2.2. ALTERNATE STATUTORY AUDITORS

RBB Business Advisors
133bis rue de l'Université,
75007 Paris
Represented by Thierry Bretout
First appointed on: December 7, 2011

CISANE
6 place de la Pyramide
92908 Paris La Défense Cedex
Represented by David Dupont-Noel
First appointed on: May 26, 2010

2.3. STATUTORY AUDITORS' FEES

In €k	Mazars ACA		Constantin Associés		Audit Consultants Associés		Constantin Associés	
	2023		2023		2022		2022	
	Amount (excl. taxes)	%	Amount (excl. taxes)	%	Amount (excl. taxes)	%	Amount (excl. taxes)	%
Audit - Statutory audit, certification and review of the individual and consolidated financial statements								
- Issuer	59	44	70	41	55	44	71	46
- Fully consolidated subsidiaries	75	56	54	32	71	56	51	33
- Other due diligence and services directly related to the statutory auditor's assignment - Issuer - Fully consolidated subsidiaries								
Sub-total	134	100	124	73	126	100	122	79
Other services provided by the auditors' networks to fully consolidated subsidiaries (*)								
- CSR			16	9			15	10
- ESEF			25	15			20	12
-Non-recurring work			6	3				
Sub-total			47	27			35	22
TOTAL	134	100	171	100	126	100	157	100

3. RISK FACTORS

Investors should take into account the risk factors described below, in addition to other information and the Company's consolidated financial statements, to assess **Infotel** and its activities before deciding to invest in **Infotel** shares.

Certain risk factors impacting the IT services sector also apply to **Infotel**. These factors include:

- Increased competition in services, with aggressive price strategies due to the appearance of competitors from emerging countries and the increasing share of fixed-price services with respect to revenue;
- The use by customers of new technologies to create their IT applications;
- New technology purchasing strategies based on free, open-source or cloud programs.

Each of these factors can have a negative impact on operating income and the financial position of the Company. There cannot be any guarantee that the risks described in this Universal Registration Document will not generate problems significantly affecting the financial situation of its activity or its share price. The Company has carried out a review of the risks listed above, which could have a significant negative effect on its activity, financial position, profit or loss or its ability to achieve its objectives and considers that there are no other significant risks other than those described. Additional risks or uncertainties not presently known to the Company or that it considers insignificant may also impair its business and operations.

Pursuant to the Prospectus 3 Regulation and Commission Delegated Regulation of March 14, 2019, the presentation of the risk factors in this chapter takes account of material risks according to their probability of occurrence and their impact on the Group. Moreover, in order to prioritize the risks, the most important risks are presented at the beginning of each category. A risk matrix table is also presented in the chapter devoted to the Non-Financial Performance Statement. This table aims to provide a summary of them.

3.1. BUSINESS RISKS

3.1.1. Specific Business Risks (including reliance on suppliers, customers, sub-contractors, contracts, manufacturing processes, etc.)

Customers

Given the quality of **Infotel** Group's corporate customers and the history of its relationship with its customers, there is little appreciable customer risk: **Infotel** works with the IT departments of major French and international groups, often customers that date back more than 30 years, for whom IT is a strategic tool and who sub-contract to sustainable companies only.

Business clientele is broken down by economic sector in the paragraph "

Distribution of Infotel's Activities" on page 44 of this document.

Infotel Group's Services revenue is made up of cost-plus services and fixed-price services.
The breakdown of the revenue between these methods of service provision over the past two fiscal years is shown here:

(as a percentage)	**2023**	**2022**
Cost-plus services and service desks	81	82
Fixed-rate services	19	18

The change in information systems prevents comparability with 2021. The services provided by the service desk have evolved and can be associated with cost-plus services.
Infotel's largest customer accounted for 16.9% of consolidated revenue vs. 16.7% for the previous fiscal year. The second largest customer accounted for 9.8% of revenue vs. 11.2% in 2022. As for the five largest customers, they accounted for a total of 54.0% of consolidated revenue vs. 50.5% for the previous fiscal year. The majority of services provided for these customers are performed by service desks, subject to multi-year contracts.

Suppliers
There are no risks linked to suppliers that would have an impact on the execution of the financial or technical business activities of **Infotel** Group. The Group's Quality charter, drawn up for its ISO 9001 certification, states its motto: "*Searching for excellence in what we do well, and doing what we do well*": **Infotel** has always aimed to take responsibility for its technical choices, and relies only on its management skills and those of its internal teams, and never on external suppliers.

Dependence on Key Personnel
The Company is dependent on its Senior Managers, whose departure could impact its outlook. However, it is progressively implementing a middle management structure aimed at taking up Senior Management positions in the Company in the long term.

Sub-Contracting
Sub-contracting represented 41.0% of revenue in 2023 (43.7% in 2022). The risk of reliance on sub-contractors is low given their high level of segmentation.

Fixed-Price Services
The services carried out by the Company are invoiced on a fixed-price or cost-plus basis.

For fixed-price invoicing, as the price is negotiated in advance with the customer, there is a risk of under-valuing costs, difficulties linked to the project and additional requests from the customer.

To manage this risk, the Group has implemented a managerial policy aimed at training and supporting its project managers in estimating costs and managing customers during the contractual period (ISO).

3.1.2. Technological Risk

The main technological risk faced by **Infotel** concerns changes in technological data on the market that could impact the Group's position in both of its business sectors.
It should be noted that the Group is specialized in management IT sectors related to digitalization and using very large databases. Experts do not foresee their rapid disappearance in terms of a significant market. The Group has demonstrated that it can take on board other technologies adopted by its customers, while remaining their principal supplier and also winning new customers.

3.1.3. Fall in Prices

The Group may be subject to price pressure.
It must nonetheless be noted that the Group, in the past, has succeeded in avoiding this type of risk and that the type and quality of its services—with high added value and targeted to the vital IT activity of large companies to ensure their growth—is an important factor in reducing the impact of this risk.

3.1.4. Emergence of New Competitors

The Group may have to face the appearance of new competitors in a sector undergoing continual technological change. It should nonetheless be noted that:

- Its software publishing activity addresses a niche market occupied by companies that have acquired past specialization in z/OS and Db2; it has succeeded in renewing and expanding its range to regain market share from its competitors;
- The Group succeeded in the past in coping with the consequences of the frequent arrival of new competitors in its service provision activity, and is now a major player.

3.1.5. Difficulty in Managing Growth

Infotel predicts growth in the coming years, especially in exports.
Difficulties linked to this growth are likely to arise in the sales, technical and administrative sectors.
In the past, **Infotel** has successfully addressed this type of difficulty. It should be noted that international expansion takes place in conjunction with the growth of major customers.

3.2. INSURANCE – RISK COVERAGE

Insurance taken out by **Infotel** Group with a view to covering any risks to which the issuer might be exposed concerns:

- Civil liability;
- All property, plant and equipment;
- Rented premises;
- Pensions;
- Senior managers.

All of these contracts were taken out with well-known insurance companies, in consultation and with the expertise of the broker in charge of **Infotel** Group's account.

The table below sets out the level of coverage of the main potential risks as of December 31, 2023 as well as the amount of premiums paid in 2023.

Risks	Level of coverage (€k)	Premium amount 2023 (€k)
General civil liability	10,000	60
Pensions	0	0
Tangible and intangible damages (all-inclusive)	4,000	31

All risks are reassessed every year by the Executive Management and each contract is updated according to inventories or revenue or other elements affecting the contracts.
Operating loss is not guaranteed, as an accident on its premises would result in almost no operating disturbance.
All critical data, such as software sources in particular, is subject to regular backups located in different physical venues and stored in fireproof cabinets.
There are no risks insured internally.

3.3. MARKET RISKS

3.3.1. Foreign Currency Exposure

In thousands of US dollars	Amount
Assets	818
Liabilities	1,606
Net balance	(788)

In thousands of pounds sterling	Amount
Assets	4,700
Liabilities	2,317
Net balance	2,383

In thousands of Indian Rupees	Amount
Assets	105,873
Liabilities	91,894
Net balance	13,979

In thousands of Moroccan Dirhams	Amount
Assets	14,207
Liabilities	9,662
Net balance	4,545

In thousands of Canadian dollars	Amount
Assets	195
Liabilities	78
Net balance	117

The net balance before management corresponds to the difference between foreign currency assets and liabilities.

The parent company assumes the currency risk on intra-group billing and IBM royalties. It has not taken steps to cover this risk until now.

Foreign **Infotel** subsidiaries invoice their services in local currency. They also bear commercial costs in local currency.

The share of **Infotel** Group's 2023 revenue that may be affected by a fluctuation in the US dollar is €5,711k, i.e. 1.9% of revenue (vs. €5,683k in 2022, i.e. 1.9% of total revenue). Revenue generated in sterling represented 2.2% of revenue for 2023, i.e. €6,599k (vs. 1.9% of 2022 revenue, i.e. €5,841k). Revenue generated in Canadian dollars totaled €122k. The share generated in Indian rupees and Moroccan dirhams was nil.

A rise or fall of 10% in the US dollar would impact net financial income by plus or minus €8k.
A rise or fall of 10% in the pound sterling would impact net financial income by plus or minus €68k.
A rise or fall of 10% in the rupee would impact net financial income by plus or minus €9k.
A rise or fall of 10% in the Moroccan dirham would impact net financial income by plus or minus €16k.
A rise or fall of 10% in the Canadian dollar would impact net financial income by plus or minus €8k.

3.3.2. Interest Rate Risk

At this time, the Group has no significant financial debt, and does not hold financial assets other than cash mutual funds. Interest rate risk is therefore marginal.

The Company and the Group do not use financial instruments to address interest rate risk.

3.3.3. Liquidity Risk

Infotel has carried out a specific review of its liquidity risk, which it considers to be nil due to its low debt level and its excess cash resources. As a result, it considers itself able to deal with future obligations.

3.3.4. Equity Risk

The management policy for the Group's funds is extremely prudent: it consists of placing liquid assets into mutual funds and fixed term deposits, so that these sums attract payment and remain readily available. The exposure of the Company to equity risk is confined to money market mutual funds and treasury stock. The Company does not bear equity risks in unconsolidated entities because it does not invest in equity.

The portfolio of marketable securities and treasury stock, as it appears in the consolidated financial statements of **Infotel** Group, is broken down as follows:

Treasury stock:	€124k
Term notes and accounts:	€65,000k

No provisions are allocated to these assets.

3.3.5. Country Risk

Because the Group does most of its business in Western Europe and the United States, country risk is considered marginal.

For countries in other geographic areas such as Canada, India and Morocco, country risk is low due to the small percentage of revenue generated in these countries compared to **Infotel** Group revenue.

3.4. LEGAL RISK

The legal risks management policy consists of allocating sums to certain disputes, up to the estimated risk amount for the Group. Provisions for disputes amounted to €882k.

The details of disputes are described in the notes to the consolidated financial statements in section "Note 11 – Provisions for risks and charges" on page 137.

3.4.1. Specific Legislation

Infotel's activity is not contingent upon legal, legislative or administrative authorizations or approval procedures.

3.4.2. Confidentiality

Almost all documents given to the Company by its customers are subject to confidentiality agreements. The risk exists of disclosure of confidential information by the Company concerning the projects of a corporate customer. The Company has, however, established ethical standards that apply to its personnel, with a view to avoiding this risk.

3.4.3. Reliance on Intellectual Property Rights

It should be noted that computer programs developed by **Infotel** are not patentable inventions.
At this time, the Group has not commenced, nor is it a party to, any litigation in this domain.
Infotel does not rely on software emanating from third parties; the sale of software, whether direct or indirect, concerns mainly software developed by **Infotel**, which does not lead to the payment of license fees.

3.4.4. Non-Compliance with Performance Obligations

The Group could face a risk of not meeting its performance obligations for its fixed-price contracts. It should be noted, however, that if this risk cannot be avoided, the Group has prior experience in managing this risk.

3.4.5. Exceptional Events and Disputes

The Company has no knowledge of any exceptional events or disputes that could have or have had, in the recent past, a significant impact on the activity, assets or financial position of **Infotel**.

3.4.6. Assets Used as Collateral

No **Infotel** Group assets are used as collateral security.

3.5. INDUSTRIAL AND ENVIRONMENTAL RISK

Infotel performs an intellectual activity that is non-polluting. The Company has implemented a selective waste-collection system (mainly for printer ink cartridges and the collection of obsolete IT equipment) and makes all its personnel aware, from the time of their recruitment, of environmental values.

Even though the provision of Group services has little impact on the environment, **Infotel** nevertheless endeavors to limit the impact of its activity on the environment through the measures described in the "Report on Corporate Social Responsibility (CSR) - Environmental Information" on page 22 of this document.

In particular, **Infotel** Group has been ISO 14001 certified since July 29, 2011.

In the absence of any direct environmental and/or industrial risk, the Group's companies have not made any provision nor entered into any guarantee for pollution risk.

3.6. HEALTH RISK

To deal with the health crisis caused by the Covid-19 pandemic at the beginning of 2020, **Infotel** was obliged to adapt its organization, in particular through massive use of teleworking, which the Group has continued to include in its practices.

3.7. INTERNAL CONTROLS

3.7.1. Definition and Goals of Internal Controls

Internal control procedures in effect at **Infotel** are designed to:

- Ensure that management procedures and operation execution, as well as the conduct of personnel, are in keeping with the corporate framework of Company activities, as defined by the Executive Management, by applicable laws and regulations and in keeping with the values, standards and internal rules of the Company;
- Ensure that the accounting, financial and management information communicated to Management accurately reflect the Company's operations and financial position;
- Monitor the effectiveness of the internal processes of the Company, especially those relating to preserving assets.

One objective of the internal control system is to prevent risks arising from company activities and risks of error or fraud, especially in the areas of accounting and finance.

As with all control systems, it cannot provide an absolute guarantee that these risks will be totally eradicated.

These objectives are compatible with the definition given by the COSO (Committee of Sponsoring Organizations of the Treadway Commission). The COSO has defined internal control as a process implemented by the Corporate and Executive Management bodies of a company to obtain a reasonable assurance of achieving efficient and smooth operations and reliable financial reporting, in compliance with applicable laws and regulations.

3.7.2. Overall Organization of Internal Control Procedures

Infotel is the parent company of the group founded in 1979.

On December 31, 2023, the Group was made up of its French subsidiaries, Infotel Conseil and OAIO, owned 100% and 91.25% respectively by **Infotel.** Infotel Conseil wholly owns Coach'IS, a company that wholly owns Collaboractif Portail Services.

Infotel Group is also present internationally through its foreign subsidiaries in the United States, the United Kingdom, Germany and Monaco: Infotel Corporation, Insoft Infotel Software GmbH and Infotel Monaco, which are wholly owned, and the UK subsidiary, Infotel UK Consulting Ltd, is 51%-owned.

In addition, **Infotel** has more recently begun operating in three other countries in a bid to enhance its international projects, particularly in India, Canada and Morocco. Infotel UK Consulting Ltd has owned 99.9% of Indian company Infotel IT Consulting Private Limited since August 19, 2022. In addition, Infotel Canada Inc. was incorporated on March 14, 2023 and is wholly-owned by **Infotel. Infotel** Group also set up operations in Morocco and bought 65% of Groupe Adaming Maroc on May 5, 2023.

Internal Control Bodies

The Board of Directors is responsible for the Company policy for evaluating risks, implementing appropriate internal control and monitoring its effectiveness. This policy corresponds to legal and financial management controls and procedures.

As part of its Audit Committee responsibilities, the Board of Directors is responsible for preparing financial information, monitoring the effectiveness of internal control and risk management processes, monitoring the legal control of the annual and consolidated financial statements by the auditors and monitoring the independence of the auditors.

Infotel's operating subsidiaries are wholly owned (except OAIO, which is 91.25%-owned, and Infotel UK Consulting Ltd., 51%-owned, and Groupe Adaming Maroc, 65%-owned), and the Group's internal control is carried out laterally across all entities.

Infotel is centrally organized. As a result, the subsidiaries are managed by **Infotel's** Chief Executive Officer or the Executive Officers who perform most operational control activities.

Management of Major Risks

The risk management policy consists of anticipating significant impacts of business activity on the assets and revenue of the Company. In **Infotel** Group, these preventive actions are the responsibility of the Executive Management. A detailed study of the risk factors affecting **Infotel** was drawn up in **Infotel's** 2023 Universal Registration Document. Below is a summary of the main risk factors studied by **Infotel.**

Market Risks (Liquidity, Interest Rate, Currency, Equity risks)

Interest Rate Risk

Exposure to interest rate risk is detailed in paragraph 3.3.2 of this Universal Registration Document.

Foreign Exchange Risk

Exposure to foreign exchange risk is detailed in paragraph 3.3.1 of this Universal Registration Document.

Liquidity Risk

Exposure to liquidity risk is detailed in paragraph 3.3.3 of this Universal Registration Document.

Equity Risk

Exposure to equity risk is detailed in paragraph 3.3.4 of this Universal Registration Document.

Customers

Exposure to customer risk is detailed in paragraph 3.1.1 of this Universal Registration Document.

Suppliers

Exposure to supplier risk is detailed in paragraph 3.1.1 of this Universal Registration Document.

Dependence on Key Personnel

Exposure to reliance risk is detailed in paragraph 3.1.1 of this Universal Registration Document.

Technological Risk

Exposure to technological risk is detailed in paragraph 3.1.2 of this Universal Registration Document.

Fall in Prices

Exposure to the risk of lower prices is detailed in paragraph 3.1.3 of this Universal Registration Document.

Emergence of New Competitors

Exposure to the risk of arrival of new competitors is detailed in paragraph 3.1.4 of this Universal Registration Document.

Growth Management

Exposure to growth management risk is detailed in paragraph 3.1.5 of this Universal Registration Document.

Legal Risk

Exposure to all legal risks is detailed in paragraph 3.4 of this Universal Registration Document.

Specific Legislation

Exposure to specific regulation risks is detailed in paragraph 3.4.1 of this Universal Registration Document.

Confidentiality

Exposure to confidentiality risk is detailed in paragraph 3.4.2 of this Universal Registration Document.

Reliance on Intellectual Property Rights

Exposure to reliance risk with respect to intellectual property rights is detailed in paragraph 3.4.3 of this Universal Registration Document.

Non-Compliance with Performance Obligations

Exposure to non-compliance with performance obligation risk is detailed in paragraph 3.4.4 of this Universal Registration Document.

Exceptional Events and Disputes

Exposure to exceptional events and dispute risk is detailed in paragraph 3.4.5 of this Universal Registration Document.

Assets Used as Collateral

None of **Infotel** Group's fixed assets are used as collateral security.

Industrial and Environmental Risk

Infotel performs an intellectual activity that is non-polluting. The Group has implemented a selective waste-collection system (mainly for used printer ink cartridges and batteries) and makes all its personnel aware, from the time of their recruitment, of environmental values.

In the absence of any direct environmental and/or industrial risk, the Group's companies have not made any provision nor entered into any guarantee for pollution risk. Given the nature of the business of the Company and its subsidiaries, an appropriate environmental policy has been implemented.

Climate Risk

In compliance with Article 173 of the French Energy Transition Act, as of the fiscal year 2016, **Infotel** is required to disclose financial risks linked to climate change and measures taken by the company to reduce them by implementing a low-carbon strategy in all areas of its activity.

Taking Climate Risk into Account

Given the location of its facilities, mainly in Europe, **Infotel** Group has low exposure to the risks linked to climate change, with respect to both its operation and in the performance of its activities.
Certain extreme climate phenomena are nonetheless likely to impact **Infotel's** premises in Europe (e.g. storms, heat waves, overflowing of the Seine, etc.).

Low Carbon Strategy

Climate change has reached a point that a change in business model is necessary in order to embark on a low-carbon trajectory.

In 2024, **Infotel** Group conducted an assessment of greenhouse gas emissions (BEGES), performed by an external specialist, CITEPA, based on 2023 data.

In addition to the recommendations stemming from the BEGES on potential emissions reduction options, **Infotel** decided to initiate a Low Carbon Assessment in 2024 with the aim of identifying the levers needed to define a path to achieve a reliable low carbon transition while incorporating our development goals.

This assessment will allow us to take concrete measures to reduce our carbon footprint and thus contribute to the collective effort to combat climate change.

Starting in 2024, **Infotel** decided to formalize its commitment to reducing its environmental footprint by kicking the process off with the Science Based Targets initiative (SBTi), which aims to set a carbon footprint reduction target (and have it validated within 2 years) and define an associated action plan.

Quality

Infotel has published a Group Quality Charter, which is the foundation for its commitments to its customers.

Certificate/Label	Certificate name	Certified sites
ISO 9001-2015 Certification number 1998/10031.14	Software design, production, maintenance and support activities with a performance commitment.	**Infotel Conseil** Paris (Neuilly-sur-Seine, Paris Montreuil and Nanterre), Toulouse (Blagnac and Balma), Bordeaux (Pessac), Lyon, Rennes, Nantes (Saint-Herblain), Le Mans, Brest, Niort, Aix-en-Provence, Nice (Sophia-Antipolis) and Lille (Lezennes).
EN 9100-2018 Certification number 2019/80411.2	Software design, production, maintenance and support activities with a performance commitment	**Infotel Conseil** Toulouse (Blagnac)
ISO 14001-2015 Certification number 2001/40997.7	Software production, maintenance and support activities with a performance commitment	**Infotel Conseil** Paris (Neuilly-sur-Seine, Paris Montreuil and Nanterre), Toulouse (Blagnac and Balma), Bordeaux (Pessac), Lyon, Rennes, Nantes (Saint-Herblain), Le Mans, Brest, Niort, Aix-en-Provence, Nice (Sophia-Antipolis) and Lille (Lezennes).
ISO 27001-2017 Certification number 2017/77710.6.	Software Design, Production, Maintenance and Support activities with performance commitments from Infotel infrastructures and provision of Infotel software solutions in SaaS mode and associated managed services based on Infotel or Cloud infrastructures (IaaS solution).	**Infotel Conseil** Rennes, Paris, Nanterre, Toulouse Blagnac **Infotel Monaco** Monaco **Infotel UK** Newcastle.
Level 2 NR label	Sustainable IT Label	**Infotel Conseil** Paris Toulouse

The **Infotel** policy relating to the environment is described in section 3.8.1 “General Environmental Policy” on page 22 of this document.

Organization of the Executive Authority

Major operations requiring the approval of the Executive Committee or Executive Management are as follows:

- Written offers relating to actions that carry a major risk are subject to the opinion of the Executive Committee;
- Important decisions concerning research and development;
- Actions affecting the IT system of the Group.

The integration of subsidiaries, on both the legal and operational levels, is described above. Subsidiaries are managed by the Executive Management.

Description of Internal Control Procedures

The internal control procedures are described below.

Infotel's operating subsidiaries are wholly owned (except OAIO, which is 91.25%-owned, and Infotel UK Consulting Ltd., 51%-owned, and Groupe Adaming Maroc, 65%-owned), and the Group's internal control is carried out laterally across all entities.

Indian subsidiary Infotel IT Consulting Private Limited is 99.9%-owned by Infotel UK Consulting Ltd.

Moreover, Infotel Conseil wholly owns Coach'IS, a company that wholly owns Collaboractif Portail Services.

The Group is thus divided over a number of divisions, each of which provides their own level of specific controls.

An Executive Committee, under the authority of the Chairman and including the managers and regional division heads, is responsible for the operational management of the Group. It meets weekly.

1) Executive Management

The Executive Management of the Group is responsible for defining strategy, overall policy, objectives and action plans. It also directs organizational functions and special assignments not covered by the operational departments.

A number of meetings take place periodically to review the major objectives of the Group, the medium and long-term strategy and the values on which the Group relies to meet these objectives.

2) Operational Management

The operational department is responsible for designing, marketing and ensuring profitability for all fixed-price (service desks) and cost-plus based services, technical support and training adapted to customers' needs according to their geographical locations, and for the design, development, maintenance and technical support of the Software.

This department is headed by an Executive Officer.

3) Financial Department

The Financial Department is responsible, for the Group as a whole, for managing cash resources, supervising accounting management and producing the necessary information for finance control, especially financial performance indicators and margin calculations.

It also coordinates financial communication and takes part in meetings along with the Executive Management in information meetings with financial analysts on the publication of bi-annual and annual reports.

This department, headed by an Executive Officer, should be assigned to a specific individual in 2024.

4) HR Department

The HR department is responsible for all the employees of the Group. Its duty is to define the standards and regulations, administer personnel, manage HR relations, participate in recruitment procedures and career decisions, set salaries, monitor the consistency of the pay policy and manage relations with bodies representing employees. This department reports to operational management under the leadership of an Executive Officer.

5) Communications

The Personnel Department is responsible for communications.

3.7.3. Internal Controls Relating to Financial and Accounting Information

As at the operational level, **Infotel's** financial information is centralized.

1) Managing cash resources and delegating signing authority

Expenditure in the French companies of the Group may only be instituted by or with the consent of the Chief Executive Officer or Executive Officers of **Infotel**.

For its foreign subsidiaries, only operational expenditure for a limited amount can be undertaken by the local managers. Customer payments take place exclusively via bank transfer to accounts dedicated to payments. Only the Chief Executive Officer or the Executive Officers are authorized to perform expenditures of funds from those accounts.

2) Preparing the annual financial statements

The financial statements of all Group entities are kept or monitored by chartered accountant firms, under the control of **Infotel's** Executive Management.

These firms also prepare the annual financial statements.

The chartered accountant of the parent company holds the office of accounting manager for the Group.

3) Preparing the consolidated financial statements

The chartered accountant firm of the parent company prepares the bi-annual and annual consolidated financial reports under the control of **Infotel's** Executive Management.

The Executive Management also performs a follow-up of off-balance sheet items and assets.

Improving Internal Control Procedures

Infotel operates in a context of ongoing improvement of its internal control procedures.

The financial control system (budget/reporting), in place for a number of years, is operational. The tools on which it is based appear to be suitable to our needs but must be adapted in the event of the Group growing significantly.

Executive Management ensures the proper application of rules. Depending on how the company size evolves, **Infotel** will strengthen, in a pragmatic fashion, this function (strengthened finance control, fine-tuning of the organization and systems).

Infotel will periodically audit its risk management procedures, either internally or externally, and formalize regular action plans for improvement.

Compliance With the Laws and Regulations in Effect

Infotel's organization is also centralized within the framework of compliance procedures with laws and regulations in effect, which fall under the authority of the Executive Management and the Executive Officers.

It is specified that in the preparation, implementation and description of its internal control and risk management system, the Company relies on a *"Reference Framework for Internal Control: Implementation Guide for Small Caps and Midcaps"* offered by the AMF and that the use of this guide did not lead to the identification of failures or inadequacies in the internal control system implemented in **Infotel** Group.

3.8. REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) - ENVIRONMENTAL INFORMATION

Pursuant to the provisions of Article L.22-10-36 paragraph 5 of the French Commercial Code, the stipulations relating to the way in which **Infotel** Group takes into account the environmental consequences of its activity are described below.

Infotel's commitment to promoting sustainable development is also described.

3.8.1. General Environmental Policy

How the Company Takes Environmental Issues Into Account

Infotel is mindful of the impact its activities have on the environment and the climate. Consequently, the Group endeavors to reduce the negative impact in the sectors that concern it, comply with environmental legislation and standards, and improve in an ongoing manner the environmental performance of its activities.

Infotel Group's concern for the environment has been formalized in a structured approach, which culminated in ISO 14001 certification on July 29, 2011 and its renewal in 2023.

To strengthen its commitment to ISO 14001, **Infotel** established a digital sustainability plan in late 2020. This commitment will provide new opportunities for the Group and help drive its progress going forward.

As part of the **Sustainable IT** project, **Infotel** signed the Syntec Digital **Planet Tech Care** manifesto in December 2020. A Head of Digital Sustainability has been appointed to lead the project.

Infotel then signed the **Sustainable IT Label** charter on April 16, 2021.

Following the certification audit, the **Sustainable IT Labeling** Committee awarded **Infotel** level 2 certification on March 25, 2022 for a period of 3 years.

During the follow-up evaluation after 18 months, independent consulting firm SGS confirmed the successful implementation of our commitments in terms of Sustainable IT.

The Sustainable IT Label covers implementation of a Sustainable IT policy, a sustainable procurement policy, hardware life-cycle analysis, software ecodesign and internal training in sustainable IT.

In 2023, Infotel Conseil was assessed by **EcoVadis** and was awarded the Bronze medal, with a score of 58/100. This assessment is based on environmental, social, ethical and issues and responsible procurement.

Another ESG assessment was performed in 2023 by Ethifinance and **Infotel** scored 53/100 in the GAIA Index of corporate social responsibility.

Commitments Towards a Circular Economy

Infotel is committed to promoting the circular economy by integrating this dimension in its sustainable procurement policy and promoting the reuse of IT equipment through a partnership with Les Ateliers du Bocage.

Employee Training and Information Initiatives for Environmental Protection

On hiring, all employees are made aware of our environmental values.

In addition to the company's welcome booklet that describes its values, guides are developed to raise the awareness of new employees: "Quality at **Infotel**", "Corporate and Environmental Responsibility Guide", "Recycling and Maintenance at Your Workplace".

Since 2023, **Infotel** has offered its employees access to an LMS (Learning Management System) platform with mandatory training on the GDPR, anti-corruption, information security awareness and Sustainable IT awareness. A quiz is taken at the end of these training courses.

In 2023, 1,851 employees were enrolled in Sustainable IT training and 1,276 completed the course. New content intended to raise employee awareness of the company's commitments and best practices to be implemented on a daily basis will be offered in 2024.

Within the framework of ISO 14001 certification, the Group asks each of its partners to adopt an eco-responsible approach and gives priority to relationships with suppliers with eco-labels.

Resources for Preventing Environmental Risks and Pollution

Within the framework of ISO 14001 certification, the Group has implemented an Environmental Management System (EMS) inspired by the requirements of the standard, which is aimed at continuously improving its environmental performance.

The Group is a signatory of the Supplier Relations and Sustainable Procurement ("RFAR") charter and has implemented an environmental policy aimed at better managing its waste (see 3.8.3 Waste prevention and management).

By signing the Supplier Relations and Sustainable Procurement Charter, **Infotel** affirms its values of solidarity and respect for rights in our economic ecosystem. We are committed to building sustainable partnerships by implementing sustainable procurement practices. To this end, we take actions that promote mutual respect in our relations with suppliers, by communicating transparently about our procurement policy and by industrializing our processes.

For electricity supply, virtually all **Infotel** sites in France and Monaco are powered by energy with a GO Certificate of Origin (European certificate) to ensure the traceability of green energy. **Infotel** aims to have 100% coverage its sites in France by 2025.

In terms of paper purchases, **Infotel** favors paper with FSC and EU Ecolabel certification. Between 2020 and 2023, the number of reams of A4 paper purchased (relevant indicator for our printers) fell from 649 to 360.
The percentage of reams with the EU label is 100% and with the EU + FSC label is 75%.
One goal is to achieve 100% of A4 reams with both the EU + FSC labels within 3 years.

Regarding purchases of laptops, we have selected the EPEAT Gold label. Almost all laptop purchases met this EPEAT Gold criterion in 2023.
In order to limit purchases of new IT equipment, we are implementing two Sustainable IT initiatives:

- purchases of refurbished equipment;
- extension of equipment service life.

Amount of Provisions and Guarantees for Environmental Risks

We considered it unnecessary to establish provisions and guarantees to cover environmental risks in 2023 given our current visibility. We are remaining vigilant for the coming years, however, as environmental and regulatory developments may change. The **Infotel** teams in charge of environment and quality conduct an ongoing watch so that we are able to adapt our practices where necessary and guarantee our commitment to environmental protection.

3.8.2. Pollution

Measures for Preventing, Reducing or Repairing Emissions in Air, Water and Soil that Seriously Impact the Environment

Infotel is fully committed to protecting the environment. The Environment and Quality teams conduct an analysis of the environmental risks associated with our activities in order to prevent, reduce and repair discharges into the air, water and soil that could have a negative impact on our environment.

In preparation for the CSRD, we plan to strengthen our due diligence and the associated measures.

In accordance with the Sustainable IT Plan, **Infotel** is mindful of the indirect impact of its activities on the environment, particularly with regard to the supply of energy, paper and hardware. We are aware that these aspects

can have a significant impact on our environmental footprint, both in terms of consumption of natural resources and production of waste and greenhouse gas emissions, and we are implementing specific measures to reduce this impact. For example, we promote the use of renewable energy, encourage the dematerialization of processes and documents to limit our paper consumption, favor energy-efficient and recyclable equipment, and ensure that it is managed responsibly at the end of its life.

3.8.3. Waste prevention and management

Measures for Preventing, Recycling and Eliminating Waste

Infotel Group has set up a system for the selective sorting and recycling of waste. The main waste concerned is paper and cardboard and WEEE (waste electrical and electronic equipment). We also monitor the collection of other waste such as plastic and metal cans.

Waste collection table

All **Infotel Conseil** sites have implemented waste sorting solutions. The 2023 report now includes metal and plastic.

Waste flow	2023 In kg	2022 In kg
Paper and Cardboard	3521	3400
Plastic	211	N/A
Metal	84	N/A
WEEE	2589	1200
o/w WEEE Reuse	315	224

The **Infotel Monaco** site was not included in these calculations for 2023 or previous years.

Infotel does not produce waste within the meaning of ROHS and REACH standards.

For WEEE, the three certified **Infotel** sites in Rennes, Paris and Toulouse retrieve equipment from the other sites, which is then collected by Les Ateliers du Bocage. All WEEE is thus recycled.

Since 2022, **Infotel** has renewed its partnership with Les Ateliers du Bocage, a social and environmental utility cooperative, and a subsidiary of Emmaüs (https://ateliers-du-bocage.fr/).
After a value-assessed inventory of the IT equipment entrusted to Les Ateliers du Bocage, part of the equipment is resold in “solidarity” stores.

With the introduction of process digitization, **Infotel Conseil** is printing fewer and fewer documents, as confirmed by the decrease in the number of reams of paper purchased. The volume of paper/cardboard is mainly due to the cardboard packaging of consumables used at **Infotel** and the emptying of employee sorting bins.

Sound Pollution and any Other Type of Pollution Specific to an Activity

Within the framework of its activities, the Group does not generate noise pollution.
In general, **Infotel** group does not generate any form of pollution in connection with its activities.

Measures for Food Waste Prevention

Infotel has not implemented any special measures regarding food insecurity, food waste, respect for animal welfare and responsible, fair and sustainable food (required by Article L. 225-102.1 of the French Commercial Code).

Given the nature of **Infotel**’s activities, this issue was not deemed relevant to be reported in the Non-Financial Performance Statement.

3.8.4. Sustainable Use of Resources

The Group measures the energy consumption in its offices and service desks and analyzes opportunities for increased efficiency.

All company departments are required to reduce their electricity consumption in accordance with the energy sobriety plan.

Each renovation or opening of new facilities is an opportunity to plan for and adopt more efficient technology systems in terms of energy savings.

Environmental information	2023	2022	2021
Water consumption (France)	5,268 m^3	5,313 m^3	4,852 m^3
Electricity consumption (France + Monaco)	1101 MWh (57 metric tons of CO_2)	1,264 MWh (75.7 metric tons of CO_2)	1272 MWh (76.1 metric tons of CO_2)
Consumption of raw materials	None	None	None
Consumption of other energy	None	None	None

To evaluate the CO_2 equivalent in electricity consumption, it was decided that 1 kWh = 0.0520 kilograms of CO_2 equivalent (energy mix in France in 2022, *source ADEME*).

Water consumption is estimated using a formula per m^3 and per year. Given the use of teleworking with the Group, it is reasonable to apply a 30% allowance.

The main water risk identified at our sites is the impact of droughts on water supply in certain regions.

Water is used for sanitary purposes only. It is not used to cool the server rooms.

Currently, water is supplied by the various drinking water networks in place in the various communities. To our knowledge, we do not use recycled rainwater. Water used for sanitary purposes flows into the wastewater collection networks.

Given the nature of **Infotel's** activities, the Use of Soil theme was not deemed relevant and is not discussed in this report.

This policy of sustainable use of resources was extended in 2022 with the implementation of an energy sobriety plan focused on controlling temperatures in the Group's premises, sustainable IT policies, environmentally-friendly gestures and the appointment of local officers.

3.8.5. Climate Change

Starting in 2024, **Infotel** will carry out a Greenhouse Gas Emissions Assessment (BEGES) each year.

This process will enable Infotel to confirm its Low Carbon trajectory formalized with the STBi (Science Based Targets initiative) in line with our corporate targets and current regulatory standards.

GHG emissions table for Infotel Conseil subject to GHG Protocol (Year 2023)

	Emissions T CO_2e
Scope 1	43
Scope 2	37
Scope 3	3,337
Total	**3,417**

Detailed GHG emissions table for Infotel Conseil subject to GHG Protocol (2023)

		Emissions t CO_2e
Scope 1	Direct emissions from mobile combustion sources	**43**
Scope 2	Indirect emissions related to electricity consumption	**37**
Scope 3	Products and services purchased	1486
	Fixed assets	213
	Emissions related to fuel and energy (not included in scope 1 or scope 2)	30
	Waste generated	8
	Business travel	338
	Commuting	1262
	Scope 3 sub-total	**3,337**
Total		**3,417**

The major sources of greenhouse gas emissions generated as a result of the company's activity, in particular through the use of the goods and services it produces, are currently:

- electrical energy for the buildings occupied by the Group;
- the electrical energy required to supply the server rooms and operate the equipment (server rooms, networks and PCs);
- business travel;
- input data.

Infotel's fleet consists of 29 cars and 3 scooters owned by the Group. In order to limit greenhouse gas emissions, one priority is to work towards the low-carbon transition of the fleet. To this end, **Infotel** installs electrical terminals on its sites whenever possible. The Paris and Toulouse Blagnac sites are already equipped with charging stations.

Adapting to the Consequences of Climate Change

As a responsible digital services company, **Infotel** Group is preparing to adapt, if necessary, to the consequences of climate change.

The adoption of sustainable IT raised **Infotel** Group's awareness of climate-related issues from 2021 onwards.

These efforts to prepare to adapt the company based on identified risks will be stepped up after the CSRD takes effect.

3.8.6. Protecting Biodiversity

In line with its **Sustainable IT** plan, **Infotel** is mindful of the impact of its activity through its purchases of IT equipment (particularly during the manufacturing process), paper and energy.
According to the results of the ADEME and Arcep report of January 2022, our digital activities now account for 3%

to 4% of global greenhouse gas emissions and 2.5% of the national carbon footprint.

The manufacture of computer hardware makes up 80% of the environmental impact of a laptop PC when accounting for its full cycle.

The actions implemented by **Infotel** in its value chain to limit the impact on biodiversity are:

- extending the useful life of IT equipment while respecting information security;
- purchasing refurbished equipment to reduce the manufacturing footprint;
- purchasing paper with dual FSC/EU Ecolabel certification;
- buying IT equipment with EPEAT Gold and Energy Star certification;
- sourcing green energy from renewable resources;
- targeting 100% recycled and recovered WEEE in waste management.

3.9. REPORT (CSR) ON CORPORATE COMMITMENT TO SUSTAINABLE DEVELOPMENT

Infotel wants to contribute to the quality of life and the environment wherever the Group does business.

The Group places sustainable development at the heart of its strategy and expresses this in its Quality Charter.

The Group's policy is in line with a sustainable growth procedure that is based on the conviction that its long-term growth depends in part on the way in which **Infotel** accepts its responsibility in social and environmental areas.

Territorial, Economic and Social Impact of the Company's Activity

With respect to employment and regional growth, **Infotel** is highly committed to the local economy via its facilities throughout France:

- In the Paris region, via its sites in Neuilly-sur-Seine, Paris and Nanterre;
- In the north-east of France, via its site in Lille;
- In the west of France, via service desks in Rennes, Nantes, Le Mans, Orléans, Niort, Brest and Bordeaux;
- In the south-west of France, via its service desks in Toulouse;
- In the south-east of France, via service desks in Lyon, Dijon, Aix-Marseille and Nice.

In its capacity as a French company, **Infotel** is pursuing a grassroots strategy to remain close to its customers and also to provide an environment conducive to a high quality of life for its employees.

With respect to the territorial, economic and social impact on the local population, the Group has made regional growth part of its strategy, thus contributing to the territorial impact of its activities with respect to employment.

Infotel is very involved in the local economy and generally applies a "nearshore" policy prioritizing national providers (or providers from nearby countries) over offshore solutions. The use of providers in other countries (Morocco and India) is justified by strong customer demand and the availability of IT specialists in these countries, who have become difficult to hire locally despite our best efforts.

Infotel has a dynamic youth employment policy: The Group hires many young graduates without previous work experience, who benefit from in-house training. **Infotel** participates regularly in forums held by schools and universities.

Infotel Conseil has set up a partnership with the "Elles Bougent" initiative, which encourages and advises young women on choosing scientific and technical studies, which are the most sought-after on the labor market, and seeking careers in technological and industrial sectors, which lack female talent. **Infotel** has 32 "Elles Bougent" mentors who take part in the following events: inviting young women to our premises, forums, races, in-school meetings with girls, and innovation challenges.

Also with a local approach, **Infotel** has adopted a proactive apprenticeship policy with a 135% increase in the number of apprentices between 2021 and 2022, which stabilized in 2023 (-7%). This is rounded out at the local level by the payment of the apprenticeship tax to schools and universities and the Group's participation in academic forums.

Co-opting, or "collaborative recruitment", allows employees to recommend potential applicants for job offers within our company.

It is **voluntary** and is open all year round. It is beneficial both for the company, which meets trusted applicants vouched for by its employees, and for existing employees, who receive perks if the process is successful.

In 2023, 62 applicants were co-opted, demonstrating the mutual trust between **Infotel** and its employees.

Relations with Persons or Organizations Interested in the Company's Activity

Infotel regularly invests in training, and maintains close relations with IT training companies, building partnerships that offer apprenticeships, internships and training programs.

Infotel also values its relations with associations promoting integration, environmental preservation and consumer protection, as well as with local companies and non-profits in order to work with them to develop sponsorship initiatives or take part in solidarity projects.

In terms of governance, the Executive Management is responsible for implementing the Group's sustainable growth policy.

Sub-contracting and Suppliers

Infotel's use of sub-contractors outside of France is marginal, representing less than 0.5% of total sub-contracting.

No actions were taken in 2023 to take CSR criteria into account in relations with suppliers and subcontractors. For 2024, **Infotel** has drawn up a supplier and subcontractor CSR charter that will be appended to all service contracts. **Infotel's** strategic suppliers will also be called on and assessed on the basis of quantitative and qualitative criteria included in a special CSR questionnaire.

Fair Practices

As a BtoB player, **Infotel** is not affected by provisions dealing with the health and safety of consumers given its activities for the provision of IT services to companies.

Infotel encourages business ethics with anti-corruption and CSR policies (responsible purchasing).

The Group has implemented anti-discrimination and equal opportunity initiatives.

Other Initiatives Undertaken to Promote Human Rights

Wherever it operates, **Infotel** conducts its development with regard to fundamental human and social rights while also respecting the environment.

Infotel supports the Ten Principles of the United Nations Global Compact concerning, in particular, respect for human rights, international labor standards, environmental protection and the fight against corruption.

Infotel fully incorporates the Global Compact and its basic principles at the heart of its strategy, corporate culture and day-to-day operations. Our commitment to the Global Compact is reflected in a series of concrete actions to promote the United Nations Sustainable Development Goals (SDGs).

None of the countries where **Infotel** operates breach human rights and fundamental freedom.

Infotel is committed to gender equality in the workplace.

In terms of equality, **Infotel** takes care to have an equal number of women and men on its teams. The Act relating to equal representation of women and men on Boards of Directors already required representation of 40% of each gender on Boards of Directors (Act No. 2011-103 of January 27, 2011 called the "Copé-Zimmermann Act"). Well before this date, **Infotel's** Board of Directors already had an equal number of female and male directors.

In accordance with Act No. 2019-486 of May 22, 2019 on business growth and transformation (the "PACTE Act"), Alain Labbé was elected as a director representing employees on the Board in November 2023. As a result of this election, the Board is composed of two women and three men. However, the composition of the Board still respects the principles of gender equality in the boards of directors laid down by the Copé-Zimmermann Act. Pursuant to Articles L.225-27, paragraph 2 and L.225-27-1, II, paragraph 2 of the French Commercial Code, the director

representing employees is not included in the calculation of the proportion of men and women on the Board of Directors. This calculation is therefore made on the basis of two women and two men, or 50% women and 50% men,

it being specified that, in conjunction with the appointment of Anne André as a new director on March 13, 2024, this ratio sits at 3 women to 2 men.

On March 1, 2024, **Infotel** published on its website the results of the calculation of the gender equality index, resulting from Act No. 2018-771 on the freedom to choose one's career passed on September 5, 2018 and Decree No. 2019-15 of January 8, 2019. For the 2023 reference period, **Infotel Conseil** obtained a score of 89/100.

Infotel Conseil has a very high score for the gender pay gap as well as in the breakdown of individual pay rises. Well before the creation of the gender equality index, Infotel Conseil's management always ensured fairness in this respect.

Infotel Conseil reaffirms its commitment to its female employees, in particular its desire to increase the number of women among the highest earners. As a reminder, women already hold several strategic and senior positions in general management, the management of departments and branches, and project management; **Infotel** wishes to continue along this path.

To do this, it has set up a gender equality plan with four priorities: recruitment, promotion, compensation and the work-life balance for all of its employees.

Infotel Conseil has set a goal of achieving a national female staff rate of 25% of the overall workforce by 2025.

Accordingly, the following concrete measures have been put in place:

- recruitment officers ensure that the external recruitment firms with which Infotel works offer an equal number of applications from men and women;
- Management recommends that, in teams where women are under-represented, when candidates have equivalent skills and qualifications, priority should be given to the female candidate, subject to an objective assessment taking into account the specific personal situations of all candidates;
- recruitment teams are trained and made aware of non-discrimination issues. A member of the HR department has also received in-depth training on this subject, and can therefore provide regular training to recruitment officers and be a point of contact on a daily basis;
- two sexual harassment and sexist behavior officers have been appointed;
- Infotel Conseil strives to promote the presence of female employees during presentations/training in universities or forums;
- in addition, Infotel Conseil is a member of non-profits Elles Bougent (since April 2021) and Social Builder (since March 2023). These associations support young girls in their career choices, but also holds various events to raise awareness of career opportunities in scientific and technical sectors among parents and teachers. Social Builder works to retrain and integrate women into digital professions. To strengthen Infotel's commitment to these associations, interested employees receive two half-days per year during working hours on which they can contribute to the work of these associations;
- an Infot'Elles community has also been created to continue making progress in this area. Various initiatives are organized, centered on gender equality in the workplace (e.g. awareness-raising, conferences, discussion groups, knowledge sharing, etc.);
- an Infot'Elles support program was launched in November 2023. Ten employees are coached by an external firm through thematic workshops, co-development sessions and inspiring webinars. These women were selected by their Regional Director to support them in their careers and ambitions;
- **Infotel** has an internal and external communication and awareness policy on these topics;
- since 2021, the Head of Human Resources has been a member of the Management Committee and the Executive Committee.

Particular attention is paid to the working conditions of the entire Group's staff, as well as those of its sub-contractors.

In February 2024, Statista and Capital published a 2023 survey of more than 20,000 employees in France and ranked the top 500 employers in France. This ranking is established using HR criteria. **Infotel** is 29th in the high-tech sector.

In terms of diversity and inclusion, **Infotel** confirmed its commitment by signing the diversity charter. **Infotel** recognizes that the strength of its organization lies in the wealth of its individual differences.

In particular, we believe that diversity in all its forms, whether associated with gender, age, ethnicity, nationality, religion, sexual orientation, gender identity, disability or any other aspect, enriches our corporate culture, stimulates innovation and improves our ability to achieve our business goals.

4. INFORMATION ABOUT THE ISSUER

4.1. HISTORY AND GROWTH OF THE COMPANY

4.1.1. Corporate Name and Trade Name of the Company

Infotel

4.1.2. Address and Registration Number

RCS: Paris 317 480 135.
APE – NAF Code (French classification of activities): 5829A (software system and network publishing).
LEI: 9695008JULKH9KJQLP04

4.1.3. Date and Term of Incorporation

Infotel was incorporated on December 31, 1979, for an initial term of 99 years, i.e. until December 30, 2078 unless it is dissolved early or extended by law.

4.1.4. Headquarters, Legal Structure and Applicable Legislation

Infotel
Le Valmy 4/16 avenue Léon Gaumont
75020 Paris
Telephone: +33 (0)1 48 97 38 38

French public limited company with a Board of Directors governed by the French Commercial Code.

The company's legal documents may be consulted at the registered office above or on its website: www.infotel.com (the information contained on the website is not part of the prospectus, unless this information is incorporated by reference in the prospectus).

4.1.5. History

4.1.5.1. Creation of the Company: Database and Real-Time Experts (1979-1988)

Infotel Group was created at the end of 1979 by a team of experts: Bernard Lafforet, a mathematics researcher at CNRS and a renowned specialist in solving complex programming problems requiring the construction of sophisticated algorithms; Michel Koutchouk, head of applications development with the IT Department at Air France; and Alain Hallereau, Project Manager at Cap Gemini. They were subsequently joined by Josyane Muller, who had been Branch Manager at Cap Gemini.
They foresaw that databases and real-time movement were to become the two main pillars in the IT growth of major software accounts and decided that **Infotel** would specialize in these areas by offering services, training and software packages.
The services activity of the Group started with a number of large companies and spread to a range of customers attracted by the highly professional reputation of its founders.
The first projects were carried out on a fixed-price basis for major customers, and the Group's expertise and research led to innovative achievements, such as the first electronic document processing of incoming physical mail for a large insurance company.
With the increase in sales of its first software packages, **Infotel** Group was organized into a number of entities, encouraging the legal separation between software publishing and service activities.
With the success of its software (and in particular, Infopak, a database compression software package) with an international clientele, the Group decided to open a branch office in the United States and bolster **Infotel's** reputation with respect to its growth capacity and software research.

4.1.5.2. Growth of the Company: Grassroots Software and Services for Relational Databases (1989-1998)

The services and training activity pursued its growth based on technologies used by major customers: **Infotel** became the specialist in relational databases with the appearance of DB2, and integrated customer techniques.
Regional expansion started in 1989 with the opening of the Toulouse branch.
Infotel strengthened its investment policy in the services sector to meet a strong demand linked to the diversification of software technologies.
During this period, the Group also undertook the development and launching of new ranges of utility software for databases.
As of 1996, **Infotel** foresaw changes in large software systems, which would lead to the arrival of new technologies such as the Internet and Java.
The Group carried out its first external growth phase in 1998, and obtained its ISO 9001 certification the same year.

4.1.5.3. Web-To-Database Expansion (1999-2008)

On January 21, 1999, with the introduction of the New Market section of the Paris Stock Exchange, **Infotel** entered the next phase in its development and obtained the means to finance its own new growth projects. The Group then accelerated its acquisition policy by taking over SI2 in December 1999 and Sporen and Innovaco Formation the following year.
In 1999, **Infotel** took a strategic position: Web-To-Database, the concept of a global technological service offering to meet the needs of growth and assist companies in expanding their information systems. The Group then expanded and strengthened its sales force, both in its Services activity where **Infotel** put forward the results of its technological watch, notably in Java, and in its Software activity. Here the technical talents of the teams were put to use in developing in-house software ranges and developing and adapting DB2 utilities sold by IBM, after a first agreement was signed in 1999.
The Group then multiplied its service provision skills: in Services, with new activities such as TPAM (Third-party Application Maintenance), decision-making and archiving, in the Software sector with the development of High Performance Unload for DB2 for Linux, UNIX and Windows for IBM, which easily and rapidly optimizes data unloading onto distributed environments.
The Group based its strategy on three fronts: remaining close to large customers, achieving the growth to constantly maintain the size required to reply to calls for tender, and maintaining the quality of services and their added value.
Infotel pursued its external growth strategy with the acquisition and subsequent integration, starting in 2006, of the Odaxys group, based in Rennes and Nantes, a major player in the IT software services in the Greater West area of France.
Regional expansion was pursued with the opening of local branch offices (Lyon, Bordeaux, Le Mans, Niort).

4.1.5.4. The “Ambitions 2012” plan (2009-2012)

The growth has confirmed the accuracy of **Infotel’s** positioning: in Software, where IBM royalties reflect the efficiency of fast database unloading utilities created by **Infotel**; in Services, where the rise in service desks and TPAM, fixed-price services and service provisions combining software and services, especially based on archiving and Arcsys software, show that customers consider **Infotel** to be a key partner.
The aim of becoming a world-class player on an equal footing with the major players on the French IT scene has been attained. The quality of **Infotel** Group’s services and software means it is recognized as a major player by its customers, often making Infotel the first choice as their supplier.
In an increasingly difficult economic environment, **Infotel** persevered in its growth strategy. The “Ambitions 2012” plan defined two strategic avenues for growth:

- Service desks, where the software applications of our customers are developed, maintained and tested. Located close to customers and operating on a fixed-price basis, they will be key to future growth;
- Electronic document processing software that is at the heart of customer concerns.

The goals of the plan have been reached, despite the slowdown in the economy. Over this time, growth has exceeded 50% (for an annual average growth of over 9.2%, higher than the market).

The Group’s scope has expanded in three directions:

- First, geographically: the acquisition of Addax at the start of 2010 established Infotel’s presence in the Nice region (Sophia Antipolis), in Aix-Marseille and Monaco, and the acquisition of Empeiria at the start of 2012 created a presence in the Lille region;
- Secondly, core business-wise: Participation in the successive creations of Harwell Management and Infotel Business Consulting expanded the services of the Group to include consulting and project

management;
- Last but not least, with respect to software: Investment in creating Archive Data Software added a new distribution channel for our Arcsys software, and the acquisition at the end of June 2011 of the German software firm Insoft Software GmbH added new software to our service offering.

4.1.5.5. The Performance 2016 Plan (2013-2016)

Infotel Group continued its growth with the strategic "Performance 2016" plan, which is based on four main strategic directions:
- Pursuing a growth strategy with key accounts through the creation of service desks;
- Assisting the IT departments of key accounts in their path to mobility;
- Helping key accounts manage vast amounts of Big Data;
- Increasing its internationalization.

With this plan, **Infotel** aimed to grow and secure margins, with a revenue in the order of €200m with acquisitions. The increases in revenue and margins were achieved. **Infotel** made it known on September 14, 2016 that the goal of €200m in revenue would not be reached in 2016. However, **Infotel's** performance, with revenue of €190.5m in 2016, €209.3m in 2017 and €231.7m in 2018 was very good as it took place without external growth.

4.1.5.6. The 2021 Strategic Plan (2017-2021)

To drive its growth, in 2017 **Infotel** defined a new five-year growth plan.

This plan is based on three basic pillars:
- **Innovation**: since the creation of **Infotel**, innovation, whether technical, methodological or business-oriented, has always been a major part of the company's identity. Infotel has always remained at the cutting edge, integrating technologies and methods that did not exist at the time of its creation;
- **Ambition**: remaining one of the leading partners for our customers ensures the Group's growth and provides fulfilling careers for our employees;
- **Continuity**: as our results demonstrate, we have developed a winning model.

This plan aimed to:
- Outperform the market;
- Maintain a good level of operating profitability;
- Double the size of the company in five years by integrating acquisitions.

While **Infotel's** development and profitability have been on track, the Covid-19 pandemic, pressure on resources, and the lack of relevant targets for external growth prevented the Group from achieving all the objectives set out in this strategic plan.

4.1.5.7. 2022-2026 Strategic Plan

To address the 2022-2026 period and accelerate the Group's transformation, a strategic plan through to 2026 has been drawn up.
It is based on a buoyant market dynamic:
- estimated at more than €30 billion in 2021, the IT services market is expected to grow to €33.8 billion in 2023 (Source: Numeum semi-annual conference, December 13, 2023);
- the value of services and employees is rising;
- demand is higher than supply, IT budgets are growing, and tariff increases are once again possible.

The plan is centered on four priorities:
- **Priority 1**: Outperform our benchmark market by exploiting our growth drivers:
  - strong market momentum, with the acceleration of the digital transformation in companies, the recovery of the aviation and industrial sectors, and the continued rebound in the tertiary sector;
  - real sales potential, with scope for expansion among existing customers, the ramp-up of new listings, the acquisition of new customers and sectors, and the strengthening of our positions through the consolidation of top-tier suppliers;

- continued innovation with the implementation of complementary service offerings, the emergence of new software, the growth of digital consulting activities, and the integration of innovation in the management of customer applications.

- **Priority 2**: Increase the contribution of the Software business: our ambition is to double Software revenue by 2026, by drawing on five advantages:
  - the full effect of Orlando's market penetration (American Airlines listing, agreement with Airbus, etc.);
  - a large prospective customer portfolio to be transformed by Orlando;
  - growing sales momentum for Deepeo;
  - the intensification of marketing and sales at Arcsys;
  - new products under consideration, thanks to internal and external research.
- **Priority 3**: Implement a dynamic and attractive HR policy – Human First – designed to strengthen the recruitment plan and boost employee loyalty, with several points of action:
  - a career development plan with personalized support starting from the hiring stage (mentoring);
  - involving employees in innovation to encourage creativity;
  - intensifying internal communication (meetings, webinars, etc.);
  - accelerating training programs (e-learning);
  - partnerships with schools (work-study programs), backed by an integration plan.
- **Priority 4**: Accelerate national and international development using several levers:
  - organic growth (as in the United Kingdom and Monaco) to support the needs of our long-standing customers;
  - offshoring (which started with Morocco and India) to address human resources shortages;
  - acquisitions, to amplify development: we are looking for geographic expansion, sector diversification, or new technological or functional building blocks.

The plan targets growth of around 8% and operating profitability of more than 10%.

4.2. INVESTMENTS

The investment policy of the Group reconciles ambition and reason. Ambition, when it comes to developing the Group's services, especially in software, or when seizing opportunities for external growth. And Reason, because **Infotel**, always mindful of its profitability and independence, favors investments that offer a rapid return on capital investments.

4.2.1. Main Investments

Current investments of the Group are comprised of, for the most part, IT equipment, software, transport and office equipment, fixtures and fittings and facilities.

(In €k)	**2023**	**2022**	**2021**
Fixtures and fittings, facilities	316	635	247
IT and office equipment	842	1,263	978
Transport equipment	24	73	0
Current fixed assets	13	0	135

Assets under construction relate to the development of **Infotel**'s new head office.
These investments are amortized on a straight-line basis according to the following terms:

Fixtures and fittings	4 to 10 years
Furniture and office equipment	3 to 8 years
IT equipment	3 years
Transport equipment	4 to 5 years

Current annual investment budgets represent, for the most part, the renewal of existing equipment and are in line with the growth of the Company.
Ongoing investments concern overall renewal of fixtures and fittings, facilities and IT and office equipment.
These investments are self-financed, and no individual investment attracts any commentary.

Investments in research and development are described in section 5.9 on page 46.

4.2.2. Main Ongoing Investments

For fiscal year 2023, the Group pursued the renewal of its property, plant and equipment in line with the growth of its activities.

The Group's main investment comprises research and development, as described in section 5.9 "Research and Development, Patents and Licenses" on page 46.

5. OVERVIEW OF ACTIVITIES

Trends in revenue and earnings by operational sector are also provided in the notes to the consolidated financial statements, section 18.2.6.10 “Segment Reporting” on page 143.

5.1. OVERVIEW

Infotel is both an IT service company and a software publisher:

- With its consulting, analysis, IT system audit and TPAM (Third-Party Application Maintenance) services, **Infotel’s** service desks deliver fixed-price or cost-plus based services to design, develop, maintain and upgrade management projects incorporating the most advanced methods and techniques, from connected devices to large databases. With its personalized training, **Infotel** keeps IT engineers’ skills up to date.

During the fiscal year, the IT services activity generated revenue of €296,017k.

- **Infotel** has developed software to assist companies in such areas as operational support for large relational databases (security, performance, and management), archiving, data management and application quality and performance. A recent development is the move towards functional software, Orlando being the first component.

During the fiscal year, the software publishing activity generated revenue of €11,530k.

5.2. Objectives and Strategy

Infotel Group was successful in its growth over the last four decades because it remained true to its basic values, while adapting them to an ever-changing context.
Infotel’s values are embodied in a number of concepts:

- **Excellence**: Being among the best in its practices, in its core businesses, alongside its customers, in the technologies the Group has chosen to focus on, such as Web technologies and databases;
- **Proximity**: Remaining close to its customers, attentive to their concerns in order to provide the best solution for their issues; staying close to employees, ensuring the best growth possible;
- **Respect**: Showing respect for its customers and employees, respect for rules, deadlines, commitments and the environment;
- **Agility**: Knowing how to evolve, understanding new technologies, improving our core business, procedures and management and continuously adapting while remaining true to our other values (excellence, proximity, respect).

5.2.1. The Infotel Model

5.2.1.1. Making IT a Powerful Tool…

Infotel’s core business is to design, develop and maintain powerful and efficient IT systems, and market them within the context of service offerings and/or as autonomous software packages. **Infotel** builds IT applications for its users, above and beyond the compartmentalized notions of software publishers or digital service companies.

5.2.1.2. … For its Biggest Users…

All of **Infotel’s** customers base their growth on highly performing IT systems. For them, IT is key. It is often their production tool (this is the case for banks, insurance companies, pension institutions). Their IT systems also contribute to their competitive advantage, as is the case for companies in the transport or aeronautic sectors.
As it is not their core business, these companies look for specialists to manage their IT, particularly within service desks: **Infotel’s** goal is to be a reliable and sustainable partner for these companies and administrations, from the design of program tools to development and maintenance.

5.2.1.3. … In the Interest of Growth

It is through the growth of its customers and their IT needs that **Infotel** achieves its own growth.
This growth is multi-dimensional:

- Vertical growth, with expertise in customer core businesses and constraints and its continuous application from high-level consultancy to development and maintenance;
- Horizontal and geographical growth: Everywhere its customers are found, in France, in all its national and international branch offices, irrespective of their economic sector;
- Technical and functional growth, open to new techniques and new core businesses to develop the skills to ensure tomorrow's growth.

5.2.1.4. An Overview: The Quality Charter

To satisfy its customers' needs, **Infotel** undertakes to:

- Listen to their needs, and anticipate future requirements with ongoing R&D in leading-edge technologies;
- Manage their projects functionally and technically;
- Go beyond their expectations in terms of advice, deadlines and performance.

To satisfy its employees, **Infotel** undertakes to:

- Bring out their potential through basic and further training;
- Encourage development with ongoing coaching from management;
- Drive career advancement through rewarding tasks.

To respect its environment, **Infotel** undertakes to:

- Comply with regulations and internal guidelines;
- Continue its efforts to save resources;
- Encourage environmentally friendly behavior among its employees and sub-contractors.

In summary: ***"Searching for excellence in what we do well, and doing what we do well".***

5.2.2. Implementation of the 5-year Strategic Plan

The actions taken to achieve these goals will be discussed later on in this document.

5.2.2.1. Service Desks

The context of the relationship between major contractors and service companies has changed; they are no longer looking for resources, but a total commitment. **Infotel**, which was at the forefront of this change, wants to base its growth on fixed-price services in service desks.

The service desk consists of taking complete charge of a company's IT developments and maintenance, along with specific commitments (service quality, prices, deadlines, etc.).

These last few years were witness to the spread of this operating mode which now makes up almost all of **Infotel's** service provision offering in its various forms:

- Fixed-price services consist of taking complete charge of application development, from design to implementation. These can be unitary fixed-price services, obtained following a response to a call for tender for a new customer, or fixed-price services for development within the service desk of an existing customer. In any case, it is the technical culture of teams who know how to assess loads and risks, and follow deadlines, as well as the expertise in developments and tests that constitute **Infotel's** competitive advantage;
- TPAM and TPSV:
  - TPAM (Third-party Application Maintenance) consists of sub-contracting all upgrades of one or more applications or sub-systems;
  - TPSV (Third-party Software Validation) consists of sub-contracting, for one or more applications or sub-systems, all test and acceptance operations, functionally, technically, for performance, etc.
- The location of service desks: The service desk is efficient if it is close, geographically and culturally, to the customer. **Infotel** continues to favor this proximity with its various locations, but does not rule out the

use of offshore solutions – not for short-term gains in terms of labor costs, but to address the scarcity of specialist resources.

5.2.2.2. Mobility

The switch-over to mobility represents a major challenge in the digitalization of IT systems for major accounts. Having integrated users connected to the Web via PC-type computers, we must now offer services and applications for these new types of terminals that include smartphones and tablets.

A Hellosafe study cited by www.servicesmobiles.fr shows that over the past few years, prices have been rising on the smartphone market, with the situation worsening since 2020 with the shortage of global microchips and electronic components. In 2021, smartphone vendors sold around 1.43 billion smartphones worldwide (about 48 phones per second!). In the fourth quarter of 2021, about 24% of all smartphones sold to end-users were Apple smartphones. According to Statista in October 2022, each of the top five best-selling smartphone models in France was an Apple iPhone. The basic model of the recent iPhone 14 leads the market with a 10% share, followed by the iPhone 14 Pro and Pro Max.
Smartphone purchase prices have never been higher in France. Whether new or refurbished, they cost more year after year. Figures show that the average purchase price of a new smartphone rose from €370 in 2017 to €487 in 2023, an increase of 31.6% in six years. The average purchase price of a refurbished smartphone rose from €260 in 2017 to €381 in 2023, an increase of 46.5%. Thus, in 2023, a new smartphone cost an average 28% more than a refurbished smartphone - with a difference of €106 between the two. In 2023, the best-selling smartphones in France were iPhone 14s. This preference reflects Apple's continued success, although revenue growth is not enough to reverse the market trajectory. The frequency of new phone purchases in France points to a downtrend, indicating consumer reluctance to purchase new devices right now. More proof of market saturation is the new refurbished phone trend.
Since the release of the first iPhone in the early 2010s, smartphone sales have been growing at an exponential rate. Analysis of available data shows that smartphone sales in France increased by 3% between 2017 and 2022, from €7.69 billion to €7.92 billion, representing an additional €223 million in five years. In 2023, smartphone sales in France are expected to increase by 4%, with total sales possibly reaching €8.24 billion.

Mobile terminals will be an even greater driving force for growth in the coming years and **Infotel's** goal is to support key account IT departments in the switch to mobile communications. This requires technical and functional skills (capability to manage different platforms, operating with systems such as Android, and iOS), transforming all the applications on these platforms while remaining attentive to user demands.
Infotel's teams have already shown their skills (for example, by implementing iPad and Android banking applications) and are able to meet this new challenge. The creation of a digital subsidiary agency in 2018 to bring the OAIO company into existence, has further asserted a determination to focus on the techniques and methods expected by key accounts (digitalization, user experience, Scrum, agility, etc.), an approach which has resulted in winning new contracts.

5.2.2.3. Big Data

According to Statista, the total amount of data created, captured, copied and consumed around the world is expected to increase rapidly, reaching 64.2 zettabytes in 2020. Over the next five years to 2025, global data creation is expected to reach more than 180 zettabytes. In 2020, the amount of data created and replicated reached a new record. Growth was higher than expected due to increased demand due to the Covid-19 pandemic as more people were working and learning from home and using home entertainment solutions more often.
Only a small percentage of newly created data is retained, as only 2% of the data produced and consumed in 2020 were saved and retained until 2021. In line with strong data volume growth, installed storage capacity is expected to increase, at a compound annual growth rate of 19.2% over the 2020-2025 forecast period. In 2020, the installed storage capacity base reached 6.7 zettabytes and is projected to hit 2,142 zettabytes by 2035.

Since its creation, **Infotel** has specialized in databases for large volumes, even before the term "Big Data" came into use. For this new plan, **Infotel's** hope is to help major accounts in managing Big Data, and it has the advantage of in-depth knowledge of complex databases.
This consideration of Big Data covers a number of dimensions:

- Continuing and extending its relationship with IBM in marketing powerful utility software aimed at large databases;
- Developing Infotel software ranges for archiving, database management, quality and performance;
- Developing tools and associated services, such as e-vaults and business intelligence;
- Researching and developing new algorithms and tools using **artificial intelligence** to create the software

of tomorrow.

5.2.2.4. Internationalization

During the period covered by this plan, **Infotel's** goal is to increase the share of its business abroad by making the most of its global customers and software.
To achieve this objective, the Group will use a number of channels that:

- Cover the service needs of our customers abroad (e.g. Airbus, Stellantis, BNP Paribas, etc.): the extension of our activities to countries such as Morocco and India meets demand to keep front offices as close as possible to users while having back offices in countries where multiple areas of expertise can be found at a reasonable price;
- Expand the distribution of our software internationally, by using the skills of the Insoft Infotel Software GmbH subsidiary in Germany and its network of distributors, as well as those offered by our subsidiaries Infotel Corp in the USA and Infotel UK Consulting Ltd, in the UK;
- Develop references for our Arcsys software internationally, for example by extending the work done in Belgium and Luxembourg to Monaco, and growing the sales of our Orlando software with airline companies the world over.

5.3. SERVICES: CUSTOM SOLUTIONS FOR CUSTOMERS

In this activity, **Infotel's** services consist of consulting, researching and carrying out the complex and innovative solutions integrating the most cutting-edge technologies.
Infotel has its own notion of service. To **Infotel**, service means:

- Becoming a privileged partner for companies wishing to upgrade their IT systems by offering them high-quality services based on our skills and the technical edge of our Group's teams;
- Anticipating on an ongoing basis the demands and needs of our customers by remaining on the leading edge of emerging technologies to assist our customers in taking these technologies on board and using them to their best advantage;
- Consolidating and strengthening the loyalty of our major customers (Infotel's first customers are today among our biggest customers) by continuing to remain attentive to their needs and to market developments;
- Positioning ourselves, with our service desks, as a player close to our customers and their concerns, their problems, their culture, their geographical facilities, and their teams.

5.3.1. The Infotel Difference

Technical Skills
Infotel's expertise covers all company IT system layers, from workstations to central servers:

- At the customer workstation level (front-end), with browsers, languages such as HTML, XML, JavaScript, Java, techniques such as Ajax and rich client solutions, and the integration of mobile devices (smartphones, tablets, etc.) and connected objects (watches, for example), smartphones and other mobile devices, as essential components for customer-facing IT systems;
- At the intermediate server level (middle-end), with expertise in middleware, network and firewall layers, operating systems such as Windows or Unix and variants such as Linux, application servers such as Tomcat, Java (JEE) and EJBs, etc.;
- At the central server level (back-end), with recognized expertise in operating systems such as z/OS, real time monitors (CICS, IMS), relational database management systems (IMS, Db2, Oracle and Hadoop, etc.), languages and applications.

At **Infotel**, technical skills, whether they are well established or emerging, are at the heart of our core businesses.

Artificial intelligence is an emerging technology in which **Infotel** is developing and investing in conjunction with its customers, first to identify use cases that will subsequently be the focus of development of new operational applications.

Expertise in all Our IT Service Activities
Infotel covers the entire application lifecycle, from their initial design to their development and beyond deployment.
Infotel teams are present:

- During the analysis phase, at the level of architecture decisions, methodological choices, specifications

and design;
- During the development phase, by taking partial or complete responsibility (on a fixed-price contract basis) for building applications and carrying out tests and third-party application acceptance;
- During operational functioning, ensuring application maintenance (in service desks with TPAM and TPSV activities), performance audits and optimization initiatives that make the most of investment.

For all phases in the application lifecycle, **Infotel's** experience is a guarantee of quality.

Customer Proximity

Infotel has facilities that cover the needs of its customers:

- Offices in the Paris area, in Paris, Neuilly-sur-Seine and Nanterre;
- Coverage in the south-west of France with its Toulouse agency;
- Offices in the west and in the center, including Rennes, Nantes, Le Mans, Niort, Bordeaux, Orléans and Brest;
- Offices in the south-east in Lyon, Dijon, Nice, Aix-Marseille;
- And in the north and east with Lille.

An Adapted Organization and Resources

To best serve its customers, **Infotel** has human and equipment resources:

- The management team is made up of true professionals who have all worked in IT service;
- A R&D section whose goal is to maintain a technological watch on a permanent basis to guarantee technical excellence;
- Technical platforms with the hardware and software necessary to anticipate training needs for staff and project execution.

5.3.2. Some of Infotel Group's World-Class References

In its service activity, **Infotel** operates in four key markets:

- **Banking/Finance**: Banque de France, Groupe BNP Paribas, Groupe Banques Populaires / Caisse d'Épargne, Natixis, Groupe Crédit Agricole, CACIB, Groupe Crédit Mutuel, Société Générale, Fortuneo, La Banque Postale, Oney, ProCapital, Boursorama, HSBC, CACF (Sofinco), Virgin Money, etc.
- **Insurance/Pensions**: Allianz, AGIRC ARRCO, AG2R, APB, Aviva, AXA, Europ Assistance, GENERALI, Groupama GAN, GMF, Humanis, KLESIA, Lybernet, MAAF, MAIF, MACIF, Malakoff Médéric, MGEN, Covea, NOVALIS TAITBOUT, PRO BTP, SCOR, SMABTP, SMACL, Swiss Life, Systalians, Verspieren, etc.
- **Industry**: Airbus, Airbus Defence and Space, Airbus Helicopters, ATR, Safran, Stellantis group (Peugeot, Citroën, Opel, Fiat, etc.), Siemens, Total group, Fromageries Bel, LDC, Daunat, Coopagri, Roquette, Sanders, Nissan, etc.
- **Transport / Services / Telecommunications / Distribution / Administration**: Air France KLM, Bouygues Télécom, CGEA, EDF, Éducation Nationale (CINES, CNOUS, CROUS, Rectorats), EPO (European Patent Office), Euroclear, ERDF, ENGIE, ENEDIS, Gefco, Groupe Accor, Groupe Leclerc, La Poste, Lyra Networks, Nouvelles Frontières, Orange, Semvat, SNCF, Sysmedia, Yves Rocher, Système U, Groupe Barrière, Veritas, Ouest France, Isocel, Cdiscount, Vinci Autoroutes, Cegedim, Virgin Atlantic, etc.

5.4. SOFTWARE: LARGE IT SYSTEM TOOLS

5.4.1. Designing and Marketing Leading Software

Databases are a vital resource for companies. Efficient tools are needed to best manage databases and ensure operational optimization and sustainability.

Since its inception, **Infotel** has developed software improving the operation of large IT systems, such as Infopak, the leader in database compression.
This software is developed by **Infotel** teams based in its laboratories in Paris and Toulouse.

It is marketed in France and in French-speaking Europe by Infotel's sales teams, and in the rest of the world by distributors or by IBM for software subject to distribution agreements.

5.4.2. Software that Meets the Needs of Large IT Sites

Infotel designs, develops, markets and maintains software, which is upgraded, added to and fine-tuned over time. The common area is big data management in all its dimensions.
Infotel software packages are divided into three product lines:

Digital Archiving
Arcsys software provides a global solution to all organizations wishing to implement a sustainable and secure archiving platform for their electronic data. Arcsys guarantees the retention of all information and provides search and restore functions for data years later.

Intelligent Database Management
iDBA-Online is an intelligent management solution for administration and maintenance operations for Db2 databases. The software optimizes practical tasks such as reorganizations and back-ups, according to business constraints and their impact on application costs. iDBA-Online incorporates artificial intelligence techniques that make it a genuinely intelligent database administrator.

Quality Application Testing
Infoscope brings the global solution to any organization wishing to implement a quality control approach to its application portfolio. Based on modular architecture, the platform covers the entire software quality control process from source code verification to functional testing.
The Infoscope range has been restructured to be consistent with the functionality of the **DB/IQ** range, the SQL access quality control software developed by our German subsidiary Insoft Infotel Software GmbH. Current concerns about energy consumption have led to the creation of a **Green Infoscope** version to help optimize energy-intensive software.

Other Software
In addition to these three lines, **Infotel** continues to support its older software (such as InfoPak, InfoVic, and InfoUtil). It also develops new software, marketed directly or through its subsidiaries or partners, and distributes software written by other partners (such as Zetaly, SQData, etc.) to complement its offering.

Orlando, new software developed by **Infotel**, has been designed to meet aircraft manufacturers' and airlines' needs to address their technical documentation problems. Currently in the commercial launch phase, Orlando has already gained some significant references, such as the aircraft manufacturer ATR, and companies such as Air France, Air Transat, Allegiant (the first license in the United States) and Spanish airlines Fly Level and Wamos Air. In 2020, despite the pandemic, new references were acquired, such as American Airlines, Flyadeal, Spirit Airlines and Emerald Airlines, followed in 2023 by other companies such as Air Canada, HOP, Binter, CMA-CGM, and Oman Air.

Infotel has also launched new data protection software called ***Deepeo*** (whose name is inspired by DPO: Data Protection Officer). Deepeo offers a unique feature that allows the anonymization or erasure of data once they have been classified and identified. It enables easy and centralized management and oversight of the personal data present in the information system, in compliance with the GDPR constraints required by the French data protection agency (CNIL), as well as offering compatibility and integration with major databases. Created in the UK, Deepeo has already been sold to two customers and prospecting is under way.

Agreements with IBM
In March 1999, **Infotel** and IBM signed the first global commercial distribution agreement. It allows IBM to sell "Db2 High Performance Unload for z/OS" under its own name. This is software for fast unloading Db2 mainframe databases developed by **Infotel**. A new agreement was signed at the beginning of 2002 for a software package delivering fast unloading of multi-platform databases, now known as "InfoSphere Optim High Performance Unload for Db2 for Linux, UNIX and Windows".
These agreements generate the payment of royalties which significantly contribute to the profitability of the Software activity.

5.4.3. Technical Support

Infotel provides technical support 24/7 for customer questions. On product purchase, a direct telephone number is made available to customers to put them in contact with the support service, for technical assistance in French or English, at any time.

5.5. MAJOR MARKETS

5.5.1. The Market for Software and Services in France

In a press release dated December 13, 2023, Numeum (formerly Syntec Numérique) described the French software and services market as follows:

[*Numeum, trade union and leading professional organization for the digital ecosystem in France, confirmed robust growth of +6.5% in 2023 for the sector, and forecasts +5.8% for 2024.*

Generative AI is now viewed as a real opportunity for business growth and we are seeing collective awareness of the environmental impact of digital technology. On the other hand, the labor market remains under pressure, marked by a slowdown in recruitment.

Indicators remain positive despite a slowdown in growth in the second half of the year
In an unstable economic and geopolitical environment, the digital sector held up well in 2023 and proved that French companies have a structural need to continue their digital transformations and their investments in digital services and solutions. Despite a slowdown, the entire digital technology sector continued to grow at a rapid pace of +6.5% for 2023.

All business lines boasted higher revenue:
- *estimated 2023 growth for Publishers and Cloud Platforms: +10.3%;*
- *estimated 2023 growth for Digital Service Companies: +4.1%;*
- *estimated 2023 growth for Engineering and Technology Consulting firms: +5.5%.*

(Source: PAC, Numeum).

The size of the digital market is estimated at €66.2 billion in 2023: 37% of the market for software publishers and cloud platforms (revenue of €24.5 billion), 51% of the market for digital service companies (€33.8 billion in revenue), and 12% for engineering and technology consulting firms (€7.8 billion in revenue).

However, it should be noted that metrics point to a slowdown in activity in H2 2023, which will become more visible in 2024. This can be attributed, in particular, to the delay associated with investments made by substantial job creations in 2022 and partly in 2023.
Numeum and PAC forecast growth of +5.8% for the digital market in 2024. Robust resilience in a complicated French economic environment on track to take the digital market to €70.5 billion in 2024.

5 main growth drivers boosting the French digital market
According to the survey conducted for Numeum by PAC, the digital sector is fueled by five major trends:
- *Cloud C&SI - consulting and systems integration (an €18.6 billion market with +17.5% growth in 2023): vertical clouds, global collaboration, the generalization of the container approach, app/infra modernization, and transformation, etc.*
- *Security (a €3.8 billion market with +10.2% growth in 2023): with growth in investments and outsourcing to counter the increase in risks, regulations, attacks, etc.*
- *Big data (a €3 billion market with +18% growth in 2023): data collection and usage are becoming critical*

when it comes to upgrading business models, developing new services, optimizing operations, etc.

- *AI services (a €1.1 billion market with +22.9% growth in 2023): AI is not new, however new technologies are ramping up its development and making it more widely accessible.*
- *Sustainable IT services (a market of €0.7 billion with +39.3% growth in 2023): many companies, organizations and governments have made commitments in this area. Digital solutions will be central to achieving these goals.*

Reconciling generative AI and responsible AI

With generative AI now clearly on the rise, triggering as much enthusiasm as it does fear, the digital industry is fully embracing this new era, seeing it as a wellspring of opportunities for improvement (66%) and business (48%). Only 14% of companies in the sector see generative AI as major threat to employment. At the same time, 73% of publishers and platforms say they have already implemented or plan to use generative AI for their offers and solutions.

Sustainable IT technology also offers choices when it comes to reconciling the environmental and digital transitions: nearly 8 out of 10 digital companies (78%) have committed to this approach, with 63% having already launched initiatives and another 13% by the end of 2023. This commitment will grow stronger for 94% of them in 2024. The success of the most recent Green Tech Forum, a key event for Sustainable IT technology, highlighted the momentum of this segment of the digital market.

A sector that is recruiting but gripped by tensions made worse by a shortage of talent

The digital sector is still creating jobs, posting net job creations of 47,000 jobs in 2022.

Indicators continue to show positive momentum in jobs and recruitments, but to a lesser extent than in 2022, which was a record year. 85% of companies saw stable or increasing recruitment in 2023. They continue to attract young graduates and work-study students. A new trend is emerging, with 1 in 2 companies hiring more senior or experienced profiles.

Many client companies are now internalizing digital expertise, triggering sharp competition on the labor market and putting pressure on wages. In addition to this phenomenon, there is a major lack of people trained in digital technology.

In an inflationary environment, French companies have had to meet demand for higher compensation, while limiting the impact on their prices that could undermine an already shaken economy: 71% of software and platform companies either did not pass on the cost increase to their prices or recovered less than 50% of this increase from their prices. However, 41% of digital service companies and engineering & technology consulting firms believe that the impact of inflation will be stronger in 2024 than in 2023.

Numeum survey on jobs at start-ups in France: GreenTech takes off in 2023

Last January, Numeum announced the launch of its monthly survey on employment trends in French Tech start-ups, based on AI solution Motherbase. At the end of the year, we noted persistently strong momentum for these start-ups in a complicated financing environment. With more than 15,000 start-ups, France continued its breakthrough in innovation, accompanied by multiple job creations: more than 24,000 in 2023. The full review will be presented in January.

GreenTech is the No. 1 job-creating sector, with 4,684 jobs created since the beginning of 2023, followed by Transporttech and Fintech.

"The digital market has maintained a strong growth trajectory, experiencing robust momentum once again this year, stimulated by cloud technologies. I welcome the commitment of sector companies to Sustainable IT, in the interest of achieving a more inclusive, ethical and ecological society. While 76% have already implemented or are in the process of launching initiatives in this area, our goal is to achieve 100%. Furthermore, training must remain a top priority for the coming year in order to continue focusing on skills development and prepare for the future," said Véronique Torner, President of Numeum.]

Infotel's Position

Infotel came in 31st in the Top 2023 ranking of French digital service companies and engineering and technology consulting firms (based on revenue achieved in France in 2022), published by Numeum and KPMG in October 2023.

5.5.2. Distribution of Infotel's Activities

More detailed information on the breakdown of **Infotel's** activity is provided below:

Breakdown by activity

€k	2023		2022		2021	
	Amount	*%*	*Amount*	*%*	*Amount*	*%*
Services	296,017	96.3	289,896	96.5	254,971	96.8
Software	11,530	3.7	10,522	3.5	8,471	3.2
including IBM royalties	4,747		5,024		3,893	
Total	307,547	100	300,418	100	263,442	100

Breakdown by geographical region

€k	2023		2022		2021	
	Amount	*%*	*Amount*	*%*	*Amount*	*%*
France	277,788	90.3	270,658	90.1	231,338	87.8
Europe (excluding France)	24,048	7.8	24,077	8.0	27,688	10.5
United States	5,711	1.9	5,683	1.9	4,416	1.7
Total	307,547	100	300,418	100	263,442	100

Service activity breakdown by economic sector

	% revenue 2023	% revenue 2022	% revenue 2021
Banking, Finance	38.7%	40.9%	40.2%
Insurance/Pensions	11.0%	11.6%	13.1%
Industry	27.9%	27.0%	23.8%
Services/Transport/Telecommunications	18.6%	17.2%	19.7%
Administrations	3.8%	3.3%	3.1%

Breakdown of the revenue of the ten largest customers of the Services activity

Revenue per Customer (€k)	2023	% revenue 2023	2022	% revenue 2022	2021	% revenue 2021
Customer No. 1	51,829	16.9%	50,077	16.7%	36,433	13.8%
Customer No. 2	30,069	9.8%	33,621	11.2%	28,644	10.9%
Customer No. 3	26,579	8.6%	25,485	8.5%	23,048	8.7%
Customer No. 4	25,404	8.3%	24,846	8.3%	21,956	8.3%
Customer No. 5	22,174	7.2%	17,642	5.9%	15,912	6.0%
Customer No. 6	18,606	6.1%	16,749	5.6%	14,440	5.5%
Customer No. 7	16,486	5.4%	14,649	4.9%	13,899	5.3%
Customer No. 8	7,805	2.5%	7,805	2.6%	12,897	4.9%
Customer No. 9	6,113	2.0%	5,618	1.9%	6,691	2.5%
Customer No. 10	4,718	1.5%	5,226	1.7%	3,980	1.5%

The difference in revenue by sector is described in section 18.2.6.10 "Segment Reporting" on page 143.

Competition in Services

For its Service activities, **Infotel** encounters, according to contract type, a number of players:

- International players (such as Capgemini, Infosys, CGI, and Atos) for customers seeking suppliers that ensure them coverage that exceeds the territory; **Infotel** is able to address this competition by driving or participating in consortia that can offer its customers business and territorial coverage meeting their needs;
- National players representing the largest service companies such as Sopra-Steria, Inetum, etc.; **Infotel** is able to compete with these competitors in calls for tender, which it often wins due to the relevance of

its responses and the quality of its solutions;
- Local or specialized players with specific skills in software, solutions, functional domains or particular customers.

Infotel's wide ranging areas of activity mean that the Company does not always come up against the same competitors, and the professionalism of its teams often places **Infotel** at the top of customers' preferred suppliers.

Competition in Software

In its Software Publishing activity for major IBM systems, **Infotel's** two main competitors are large American publishers: CA Technologies (taken over by Broadcom) and BMC Software (acquired by KKR), who are also rivals of IBM in their strategy to conquer the utility software segment for relational databases. Their recent change in shareholders could affect their positioning.
For archiving and digitization, **Infotel** encounters both hardware suppliers and integrators, such as, for example, EMC, purchased by Dell (which bought out Documentum and Legato), and IBM (which bought out FileNet), and smaller companies seeking to take advantage of the dynamism of this market segment. **Infotel's** double skills set (software publishing and IT service provider) is an asset, as customers prefer a single point of contact capable of customizing and implementing solutions.
For **Orlando** and **Deepeo**, competition is more fragmented due to the specific features of these software solutions and their innovative nature: **Infotel's** technical expertise and reputation for excellence are factors that can help stand them apart from their rivals. New sales of the **Orlando** software solution for airlines were made in 2023, and the promising partnership with Airbus was finalized.

5.5.3. Infotel's Position as a Software Publisher

Infotel came in 97th in the Top 2023 ranking of French software publishers (based on 2022 revenue in France), published by i-Logiciels & Services in June 2023.

5.6. MAJOR EVENTS

The ongoing war between Russia and Ukraine, which began on February 24, 2022, had no direct impact on the Group's business, as it does not carry out any activities in the geographical areas directly concerned (Ukraine, Russia, Belarus).
However, the ensuing international crisis has had many indirect effects, particularly with regard to rising energy costs and, more generally, an inflationary environment on service prices and wages. However, the Group was able to limit these higher costs and offset them by increasing its sales prices, so the impact on results is limited.

On March 14, 2023, Infotel Canada Inc. was incorporated with the aim of meeting the needs of our client Airbus for its assembly lines at Mirabel in Canada while also expanding our business to other Canadian clients.

On May 5, 2023, **Infotel** expanded its operations in Morocco by purchasing a 65% stake in Groupe Adaming Maroc.

Finally, at the end of December 2023, **Infotel** acquired the OAIO shares held by All Square, along with some shares in Angell, raising Infotel's stake in OAIO to 91.25%. **Infotel** now holds 121,667 shares in OAIO.

5.7. INTELLECTUAL AND INDUSTRIAL COPYRIGHT

Infotel owns the industrial and intellectual copyright for its software. **Infotel** has implemented procedures aimed at protecting its rights, notably by imposing a confidentiality agreement on personnel with access to the Company's legacy information, and by restricting access to the Company's software source codes. **Infotel** complies with the regulations concerning commercial secrets and copyrights, which nonetheless provide limited protection to ensure the protection of its software products and documentation and miscellaneous written media. **Infotel** may take measures to protect its intellectual and industrial property rights based on copyright laws and trademark and product applications, commercial secrets, confidentiality agreements and contract terms and conditions.
The **Infotel** trademark and that of its products are registered in Europe, North America and in a number of Asian countries.
Infotel sells licenses and intellectual property in exchange for the payment of fees.
The software source codes have been filed in France with the Agency for the Protection of Programs.

5.8. COMPETITIVE POSITION

Infotel Group's competitive position is described in section 5.5 "Major Markets".

5.9. RESEARCH AND DEVELOPMENT, PATENTS AND LICENSES

Over the course of 2023, **Infotel** Group engaged in research and development efforts for its Software and Services activities.

Spending on software research and development was focused on innovative software:

- Arcsys (archiving technology platform), including:
  - event logging based on market standards;
  - implementation of a log security and chaining mechanism;
  - establishment of transit zones to facilitate the incorporation of large files in archiving;
  - option to automate interface customization for the purpose of multi-tenant product use;
  - process for identifying file formats for extremely large queries;
  - security of internal components and dependencies for better protection against potential vulnerabilities.
- Orlando (Suite for Tech Pubs):
  - facilitation of Airbus manual editing and customization by each airline;
  - redesign of the Orlando application interface to optimize document usage flexibility;
  - improvement in pre-approval content checks;
  - optimization of document workflow.
- Deepeo (deletion and anonymization of personal data):
  - development of a portal to manage database processing agents;
  - implementation of PostGreSQL database agent;
  - optimization of personal data anonymization tool.
- Further research and development on other products in the Infotel range, including:
  - optimization of calculation costs on IBM mainframes for all products developed for this environment (products: iDBA, InfoUnload, DB/IQ);
  - offloading consisting of Db2 data while leaving the database available for operational activity;
  - development of a system call interception tool aimed at resolving malfunctions and improving processing security;
  - setting up a backup server to ensure service continuity in case the iDBA production server goes down;
  - extended support for new Db2 functions and improved data offloading performance by multi-platform products;
  - management of tables outside the Db2 database and support for the Azure cloud by multi-platform products.

For this activity, development costs amounted to €1,638k in 2023. These costs were fully capitalized before recognition of the research tax credit.

For Services, research and development expenses covered various points, including:

- design of a software/continuous integration factory based on Microsoft's Azure services for Infotel group;
- Green IT: implementation of code/running application analysis tools to make software more eco-friendly;
- scanning tool for RFP production sites aimed at making it easier to select sites covered by the Infotel range for sales engineers;
- research on implementation of Artificial Intelligence tools in multiple fields:
  - learning-based improvement in responses to RFPs;
  - predictive models on various issues such as career paths, voltage in electric power grids, CO_2 production, etc.
  - creation of a knowledge base comprising various predictive models used to train new models.

Research costs for these service activities totaled €1,249k, corresponding only to staff costs taken into account for calculating the research tax credit.

The table below summarizes expenses for research and development over the last three years:

In €k	2023	2022	2021
Capitalized development costs	1,638	1,409	1,417
Development costs of the Orlando software	1,865	1,687	1,242
Development costs recorded as expenses	1,249	1,039	1,357
Total cost of research and development	**4,752**	**4,135**	**4,016**

6. ORGANIZATIONAL STRUCTURE

At December 31, 2023, **Infotel** directly owned 100% of the share capital in its French subsidiary **Infotel Conseil**, 91.25% in its French subsidiary **OAIO**, 51% in its UK subsidiary **Infotel UK Consulting Ltd**, 65% in its Moroccan subsidiary **Groupe Adaming Maroc** and 100% in its other foreign subsidiaries. **Infotel Conseil** wholly owns **Coach'IS**, a company that wholly owns **Collaboractif Portail Services.** UK subsidiary **Infotel UK Consulting Ltd** also owns 99.9% of Indian subsidiary **Infotel IT Consulting Private Limited**.

The scope of the Group, as well as the percentages of control and interest are described on page 132 in section 18.2.6.7 "Statement of Facts and Scope of Consolidation".

6.1. INFOTEL'S POSITION WITHIN THE GROUP

Infotel is the lead holding company for the Group, and performs training, design and software sales activities. It also carries out software research and development for the Group. **Infotel** owns the intellectual copyright for its software.

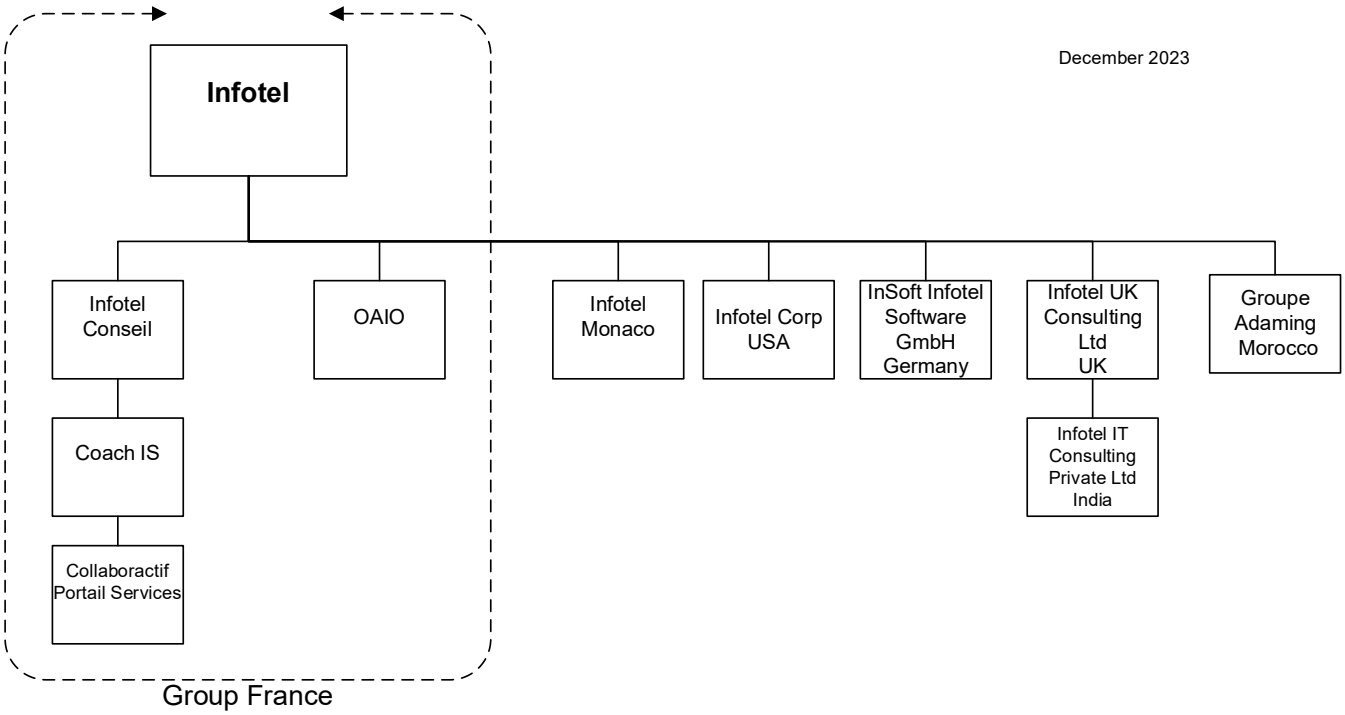
The Executive Committee members come from **Infotel** and its main IT service subsidiary, **Infotel Conseil**, which is the largest subsidiary in terms of the Group's business activity.

Infotel's own results can be found in section 18.3 "Annual financial statements" on page 146.

6.2. SUBSIDIARIES

6.2.1. Description and Activities of Subsidiaries

Infotel is the parent company of a Group comprising, as at December 31, 2023, French subsidiaries **Infotel Conseil**, **OAIO**, **Coach'IS** and **Collaboractif Portail Services**, as well as seven foreign subsidiaries.
The shareholders and the control of the Group is described in chapter 16 "Major Shareholders" on page 114.



Infotel Conseil performs the service provision activities of the Group. It is based in Neuilly-sur-Seine, and carries out its activity in the Paris area; in the west and center of France from its offices in Rennes, Nantes, Le Mans, Orléans, Niort, Brest and Bordeaux; in the south-west from its site in Toulouse; in the south-east from its offices in Lyon, Dijon, Aix-Marseille and Nice; and in the north-east from its office in Lille.

The company **OAIO** is based in Neuilly-sur-Seine and operates as a consultant in the digital field. It covers sectors undergoing major transformation seeking innovation such as banking, insurance, the automotive industry and aeronautics.

The companies **Coach'IS** and **Collaboractif Portail Services** are based in the Lyon area and provide IT services.

The company **Infotel Monaco** based in the Principality of Monaco performs IT service activity.

The company **Infotel UK Consulting Ltd** (Newcastle) performs IT service consultancy activities in the UK.

Infotel IT Consulting Private Limited (Chennai - Tamil Nadu) provides IT services in India.

Groupe Adaming Maroc (Casablanca) provides IT services in Morocco.

Other subsidiaries abroad distribute software developed by **Infotel** for export:

- **Infotel Corp.** (Tampa - Florida) provides technical support in the United States and manages certain distributors;
- **Insoft Infotel Software GmbH** (Düsseldorf) designs, develops and markets technical software in the IBM Db2 sector.

Infotel Canada Inc., a recently established company, initially aims to handle the Group's business with Airbus Canada in Mirabel (Quebec), before subsequently developing a service business in Canada.

The percentages of ownership interest and voting rights held by the issuer in its subsidiaries are set out in the paragraph of the notes to the consolidated financial statements in section 18.2.6.7 "Statement of Facts and Scope of Consolidation" on page 132.

6.2.2. Infotel Conseil Activity

Revenue for Infotel Conseil, a wholly-owned subsidiary, amounted to €287,693k for fiscal year 2023 compared to €281,229k for the previous year, an increase of 2.30%.

Operating costs increased by 3.83%, from €257,861k in 2022 to €267,745k in 2023.

Operating income amounted to €23,258k, representing 8.08% of 2023 revenue, while operating income for the previous fiscal year stood at €25,840k, accounting for 9.19% of revenue.

Net financial income amounted to €1,699k versus €475k for the previous year.

After deducting income tax of €5,224k and employee profit-sharing of €3,555k, net income came to €16,166k, compared to €16,798k for the previous fiscal year.

6.2.3. OAIO Activity

OAIO, which is 91.25%-owned by **Infotel**, recorded revenue of €9,877k in 2023 versus €9,997k in 2022, representing a decrease of 1.20%.

Operating profit of €1,605k represented 16.25% of 2023 revenue, while operating profit for the previous fiscal year stood at €2,114k, accounting for 21.15% of revenue.

After deducting income tax of €335k and employee profit-sharing of €252k, net income came to €1,076k, compared to €1,315k for the previous fiscal year.

6.2.4. Coach'IS Activity

Coach'IS, wholly-owned by Infotel Conseil, generated revenue of €125k and net profit of €189k in 2023.

6.2.5. Collaboractif Portail Services Activity

Collaboractif Portail Services, wholly-owned by Coach'IS, generated revenue of €13k and net profit of €9k in 2023.

6.2.6. Infotel Corporation Activity (USA)

Infotel Corporation (USA), wholly-owned, provides technical support for software in the United States and manages relations with certain distributors.
It generated revenue of €1,059k in 2023, up 30.86% (€810k in 2022) and profit of €78k, compared to €41k for the previous fiscal year.

6.2.7. Infotel Monaco Activity (Monaco)

Infotel Monaco (Monaco), wholly-owned, generated revenue of €7,646k in 2023 compared to €7,438k for the previous year, an increase of 2.86%. This activity showed profit of €1,337k compared to €1,300k for the previous fiscal year.

6.2.8. Insoft Infotel Software GmbH Activity (Germany)

Insoft Infotel Software GmbH (Germany), wholly-owned, generated revenue of €934k in 2023, up 5.18% (€888k in 2022). This activity showed profit of €231k compared to €237k during the previous fiscal year.

6.2.9. Infotel UK Consulting Ltd Activity

Infotel UK Consulting Ltd (United Kingdom), 51%-owned, generated revenue of €7,752k, an increase of 18.00% (€6,579k during the 2022 fiscal year). This activity showed profit of €711k compared to €1,004k during the previous fiscal year.

6.2.10. Infotel IT Consulting Private Limited Activity

Infotel IT Consulting Private Limited (India), 99.9%-owned by Infotel UK Consulting Ltd, generated revenue of €401k for the period from August 19, 2022 to the end of the fiscal year. Profit for the period was €63k before income tax.

6.2.11. Infotel Canada Inc. Activity

Infotel Canada Inc., 100% owned, generated revenue of €122k for the period from 14 March 2023 to the end of the fiscal year. Profit for the period was €80k before income tax.

6.2.12. Groupe Adaming Maroc Activity

Groupe Adaming Maroc, 65%-owned, generated revenue of €1,602k in 2023, resulting in profit of €164k before income tax.

6.2.13. Other Information Related to Subsidiaries

Additional information on the subsidiaries, in particular their revenue and profit/loss, is provided below.

€k	Infotel Conseil	Infotel Monaco	Infotel Corporation	OAIO	Coach'IS	Collaboractif Portail Services	Insoft Infotel Software GmbH	Infotel UK Consulting Ltd	Infotel IT Consulting Private Limited	Infotel Canada Inc.	Groupe Adaming Maroc
Capital	20,000	150	0.91	133	300	8	50	0.12	1	1	174
Shareholders' equity (excluding capital stock and before earnings)	60,928	395	(791)	2,745	513	219	995	2,101	67	0	80
Holding	100%	100%	100%	91%	100%	100%	100%	51%	51%	100%	65%
Book value 12/31/2023	6,269	128	0.87	4,814	1,519	8	2,000	0.07	1	0	892
Loans and advances granted	0	0	0	0	0	0	0	0	275	0	0
Guarantees issued to subsidiaries	0	0	0	0	0	0	0	0	0	0	0
Revenue before tax	287,693	7,646	1,059	9,877	125	13	933	7,752	401	122	1,602
Current	16,166	1,337	78	1,076	189	9	231	711	63	80	164
Dividends received from the subsidiary	11,000	2,000	0	1,000	0	0	0	0	0	0	0

Financial flows existing between the Group's companies are as follows:

Management fees	€3,120k	Invoiced by Infotel to Infotel Conseil
Sub-contracting and personnel made available by Infotel Conseil to Infotel	€3,492k	Invoiced by Infotel Conseil to Infotel
Infotel Corporation royalties	€484k	Invoiced by Infotel to Infotel Corp.
Insoft Infotel Software GmbH costs	€9k	Invoiced by Insoft Infotel Software GmbH to Infotel Corp.
Civil liability insurance and other expenses	€231k	Invoiced by Infotel to the subsidiaries

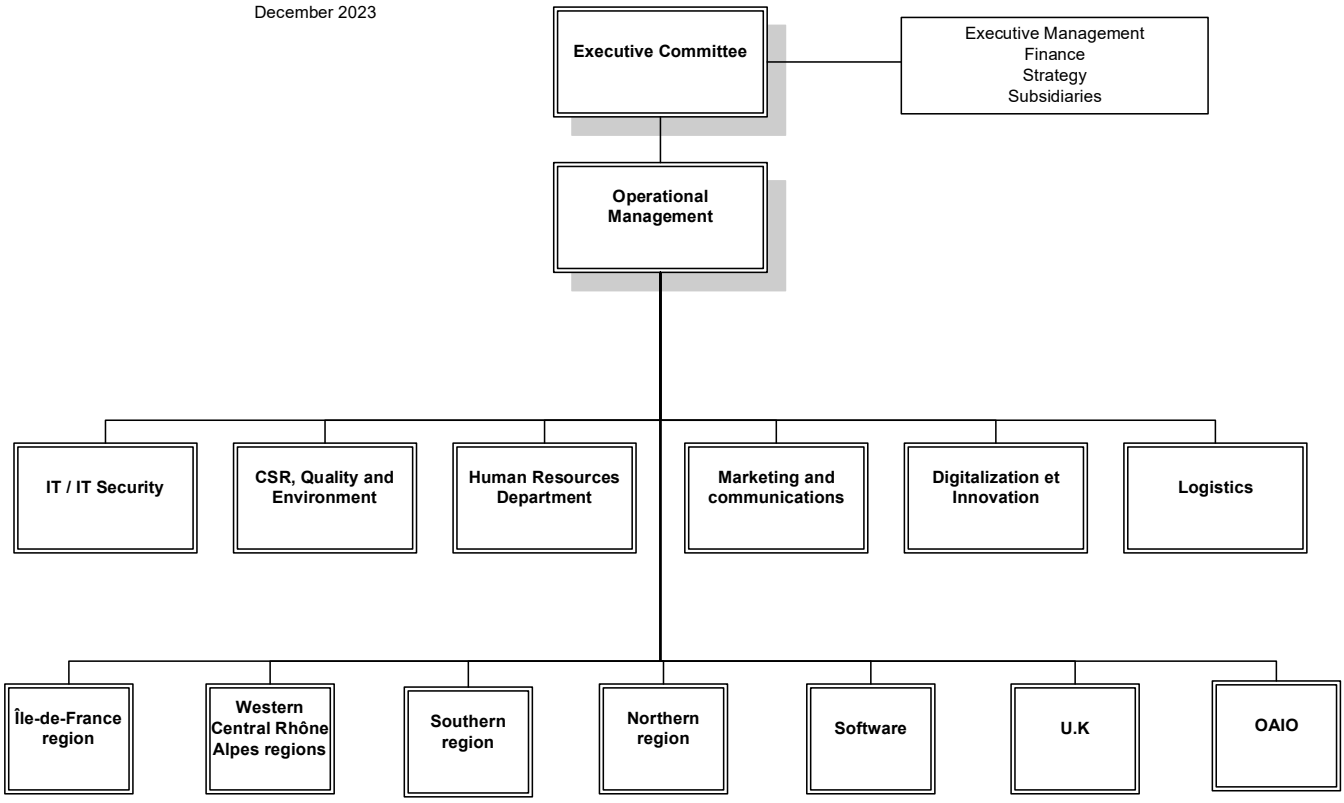
Overview of parent company-subsidiary relationship				
Consolidated items (excluding dividends) in €k	**Infotel Conseil**	**Other subsidiaries**	**Infotel**	**Consolidated total**
Fixed assets (including goodwill)	54,833	5,301	15,197	75,331
Debt ex. group	0	332	0	332
Cash on balance sheet	78,790	9,113	9,003	96,906
Total net cash flow	(1,605)	1,807	(1,100)	(898)

6.3. FUNCTIONAL ORGANIZATIONAL AND HUMAN RESOURCES

The Group's organization note, an element of the **Infotel** Quality system, describes the Group's organization and operation. The management bodies of the Group carry out functional roles and Operational Management manages departments responsible for establishing and carrying out a set of operations in compliance with the defined strategy and objectives.

6.3.1. Organizational Chart

The organizational chart appears here:



6.3.2. Operations

The Executive Committee
The Executive Committee is the decision-making body for the Group.
Its major roles are to:

- Study the measures concerning the Group's operations and their application;
- Perform a monthly assessment of the summary activity report, a quarterly assessment of the detailed report of operational departments, and make decisions leading to the achievement of goals;
- Check the progression of decisions;
- Coordinate the actions of different entities;
- Summon, where appropriate, the persons necessary to manage dossiers and make decisions.

As of December 31, 2023, the Group Executive Committee had six members, each responsible for a functional division:

- Bernard Lafforet, Chairman-Chief Executive Officer;
- Michel Koutchouk, Vice-President, Strategy, Communications and Quality;
- Josyane Muller, Vice-President, Finance;
- Éric Fabretti, Vice-President, Sales;
- Jean-François Castella, Vice-President, Software;
- Laeticia Fernandes, Head of Human Resources.

The members of the Executive Committee share Executive Management, Personnel Management, Financial, Strategy, Quality and Communications Management, Subsidiary Management and Logistics functions.
Thus, it works closely with the Financial Department, which is responsible for managing the Group's accounting and cash resources, and performs a finance control function. These tasks are performed directly or with the assistance of outside firms.

Operational Management
This management team is responsible, via the regional divisions that it coordinates, for designing, marketing and ensuring profitability for all services with a commitment to results (service desks), technical support and training adaptable to customer needs as well as software.
It is also responsible for implementing the sales policy for the Group, and ensuring that it is followed consistently by all relevant divisions.
It carries out functions that include managing personnel and recruitment as well as operations and subsidiaries. **Infotel's** management places special importance on human resources. In Services and an economic context noted for an increasingly demanding customer base, it is essential that **Infotel** carries out an ongoing recruitment strategy to attract high-quality and committed personnel. **Infotel** achieves this with a HR policy based on the following major elements:

- Motivation of its staff members to whom the Company provides the training necessary for their work with customers, and a career plan that allows them to grow within the Group and carve out a career path. This means the Group's employees stay on in the company longer than the employees of other players in the sector, thus preserving the most important investment for a service company: human investment;
- Technical skills required at all hierarchical levels to allow each staff member, whether beginner or advanced, to efficiently carry out assignments for the customer, under the Company's watchful eye;
- Accessibility of all managers, approachable by all employees for any technical, personal or working relationship issue.

Regional Divisions and Software Division
The regional divisions are the operational bodies of the Group. A regional division carries out, autonomously, all or part of the functions and core businesses of the Group. The overall goal of the regional division is to design, market, develop and ensure the profitability of all TPAM and TPSV, training and technical assistance services and adapt them to customers' needs in a specific territory. The Software division is responsible for the design, development, maintenance and technical support of Software.

There are currently five divisions:

- the Île-de-France Region division;
- the Western Central Rhône Alpes Regions division;
- the Southern Region division;
- the Northern Region division;
- the Software division;

The sales engineers are attached to the divisions.

6.4. PREMISES USED BY THE GROUP

Premises	Surface in m²	Type of premises	Annual rent €	Rent per m²	Owner or Agent
Infotel 4-16, Av. Léon Gaumont 75020 PARIS * Headquarters – 1st, 3rd, 4th and 5th floors	4,544	Offices	1,674,621	369	SEFAL
Infotel Conseil 13 rue Madeleine Michelis 92200 Neuilly-sur-Seine					
* Head office – 1st, 2nd and 4th floor	1,200	Offices	564,968	471	Société Michelis
* Nanterre	1,275	Offices	400,525	314	ESSET 4 and 5
* Rennes	844	Offices	162,507	193	SCI Mabiland
* Blagnac le Millénaire	6,620	Offices	876,189	132	SCI IMMOFI 57
* Balma	1,209	Offices	259,054	214	BP Occitane
* Bordeaux – Pessac	326	Offices	48,689	149	SCI Physalis Segerinvest Pessacinvest
* Nantes-Saint Herblain	758	Offices	141,439	187	SCI PFO2
* Lyon	759	Offices	134,552	177	Nexity SC AFER Pierre
* Le Mans	762	Offices	107,027	140	Foncière Lelièvre
* Valbonne	889	Offices	177,726	200	PSI CORPORATE
* Aix-en-Provence	926	Offices	161,973	175	PFO
* Brest	548	Offices	92,228	168	Baraine IMMO
* Lille-Lezennes	657	Offices	105,592	161	TOLEFI
* Lille-Lezennes	352	Offices	49,094	139	TOLEFI 2
* Niort	611	Offices	46,843	77	SC MK2 SCI VICHY ENTREPÔT
* Dijon	-	Physical address	18,060	-	LBA Business Center
* Orléans	527	Offices	49,679	94	Durand Montouché / A LOUER

No equipment was acquired through leasing arrangements as of December 31, 2023.

For subsidiaries abroad, premises are in business centers or not significant.

There is no direct or indirect capital-based link between the Company and its managers and the owners or agents of rented premises.

7. REVIEW OF THE COMPANY'S FINANCIAL POSITION AND PROFIT/LOSS

7.1. FINANCIAL POSITION

Over the last two fiscal years, the Group has financed its operational activity and its investments mainly using cash flow from operations.

As of December 31, 2022 and 2023, the Group held cash and cash equivalents amounting to €97.8m and €96.9m, respectively. In 2023, cash and cash equivalents included €566k in US dollars, €1,539k in pounds sterling, €99k in Indian rupees, €628k in Moroccan dirhams, €92k in Canadian dollars and €93,898k in euros.

The business generated a positive net cash flow of €26,149k thanks to careful management against a backdrop of a slight decline in activity and a shortening of customer deadlines. This cash was used to purchase fixed assets totaling €8,475k.

Cash flow linked to financing transactions mainly concerned the dividend payment for €13,776k after elimination of treasury stock.

7.2. CURRENT

7.2.1. Group

Revenue for the Group reached €307,547k for the fiscal year 2023, compared to €300,418k for the previous year, an increase of 2.4%.

2023 saw strong growth in Services (96.25% of revenue), which increased by 2.11% from €289,896k to €296,017k, and a 9.6% rise in Software activity (3.75% of revenue), from €10,522k to €11,530k.

Current operating costs increased by 4.45%, from €270,632k in 2022 to €282,675k in 2023.

Current operating income amounted to €24,874k and represented 8.09% of revenue, whereas it stood at €29,785k in 2022 and represented 9.91% of revenue, a decrease of 1.82 points.

Net financial income amounted to €689k, compared with €(619)k for the previous year. It was profitable thanks to cash investments.

After deducting income tax of €7,051k, consolidated net income (Group share) came to €18,073k, compared to €20,333k the previous year.

7.2.2. Parent Company

The **Infotel** parent company creates, develops and sells software in France and abroad.

As the lead holding company for the Group, it obtains its revenue from granting software rights in accordance with its distribution agreement with IBM, providing assistance to its subsidiaries, receiving dividends from its subsidiaries, and recording its share of financial income resulting from the Group's cash management.

Revenue for fiscal year 2023 stood at €10,689k, up 0.20% compared to €10,667k in 2022.

Operating costs increased by 6.15%, from €10,728k in 2022 to €11,387k in 2023.

Operating income fell from €1,362k to €947k, and net financial income came to €13,804k versus €10,781k for the previous fiscal year.

Current income amounted to €14,750k compared to €12,143k for the previous fiscal year.

Non-recurring income was nil in 2023, compared to €13k in 2022.

Income tax resulted in a tax credit of €73k.

Finally, profit for the fiscal year ended December 31, 2023 amounted to €14,823k versus €12,152k for the previous fiscal year.

Growth in the activity of the **Infotel** parent company, corresponding to software publishing, is described in section 0 “

Distribution of Infotel's Activities" on page 44, as well as in paragraph 18.2.6.10 "Segment Reporting" on page 143.

7.2.3. Governmental Strategies or Factors

We are not aware of any governmental, economic, budgetary, monetary or political strategies or factors that could have a significant influence, directly or indirectly, on the operations of the Group.

7.3. SHAREHOLDERS' EQUITY

Equity – Group share stood at €117,759k as of December 31, 2023.

The change in the Group's equity position, i.e. €4,077k, can be attributed to:

- Profit/loss 2023: +€18,073k;
- Dividend distribution - Shareholders' Meeting of May 17, 2023: -€13,776k;
- Change in capital: none;
- Change in consolidated reserves: none;
- Change in additional paid-in capital: none;
- Change in translation reserve: +€49k;
- Impact of movements on treasury stock: +€53k;
- Actuarial change: -€77k;
- Free shares awarded: +€2,620k.
- Other changes: -€2,866k.

8. LIQUIDITY AND CAPITAL RESOURCES

The activity of the Group's companies generated positive cash flows that enabled the financing of acquisitions of fixed assets for €4,393k in 2023, compared with €4,655k in 2022, as well as the payment of dividends to the shareholders of the parent company totaling €13,776k in 2023, compared to €11,021k in 2022.

The Group deems that it has enough working capital to meet its short-term commitments. It has very low debt.

Detailed information on shareholders' equity and cash flow appears in chapter 18 "Financial information concerning the issuer's assets and liabilities, financial position and results" on page 117.

Information relating to payment deadlines for the company **Infotel** SA is provided in the tables below:

Invoices received and issued that were due but unpaid on the closing date of the fiscal year (dedicated table in I of Article D.441-4 of the French Commercial Code)

In euros	Article D.441-4 I.-1: Invoices *received* and due but unpaid on the closing date					
	0 day *(for information purposes)*	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 or more days)**
(A) Late payment ranges						
Number of invoices concerned						8
Total amount of invoices concerned *(taxes included)*		10,758	0	0	60,084	70,842
%		0.11%	0.00%	0.00%	0.62%	0.74%
(B) Invoices excluded from (A) relating to debts and contested and unrecorded claims						
Number of invoices excluded	0					
Total amount of excluded invoices *(specify: before taxes or taxes included)*	0					
(C) Reference payment deadlines used (contractual or legal deadline - Article L.441-6 or Article L.443-1 of the Commercial Code)						
Payment deadlines used to calculate late payments	Contractual deadlines: Legal deadlines: 45 days					

	Article D.441-4 I.-2: Invoices *issued* and due but unpaid on the closing date					
	0 day *(for information purposes)*	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 or more days)**
(A) Late payment ranges						
Number of invoices concerned						25
Total amount of invoices concerned *(taxes included)*		0	25,813	0	1,608,218	1,634,031
Percentage of revenue for the fiscal year *(taxes included)*		0.00%	0.39%	0.00%	24.12%	24.50%
(B) Invoices excluded from (A) relating to debts and contested and unrecorded claims						
Number of invoices excluded	0					
Total amount of excluded invoices *(specify: before taxes or taxes included)*	0					
(C) Reference payment deadlines used (contractual or legal deadline - Article L.441-6 or Article L.443-1 of the Commercial Code)						
Payment deadlines used to calculate late payments	Contractual deadlines: Legal deadlines: 60 days					

Invoices received and issued that experienced a delay in payment during the fiscal year (dedicated table in II of Article D.441-4 of the Commercial code)

In euros	Article D.441-4 II: Invoices *received* that experienced a delay in payment during the fiscal year					
	0 day *(for information purposes)*	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 or more days)**
(A) Late payment ranges						
Total number of invoices concerned						67
Total amount of invoices concerned *(taxes included)*		830,977	-15,264	0	-1	815,712
Percentage of the total amount of invoices received in the year *(taxes included)*		8.63%	-0.16%	0.00%	0.00%	8.47%
(B) Invoices excluded from (A) relating to debts and contested and unrecorded claims						
Number of invoices excluded	0					
Total amount of excluded invoices *(taxes included)*	0					
(C) Reference payment deadlines used (contractual or legal deadline - Article L.441-6 or Article L.443-1 of the Commercial Code)						
Payment deadlines used to calculate late payments	Contractual deadlines: Legal deadlines: 45 days					

	Article D.441-4 II: Invoices *issued* that experienced a delay in payment during the fiscal year					
	0 day *(for information purposes)*	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and more**	**Total (1 or more days)**
(A) Late payment ranges						
Total number of invoices concerned						21
Total amount of invoices concerned *(taxes included)*		1,401,762	20,832	0	126,193	1,548,787
Percentage of the total amount of invoices issued in the year *(taxes included)*		21.02%	0.31%	0.00%	1.89%	23.23%
(B) Invoices excluded from (A) relating to debts and contested and unrecorded claims						
Number of invoices excluded	0					
Total amount of excluded invoices *(taxes included)*	0					
(C) Reference payment deadlines used (contractual or legal deadline - Article L.441-6 or Article L.443-1 of the Commercial Code)						
Payment deadlines used to calculate late payments	Contractual deadlines: 60 days Legal deadlines:					

9. REGULATORY ENVIRONMENT

The regulatory environment in which **Infotel** operates is described in the following paragraphs:

- 3.4: “Legal Risk”;
- 4.1.4: “Headquarters, Legal Structure and Applicable Legislation”;
- 15.7.2.3: “Human Rights”;
- 15.7.2.4: “Anti-Corruption”;
- 15.7.2.5: “Combating Tax Evasion”;
- 15.7.2.6: “Personal Data - GDPR Compliance”.

10. TREND INFORMATION

10.1. TRENDS SINCE THE END OF THE FISCAL YEAR 2023

The start of 2024 followed in the same vein as the end of 2023.
As *Numeum* (professional organization of the digital ecosystem in France) announced in its press release of December 13, 2023, growth of +3.3% is expected for digital service companies in 2024, down from 4.1% in 2023.

For **Infotel**, the situation varied by sector: the Banking/Finance sector recorded a decline with 38.7% of Services revenue compared with 41.2% in 2022, reflecting hesitations in the sector in light of economic conditions. Industry now accounts for 27.9% of this same revenue, up from 26.9% in 2022. The Services/Transport sector remained dynamic, with 18.6% of Services revenue versus 17.1% last year. The inter-contract rate remained low at 2.2% but improved slightly, thanks in large part to the slowdown in Banking. The sales teams are still active and new leads are a positive factor for the coming years.

As described in the “Financial reporting calendar” section on page 178, the press release on sales and trends for the first quarter of 2024 will be released on the evening of May 22.

10.2. TRENDS FOR THE FISCAL YEAR 2024

Infotel has excellent advantages with its two business divisions, Services and Software, a comfortable cash position, a lack of debt and a strong positioning among its customers.

In 2024, the Group intends to consolidate its commercial positions with the majority of its key accounts.

The publication of the 2022-2026 business plan set out the Group’s ambitions and the resources that will enable it to pursue its growth both in Services and Software.

Early 2024 was marked by the stabilization of inflation and uncertainties surrounding the macroeconomic situation due to the fallout from the crises in Eastern Europe and the Middle East. We expect the first half of the year to be challenging, with no growth, and hope for a return to growth in the second half.

We are confident, however, that our employees and our company will achieve the goals of our strategic development plan.

11. EARNINGS FORECASTS OR ESTIMATES

The Company does not provide a forecast or estimate of its future earnings.

12. ADMINISTRATIVE, MANAGEMENT, SUPERVISORY AND EXECUTIVE MANAGEMENT BODIES

12.1. ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

12.1.1. Membership of Administrative and Management Bodies

Administration of the Company is entrusted to a Board of Directors consisting of five members at December 31, 2023. The term of office of directors is six years, renewable, except for the term of office of the director representing employees, which is three years. The Board of Directors met seven times in fiscal year 2023. The attendance rate of those meetings was 100%, accounting for participants with the right to vote.

As of December 31, 2023, the Board of Directors was composed as follows:

First and last name of member	Date of first appointment	Expiry date of term	Main position held within the Company	Main position held outside the Company	Other terms of office and positions held in any company
Bernard Lafforet	December 31, 1979	Shareholders' Meeting called to approve the financial statements for fiscal year 2023	Chairman-Chief Executive Officer	None	President-Director of Infotel Corp. Chairman-Executive Officer of Infotel Monaco
Michel Koutchouk	June 3, 1982	Shareholders' Meeting called to approve the financial statements for fiscal year 2023	Executive Officer	None	Director of Infotel Corp. Permanent Representative of Infotel, Member of the Board of Infotel Conseil
Josyane Muller	May 23, 2006	Shareholders' Meeting called to approve the financial statements for fiscal year 2023	Executive Officer	None	Chairperson of Infotel Conseil
Hélène Kermorgant	May 20, 2015	Shareholders' Meeting called to approve the financial statements for fiscal year 2023	None	None	None
Alain Labbé	Elections of November 16 and 17, 2023	November 2026, following the next election	Employee	None	None

As of December 31, 2023, the Group's management team had four members:

- Bernard Lafforet, Chairman-Chief Executive Officer, graduated in mathematics from the French Ecole Normale Supérieure, founded Infotel after ten years in research with the CNRS; his term expires after the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2023;
- Michel Koutchouk, Director and Executive Officer, graduated from IEP Paris and engineer of the Arts et Métiers, joined Bernard Lafforet to create Infotel after ten years with the IT Department at Air France; his term expires after the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2023;
- Josyane Muller, Executive Officer, graduated from ISIN-ESSTIN in Nancy, joined Infotel in 1985 after 18 years with digital service companies including nine with Cap Gemini as Branch Manager; her term expires after the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2023;
- Éric Fabretti, Executive Officer, with a Masters in IT from Paris V, joined Infotel in 1996 after 12 years in the IT service field, including two for Sopra and ten as a consultant; his term expires after the General Shareholders' Meeting called to approve the financial statements for the fiscal year ending December 31, 2023.

The experience and skills of Hélène Kermorgant are described in the section on "The Board of Directors" on page 68.

All of these persons are domiciled at the Company's Headquarters.

The management expertise and experience of these individuals is a result of previous salaried positions and/or management positions previously held and/or still held in other companies or various bodies.

There are no family ties between the people in this list.

Over the past five years, none of the people mentioned in chapter 12 on page 63 held offices in companies other than those of the Group which are, for some, no longer part of the Group or have been absorbed.

Bernard Lafforet is also Chairman-Executive Officer of Infotel Monaco and President-Director of Infotel Corporation.

Michel Koutchouk is Director of Infotel Corporation, a permanent representative of **Infotel**, director of Infotel Conseil.

Josyane Muller holds the position of Chairperson of Infotel Conseil.

Éric Fabretti holds the position of Chairman of OAIO. He is Director of Infotel UK Consulting Ltd, Chairman of Coach'IS and manager of Collaboractif Portail Services.

During the previous five years, no member of the Executive Committee has been convicted of fraudulent offenses, has been involved in bankruptcy, receivership or liquidation proceedings, has been subject to a prohibition to manage, or has been subject to official public incrimination and/or sanctions imposed by other public authorities.

In view of the current composition of the board of directors made up of three founding members who are also operational directors of the company, it is difficult to provide for a phased renewal of their mandates. **Infotel** will study the possibility of organizing a staggered renewal of the directors' terms of office according to Middlenext Code recommendation R 9 or it will justify the non-application of this recommendation according to the "Comply or explain" principle.

12.2. CONFLICTS OF INTEREST

With the exception of a large number of shares held by the persons mentioned in paragraph 12.1.1, to the Company's best knowledge, there are no existing or potential conflicts of interest between it and these persons.

There are no service contracts linking the members of the administrative or management bodies to the Company or its subsidiaries and from which a member may derive economic benefits.

13. COMPENSATION AND BENEFITS

13.1. EXECUTIVE PAY

All compensation paid during the past three accounting periods, to each executive officer, is as follows, on a gross pre-tax basis:

In euros	2023	2022	2021
Bernard Lafforet	216,000	216,000	216,000
Michel Koutchouk	199,854	199,226	197,808
Josyane Muller	192,000	192,000	192,000
Éric Fabretti	240,000	239,833	240,000

All above compensation is allocated to an executive officer.

Michel Koutchouk received, over the course of the last three accounting periods, a benefit in kind in the form of the use of a vehicle.

For the years ending on December 31, 2021, 2022, and 2023, no proportional, variable, or exceptional compensation or fee was paid to any executive.

It should be noted that no executive officer received any other compensation or any sort of benefit in kind from the companies controlled by **Infotel**, as per Article L.233-16 of the French Commercial Code.

No stock subscription or purchase options, or any instrument providing access to capital, were granted to the executive officers.

No loans, nor any guarantees, were accorded to the executive officers.

There are no arrangements, of any kind, made by the Company in favor of the executive officers, and which may correspond to any form of compensation, provision of service, compensation or benefits due or liable to be due upon or after assuming, leaving or changing their position.

The “Statutory Auditors’ special report on related-party agreements” covered in section 18.4.3 on page 167 does not mention any related party transactions.

13.2. PENSIONS AND OTHER EMPLOYEE BENEFITS

Provisions are made for legal and contractual indemnities for each employee present from December 31, 2023 calculated according to how long, theoretically, they would have worked at the day of their retirement, and in accordance with the projected credit unit method.

The commitment to pay a bonus for ten years of service is also provided for under the same conditions as of January 1, 2004.

Pensions, including the seniority bonus, are calculated using the following criteria:

- Turnover among employees under 56 years old:
  - 13% for employees of Infotel Conseil and OAIO;
- Turnover among employees over 56 years old:
  - 0.4% for the Group’s entire workforce;
- Discount rate: 3.33% for pensions (3.65% in 2022) and 3.29% for the 10-year seniority bonus (3.60% in 2022);
- Retirement age: 65 (the extension of the retirement date has no impact on the calculation, as the retirement age is actually higher than the legal age of 64);
- Rate of increase in salaries for employees under 56 years old: 2.5%;
- No increase in salaries is planned for employees over 56 years old;
- Rate of employer’s contribution: 45%.

The retirement provision for Group entities stood at €3,409k at the end of fiscal year 2023.

The company has chosen to offset actuarial differences directly in the consolidated reserves.

14. OPERATION OF ADMINISTRATION AND MANAGEMENT BODIES

14.1. TERMS AND SERVICE CONTRACTS

The expiry dates of directors' terms are indicated in section 12.1.1 on page 63.
No service contracts connect the members of the administrative and management bodies with the issuer.

14.2. CORPORATE GOVERNANCE AND COMMITTEES

This information is described in section 14.5 "Board of Director's report on corporate governance" on page 67.

14.3. RESTRICTIONS TO THE POWERS OF THE CHIEF EXECUTIVE OFFICER

No restriction on the powers of the Chief Executive Officer is provided for, either in the Articles of Incorporation or by the Board of Directors. As a result, the Chief Executive Officer is invested with extensive powers, within the confines of the corporate purpose, to act in the name of the Company.

14.4. ADDITIONAL INFORMATION ON CORPORATE GOVERNANCE

In addition to the information above, the following details are added:

- Number of independent directors: 1 independent director at December 31, 2023 following the death of Alain Hallereau on October 17, 2023.
- Number of directors elected by employees: 1.
- Annual compensation of directors (e.g. attendance fees): €6k for independent directors, in accordance with recommendation R 10 of the Middlenext Code, or €3k per independent director.
- Audit Committee: duties performed by Board members.
- Compensation Committee: None.
- Gender parity on the Board of Directors at December 31, 2023: Two women and two men (pursuant to Articles L.225-27, paragraph 2 and L.225-27-1, II paragraph 2 of the French Commercial Code, the director representing employees is not included in this calculation).

The Company complies with the corporate governance regime in force in France, as it refers to in the Middlenext Code, for which the application procedures are laid out in the internal control report.

In accordance with recommendation R 3 of the Middlenext Code, which recommends the appointment of two independent directors to the Board, a second independent director (Alain Hallereau) was appointed to the Board by the Combined Shareholders' Meeting on May 29, 2019. Alain Hallereau passed away on October 17, 2023.

Against this backdrop, following the death of Mr. Hallereau, a co-opting candidate was sought, meeting the independence criteria required by the Middlenext Code and holding the necessary financial and accounting skills to fill the role of independent director.

To this end, the choice was made to appoint Anne André (details below in the Board of Directors' report on corporate governance).

14.5. BOARD OF DIRECTOR'S REPORT ON CORPORATE GOVERNANCE

Board of Director's Report on Corporate Governance as Provided for in Article L.225-37 of the French Commercial Code in respect of the fiscal year ended December 31, 2023

(Directive 2017-1162 of July 12, 2017 and decree 2017-1174 of July 18, 2017, pursuant to Act 2016-1691 of December 9, 2016 called the Sapin II Act)

Introduction: Review of Legal Obligations

In accordance with the provisions of Article L.225-37 (public limited company with a Board of Directors) or L.225-68 (for public limited companies with Management and Supervisory Boards) of the French Commercial Code, the aim of this report is to document the preparation and organization conditions of the work of the board, as well as the limitations to the Chief Executive Officer's powers.

The purpose of this report is to replace the previous report of the Chairman on internal control procedures following the entry into force of the Sapin II Act. The information in the former report relating to internal control procedures have been moved to the management report and to paragraph 3.7 of this document.

This report has been prepared with the support of the financial departments, and was approved by the Board of Directors at its meeting of April 24, 2024.

Infotel refers to the September 2021 Middlenext Corporate Governance Code for small and mid-caps, available on the Middlenext website:
Middlenext Governance Code revised 2021 - Middlenext, hereafter the Reference Code.

At its meeting of March 10, 2010, the Board of Directors decided to change the Reference Code for corporate governance and adopt the Middlenext Code, which is more in keeping with the Group's issues and size, the make-up of its management team and the high level of involvement of its members (managers-shareholders).

The Board took note of the contents of the Middlenext Code's "vigilance points".

Regarding the compensation of its executive officers, an important point in the Reference Code, it should be noted that **Infotel** has always adopted an exemplary policy of compensation and benefits for its officers-directors. Officers-directors do not benefit from either proportional, variable or exceptional compensation, or advantages such as: annual compensation of directors (e.g. attendance fees), stock-option purchases, instruments providing access to capital, free stock or severance pay.

Pursuant to the provisions of paragraph 7 of Article L.225-37 of the French Commercial Code, this report sets out the provisions of the Middlenext Code that have been omitted and the reasons why.

Corporate Governance

The Management Team

As of December 31, 2023, the Group management team had four members:

- Bernard Lafforet, Chairman – Chief Executive Officer, a graduate of the French Ecole Normale Supérieure in mathematics. He founded Infotel after ten years of research at the CNRS;
- Michel Koutchouk, Director and Executive Officer, a graduate of IEP Paris and engineer of the Arts et Métiers. He joined Bernard Lafforet to create Infotel after ten years with the IT department at Air France;
- Josyane Muller, Director and Executive Officer, a graduate of the ISIN-ESSTIN in Nancy. She joined Infotel in 1985 after 18 years in digital service companies, including nine at Cap Gemini as Branch Manager;
- Éric Fabretti, Executive Officer in charge of commercial activity, holder of a Masters in IT from Paris V, non-director.

The Board of Directors

The Board of Directors is comprised as follows:

- Bernard Lafforet, Chairman-Chief Executive Officer;
- Michel Koutchouk, Director and Executive Officer;
- Josyane Muller, Director and Executive Officer;
- Hélène Kermorgant, Director;
- Alain Labbé, Director representing the employees.

A graduate of the French École Supérieure de Gestion, Hélène Kermorgant is currently partner at RSM Paris, chartered accountant and statutory auditor. During her career, she has acted as Statutory Auditor and chartered accountant, notably as Deputy Finance Director for a mixed economy company from 1994 to 1999 and from then on as Director then partner at RSM Paris. She has lectured at the University Paris Dauphine and is a trainer at the French National Auditing Authority (*Compagnie Nationale des Commissaires aux Comptes*).

Alain Hallereau has been an independent director on the Board of Directors since May 29, 2019. He holds a postgraduate diploma in computer science and joined the Management team to set up Infotel after seven years in the IT departments of industrial companies and two at Cap Gemini. He ceased his duties as an employee and Director of Infotel in May 2012. It was with great sadness and profound emotion that Infotel learned of the death of Alain Hallereau on October 17, 2023. At the Board of Directors' meeting of November 2, 2023, Infotel paid tribute to his commitment to building and developing the Group.

In accordance with Recommendation No. 3 of the Middlenext Code, which calls for the appointment of two independent directors to the Board, at its meeting of March 13, 2024, the Infotel Board of Directors co-opted Anne André, born November 20, 1960 in Paris (75015), residing at 112 rue des Dames in Paris (75017) as a new independent director to replace Alain Hallereau after his death.

A graduate of the HEC Paris business school, Anne André is an expert consultant in insurance and social protection at Anne André Conseil.

She worked as a business engineer at IBM for more than ten years, in charge of selling IT services to major insurance groups, before joining the insurance industry. Ms. André was subsequently Head of Organization and Information Systems for Mornay Group, then Head of Development within the same group, before becoming Head of Personal Insurance at Aon France and Diot. Ms André also served as an Executive Officer of Henner Group, a broker specializing in life and health insurance.

Alain Labbé holds an electrical engineering degree in Management IT obtained in 1986. He worked at Gan-Groupama, AXA, Société Générale and JP Morgan as a designer/developer before joining Infotel in 2008 as a design engineer at the Lyon branch. In elections held on November 16 and 17, 2023, Alain Labbé became a director representing employees. This appointment was recognized by the Board of Directors at its meeting of January 31, 2024.

Report on the Board of Directors' Work

During the year ended December 31, 2023, the Board of Directors of **Infotel** met seven times (with an average attendance rate of 100%) with the following agendas and dates:

- January 25, 2023: company strategy (no. 1), update on the stock and the financial markets; provisional allocation of free shares (plan no. 6), establishment of Infotel in Morocco, acquisition of a 65% stake in Groupe Adaming Maroc;
- March 22, 2023: approval of the 2022 financial statements and preparation of the Combined Shareholders' Meeting;
- April 26, 2023: adoption of the annual conflict of interest disclosure procedure, examination of any conflicts of interest in accordance with the annual conflict of interest disclosure procedure, final approval of legal documents and the universal registration document (URD),
- May 17, 2023: launch of the share buyback program;
- July 26, 2023, company strategy (no. 2), company strategy (no. 3), update on the stock and the financial markets;
- September 20, 2023, closing of the accounts at June 30, 2023 (first half of 2023);
- November 2, 2023: company strategy (no. 4), update on the stock and financial markets, resignation of Josyane Muller as Executive Officer with effect from December 31, 2023 due to retirement, death of Alain Hallereau, independent director.

In any event, the Board of Directors meets whenever the Company requires.

Internal Rules of Procedure of the Board of Directors

On January 26, 2011, the **Infotel** Board of Directors established its Rules of Procedure, which can be viewed on the Company's website.

These Internal Rules of Procedure outline the various duties of the members of the **Infotel** Board of Directors and complement legal, regulatory and statutory rules by specifying the working methods of the Board of Directors, and integrating the eight sections set out in recommendation R 9 of the Middlenext Code 2021:

- role of the Board and any operations that are subject to prior authorization by the Board, if applicable;
- composition of the board/independence criteria applicable to directors;
- definition of the role of specialized committees that may be established;
- board members' duties (ethics, loyalty, non-competition, disclosure and monitoring of conflicts of interest and duty to abstain, confidentiality, etc.);
- board functioning (frequency, convening, disclosure of information to directors, self-evaluation, use of videoconferencing and telecommunications facilities) and, when specialized committees exist, a description of their roles;
- protection provided to directors and officers: directors' and officers' liability insurance (D&O LI);
- compensation rules for "Board members";
- succession planning information of the "executive" and key people.

The Rules of Procedure were updated at the board meeting of April 27, 2022 in compliance with the new Middlenext Code.

Provisions Concerning Directors - Presence of two Independent Directors

The qualities that should apply to a director are competence, experience and respect for the corporate interest of the company.

Infotel has two specific features: the size of the Group and the strong involvement of the three members of the Board with executive functions (managers-shareholders), who are highly invested in the management of the Group's key procedures and committed to the company's corporate interest at all times.

Even so, two independent directors were appointed, the first being Hélène Kermorgant at the Annual General Meeting of May 20, 2015 to approve the financial statements for fiscal year 2014, and the second Alain Hallereau by the Annual General Meeting of May 29, 2019, it being specified that Anne André was co-opted on March 13, 2024 by the Board of Directors as a new independent director to replace Alain Hallereau, following his death.

Hélène Kermorgant is considered an independent director for the following reasons:

- Over the past five years, she has not been an employee or executive officer of **Infotel** or a Group company.
- Over the past two years, she has not been a significant customer, supplier, auditor, banker (investment or corporate financing) of **Infotel** or the Group, or for which **Infotel** or the Group represents a significant part of the activity.
- Hélène Kermorgant has no close family ties with a corporate officer or a reference shareholder.
- Hélène Kermorgant was not the company's auditor for the previous six years.
- Hélène Kermorgant is not a reference shareholder of **Infotel** and does not hold a significant percentage of voting rights.

In addition, Hélène Kermorgant is not subject to any commitment aimed at preserving the conditions of her qualification as independent director and does not maintain any business relationship with **Infotel**.

Although the appointment of Anne André as a new independent director does not take effect until the Board meeting of March 13, 2024, her independence has already been recognized for the following reasons:

- Over the past five years, Anne André has not been an employee or executive officer of **Infotel** or a Group company.
- Over the past two years, Anne André has not been a significant customer, supplier, auditor, banker (investment or corporate financing) of **Infotel** or the Group, or for which **Infotel** or the Group represents a significant part of the activity.
- Anne André has no close family ties with a corporate officer or a key shareholder.
- Anne André was not the company's auditor for the previous six years.
- Anne André is not a key shareholder of **Infotel** and does not hold a significant percentage of voting rights.

In addition, Anne André is not subject to any commitment aimed at preserving the conditions of her qualification as independent director and does not maintain any business relationship with **Infotel**.

Conflicts of Interest

With a view to avoiding conflicts of interest, **Infotel** has adopted the MEDEF criteria (in its guide "preventing and managing conflicts of interest"), which identify such conflicts: a conflict of interest exists when a significant interest (be it sentimental, familial, financial, associative, cultural, sporting, political, charitable, religious, trade union, philosophical, etc.) that is external to the company managed by the director may interfere in the positions or decisions he or she may take while carrying out his or her executive duties.

A conflict of interest is seen when an individual risks losing his or her objectivity and intellectual independence, and finds him/herself weakened in carrying out their responsibilities.

Managing conflicts of interest within the board relies on voluntary disclosure by each Director according to the board's Rules of Procedure. An absence of information is interpreted as an absence of any conflict of interest. Where a conflict of interest arises after a Director is appointed, he/she must inform the board, abstain from voting or participating in discussions and, if necessary, resign.

Furthermore, in accordance with recommendation R 2 of the Middlenext Code, the Board implements an annual procedure for the disclosure and monitoring of conflicts of interest, which consists each year of reviewing the situation of all members of the Board at one of its meetings, mentioning any conflicts of interest that were identified during the previous fiscal year for each of them, indicating, where applicable, the appropriate treatment that was taken following the detection of such conflicts and whether or not there is any potential or current conflict of interest at the date of the Board meeting.

The Board of Directors carried out this review at its meeting of April 24, 2024 for the 2023 fiscal year, during which it was noted that no conflict of interest was identified or revealed during the past year for any of the Board members. In addition, it confirmed that there are no current or potential conflicts of interest with respect to any members of the Board as of the date of the meeting.

Board Relationships with Third Parties

In fulfilling their duties attributed by law to the Audit Committee, the Board of Directors monitors the information provided to shareholders as well as to the market. It examines the press releases distributed by the Company to inform market players of key events concerning **Infotel** Group.

Pursuant to Article L.225-238 of the French Commercial Code, the auditors are summoned to Board meetings that examine the interim financial statements (six-month consolidated financial statements) and the annual financial statements (individual and consolidated).

Audit Committee

The Board of Directors, through Executive Management and the firm of internal chartered accountants that supports the Group in its work, performs the internal audit functions for the Group.

Infotel has elected to exempt itself from the obligation of setting up an Audit Committee as provided for in Article L.823-20 4° of the French Commercial Code regarding individuals and entities with a body performing the duties of the specialized committee mentioned in Article L.823-19, provided that this body, which may be the administrative body, is identified.

Infotel's Board of Directors is identified, in the conditions laid down in the text, as the body responsible for performing Audit Committee functions as mentioned by law.

In accordance with the duties of the Audit Committee, the Board of Directors, in fulfilling the functions of the Audit Committee, thus ensures the:

- Financial reporting processes;
- Efficiency of internal control and risk management systems;
- Legal control of annual and consolidated financial statements by the auditors;
- Independence of the auditors.

At its meeting of January 26, 2011, the Board of Directors specified, in its Rules of Procedure, the working rules of the Board of Directors in its capacity of Audit Committee, and the responsibilities it will bear.

There is no requirement for the presence within the Board of a member competent in accounting and financial practices.

Nevertheless, Hélène Kermorgant, the independent director, embodies all the financial expertise required to chair the Board when it meets as the Audit Committee.

Hélène Kermorgant is Chair of the Board when it meets as the Audit Committee, as decided at the board meeting of May 20, 2015.

To promote efficient and frank debate, the Chairman-Chief Executive Officer, however, attends when the Board meets as the Audit Committee.

CSR Committee

Infotel changed its governance model in 2023 to incorporate the Group's corporate social responsibility (CSR) issues.

As the Middlenext Code points out in its new recommendation R 8, *"Companies are increasingly being asked by their stakeholders to formalize the actions they have taken to protect their environment and create sustainable value. The Paris Agreement, the first legally binding international treaty on climate change and the European Council's endorsement of the objective to achieve a climate-neutral EU by 2050 are driving companies to radically change the way they operate so that Corporate Social Responsibility (CSR) may be even more at the core of all strategic decisions."*

Pursuant to this new recommendation, the Middlenext Code recommends that each Board establish a CSR Committee or that it meets in a special capacity as a CSR Committee.

Infotel decided to opt for the **meeting of the Board of Directors in a special capacity as a CSR Committee,** tasked with deploying the CSR strategy, which falls within the scope of the Group's general strategy, and with examining specific issues and topics related to CSR.

- Chaired by a director.
- Led by the head of CSR issues.
- With the company's Head of CSR invited as a guest.

The Board of Directors will meet for the first time as a specialized Corporate and Social Responsibility Committee (CSR Committee) in 2024

In addition, Infotel elected to appoint a **Head of CSR** on the Board of Directors tasked with overseeing and conducting talks with the Board of Directors.

The company also wanted to appoint a CSR Officer to coordinate approaches and initiatives and improve performance.

It then rolled out this approach in the regions and subsidiaries by appointing CSR agents responsible for producing the CSR report for their entity and deploying best practices.

In addition to the Board meeting held in a special capacity as a CSR Committee, **Infotel** has set up two steering bodies:

- a **CSR Strategy Committee** with a CSR representative on the Board of Directors, whose role is to define the overall CSR strategy and action plan, set the Group's objectives for the 3 ESG pillars, monitor the execution of the roadmap, analyze feedback on the sustainability report prepared by the statutory auditors and/or independent third-party organizations on the future sustainability report and validate CSR communications.
  - Quarterly meetings.
  - Composition: Executive Management, Head of Human Resources, Head of CSR, member of the Board of Directors.

- a **CSR Operational Committee** in charge of deploying the CSR roadmap, proposing CSR initiatives, deploying best practices and building the necessary indicators for the future sustainability report.
  - Led by the Head of CSR.
  - Monthly meetings.
  - Composition: Head of CSR - Head of Quality and Environment - Regional CSR agents - Training - Corporate Services (Responsible Procurement) - ISD - Communication - Inclusion and Disability - Mobility - Eco-design.

Assessment of the Board of Directors

In line with recommendation R 13 of the Middlenext Code of Governance and incorporated in Article 4 of the Rules of Procedure, once a year the members of the Board are asked by the Chair to give their views on Board of Directors' operations and work preparation. This discussion is recorded in the minutes of the Board of Directors' meeting.

It is also noted that the Company encourages self-monitoring by the Directors with respect to their capacity to assess the relevance of the operations of the Board of Directors, and the Directors are regularly asked to give their opinion on Board operations and work preparation.

At the Board meeting on March 13, 2024 relating to the 2023 financial statements, the Directors gave their views on the assessment of the work of the Board.

It emerged from this debate that the Directors consider that the Board is functioning in a satisfactory manner and in the best interests of the Company.

In accordance with Act No. 2019-486 of May 22, 2019 on business growth and transformation (the "PACTE Act"), Alain Labbé was elected as a director representing employees on the Board in November 2023. As a result of this election, the Board is composed of two women and three men. However, the composition of the Board still respects the principles of gender diversity laid down by Act No. 2011-103 of January 27, 2011 on the equal representation of women and men on boards of directors. Pursuant to Articles L.225-27, paragraph 2 and L.225-27-1, II, paragraph

2 of the French Commercial Code, the director representing employees is not included in the calculation of the proportion of men and women on the Board of Directors. The ratio remains two women and two men,

it being specified that, in conjunction with the appointment of Anne André as a new director on March 13, 2024, this ratio sits at 3 women to 2 men.

The Board also improved the independence criteria required by the Middlenext Code associated with the role of independent director. This position is currently held by Hélène Kermorgant, who boasts extensive financial and accounting skills, and was previously held by Alain Hallereau until his death in October 2023. He has since been replaced by Anne André.

Training of Board Members

Pursuant to recommendation R 5 of the Middlenext Code in its revised version of September 2021, it is recommended that the Board provide for a three-year training plan adapted to the company's specific situation and environment, to both executive and non-executive Board members. The plan should take into account expertise gained through experience.

However, it must be noted that the position on Infotel's Board of Directors does not constitute a new term in office for Bernard Lafforet, Josyane Muller, Michel Koutchouk and Hélène Kermorgant.

Bernard Lafforet is the founding manager of Infotel, a Group created in 1979 and later joined by Michel Koutchouk and Josyane Muller. Their respective expertise and skills developed as part of their training and in the course of their professional experience, as well as within Infotel Group, both as founding managers and directors, mean that their expertise has been gained by experience. This justifies the absence of a training plan for them. Their experience and expertise are described in the chapter entitled "Board of Directors" of the Universal Registration Document.

The same applies to Hélène Kermorgant, who also has expertise drawn from experience. Ms. Kermorgant's experience and skills are also described in the chapter entitled "Board of Directors" of the Universal Registration Document. This justifies the absence of a training plan for her.

However, as the office of director representing employees is a new role for Mr. Labbé, the need for specific training in terms of governance is relevant. In addition to recommendation R 5 of the Middlenext Code, such training is required by legislation, for the Director representing employees, pursuant to Article L.225-30-2 of the French Commercial Code. Accordingly, Mr. Labbé will receive specific training from the French Institute of Directors (IFA) in 2024.

Administration and Management Bodies at December 31, 2023

First name, last name of the Directors and Executive Officers	Positions occupied in other companies
Directors	
Bernard Lafforet, Chairman-Chief Executive Officer	President-Director of Infotel Corp. Chairman-Executive Officer of Infotel Monaco
Michel Koutchouk	Director of Infotel Corp. Permanent Representative of Infotel, Member of the Board of Infotel Conseil
Josyane Muller	Chairperson-Chief Executive Officer of Infotel Conseil
Hélène Kermorgant	None
Alain Labbé	Employee
Executive Officers	
Michel Koutchouk	See above
Josyane Muller	See above
Éric Fabretti	Executive Officer of Infotel Conseil Director of Infotel UK Consulting Ltd Chairman of OAIO Chairman of Coach'IS Manager of Collaboractif Portail Services President of Infotel Canada Inc. Managing Director of Groupe Adaming Maroc

Executive Committee

The Executive Committee consists of:

- Bernard Lafforet, Chairman-Chief Executive Officer;
- Michel Koutchouk, Executive Officer;
- Josyane Muller, Executive Officer;
- Éric Fabretti, Executive Officer;
- Jean-François Castella, Vice-President, Software;
- Laeticia Fernandes, Head of Human Resources.

This Committee falls under the authority of the Chief Executive Officer and consolidates the management and duties of department heads. The Executive Committee studies the forecasts and the revenue in terms of achievement for all entities of the Group on a monthly basis.

The Executive Committee studies the income for all parts of the Group, on the basis of quarterly statements.

Part 2: Restrictions to the Powers of the Chief Executive Officer

No restriction on the powers of the Chief Executive Officer is provided for, either in the Articles of Incorporation or by the Board of Directors. As a result, the Chief Executive Officer is invested with extensive powers, within the confines of the corporate purpose, to act in the name of the Company.

Part 3: Executive Salaries

This section aims to present the compensation policy for executive officers, i.e. **Infotel's** directors and executives, in accordance with Ordinance No. 2019-1234 of November 27, 2019 adopted pursuant to Act No. 2019-486 of May 22, 2019 relating to the growth and transformation of companies ("PACTE Act").

The report of the Board of Directors on corporate governance is also intended to present the compensation elements for the Chairman-Chief Executive Officer and the Executive Officers and outline the draft resolutions established by the Board of Directors relating to the approval of this compensation.

Infotel's compensation policy has three components:

- Compensation policy for directors;
- Compensation policy for the Chairman-Chief Executive Officer;
- Compensation policy for Executive Officers.

These three components must all be submitted to the General Shareholders' Meeting in accordance with Article L. 22-10-8 II of the French Commercial Code.

Moreover, there is also a reminder of the reasons for the absence of a Compensation Committee. In this section we also present the equity ratio in accordance with the PACTE Act, as well as the draft resolutions established by the Board of Directors relating to the compensation of executive officers.

1.) Compensation policy

Generally, **Infotel** has a responsible compensation policy for executive officers that is in keeping with the company's interests. It is adapted to the company's commercial strategy and the environment in which it operates. It is established in accordance with applicable legal and regulatory provisions and with the recommendations of the Middlenext Code.

In accordance with the PACTE Act, the compensation policy applicable to executive officers (detailed below) will be the subject of a draft resolution submitted for the approval of the Combined Shareholders' Meeting on May 22, 2024, and whenever there is a major amendment of this policy.

In addition, pursuant to Article L.22-10-34 III of the French Commercial Code, the same shall apply with regard to the fixed, variable and exceptional compensation elements of each corporate officer, due or granted in respect of the 2023 fiscal year, that are to be presented at the next Combined Shareholders' Meeting and submitted for a consultative vote. It should be noted that the compensation of Infotel executives is fixed and does not include any variable component or exceptional compensation.

a.) Annual compensation policy for directors:

The compensation policy for directors is set and reviewed by **Infotel's** Board of Directors. It is intended to remunerate only the independent directors for their time and the investment they have made with regard to their contributions to the various Board of Directors' meetings.

The principles for setting the compensation of directors are as follows:

- the principle of granting an annual compensation to members of the Board of Directors depends on the director's profile since a distinction is made between executive directors and non-executive directors. Accordingly, executive directors and the director representing employees receive no annual compensation in respect of their directorship, this being reserved solely for independent directors;
- in the case of the annual compensation allocated to independent directors, it is only allocated as from expiry of the first year of the term of office;
- the compensation of independent directors consists exclusively of a fixed component, no variable component being granted to the director;
- identical compensation is allocated to each of the independent directors.

With regard to the principles for setting the compensation presented below, the compensation policy for directors is in keeping with the company's interests and it contributes to the sustainability of the company, while being part of its commercial strategy.

In the case of compensation components allocated to independent directors:

- on May 29, 2019, **Infotel's** General Shareholders' Meeting allocated an amount of €3,000 for compensation, in respect of the 2018 fiscal year. This compensation was allocated to Hélène Kermorgant, an independent director, by the Board of Directors on March 6, 2019, subject to approval by the Meeting;
- on May 20, 2020, **Infotel's** General Shareholders' Meeting allocated a total amount of €6,000 for compensation in respect of the 2019 fiscal year. Each of the two independent directors, Hélène Kermorgant and Alain Hallereau, were awarded €3,000 by the Board of Directors' meeting on March 4, 2020, subject to approval by the Shareholders' Meeting;
- on May 19, 2021, **Infotel's** General Shareholders' Meeting allocated a total amount of €6,000 for compensation in respect of the 2020 fiscal year. Each of the two independent directors, Hélène Kermorgant and Alain Hallereau, were awarded €3,000 by the Board of Directors' meeting on March 4, 2020, subject to approval by the Shareholders' Meeting;
- on May 25, 2022, **Infotel's** General Shareholders' Meeting allocated a total amount of €6,000 for compensation in respect of the 2021 fiscal year. Each of the two independent directors, Hélène Kermorgant and Alain Hallereau, were awarded €3,000 by the Board of Directors' meeting on March 16, 2022, subject to approval by the Shareholders' Meeting;
- it was proposed that this amount be set at the total sum of €6,000 in respect of fiscal year 2022. The Board of Directors' meeting on March 22, 2023 decided to allocate each of the two independent directors, Hélène Kermorgant and Alain Hallereau, the amount of €3,000, subject to approval by the Shareholders' Meeting. The allocation of this amount will therefore be the subject of a resolution submitted for the approval of the Combined Shareholders' Meeting on May 17, 2023.
- it was proposed that this amount be set at the total sum of €6,000 in respect of the last fiscal year 2023. The Board of Directors' meeting on March 13, 2024 decided to allocate each of the two independent directors, Hélène Kermorgant and Alain Hallereau, the amount of €3,000, subject to approval by the Shareholders' Meeting. The allocation of this amount will therefore be the subject of a resolution submitted for the approval of the Combined Shareholders' Meeting on May 22, 2024.

b.) Compensation policy for the Chairman-Chief Executive Officer and Executive Officers

The compensation policy for the Chairman-Chief Executive Officer is identical to the compensation policy for Executive Officers. It is set by the Board of Directors.

The policy for determining executive compensation is established on the basis of the following criteria:
- the level and difficulty of responsibilities;
- experience in the position;
- seniority in the Group and
- the practices identified in companies performing similar activities.

For the years ending on December 31, 2021, 2022 and 2023, no proportional, variable, or exceptional compensation was paid to any executive. Moreover, executives did not receive any compensation in respect of their directorship.

It should be noted that no executive officer received any other compensation or any sort of benefit in kind from the companies controlled by **Infotel**, as per Article L.233-16 of the French Commercial Code.

No stock subscription or purchase options, or any instrument providing access to capital, were granted to the executive officers.

No loans, nor any guarantees, were accorded to the executive officers.

There are no arrangements, of any kind, made by the Company in favor of the executive officers, and which may correspond to any form of compensation, provision of service, compensation or benefits due or liable to be due upon or after assuming, leaving or changing their position.

The table below and the explanations that follow provide an overview of the compensation of **Infotel** Group's Executive Management for the past fiscal year, submitted to shareholders pursuant to the "Say on pay" policy.

All compensation paid during the past three accounting periods, to each executive officer, is as follows, on a gross pre-tax basis:

In euros	**2023**	**2022**	**2021**
Bernard Lafforet	216,000	216,000	216,000
Michel Koutchouk	199,854	199,226	197,808
Josyane Muller	192,000	192,000	192,000
Éric Fabretti	240,000	239,833	240,000

All above compensation is allocated to an executive officer.

Michel Koutchouk received, over the course of the last three accounting periods, a benefit in kind in the form of the use of a vehicle.

We would point out that the payment of variable and exceptional compensation components is subject to a positive ex-post vote and the identification of these components. It is nonetheless stipulated that the compensation of the **Infotel** Chairman-Chief Executive Officer and the Executive Officers solely comprises a fixed component.

2.) Compensation Committee

In accordance with AMF Position-Recommendation No. 2014-14, the reasons for the absence of a Compensation Committee, based on the "Comply or explain" principle, are described below.

The compensation of the Chairman-Chief Executive Officer and Executive Officers is composed exclusively of a fixed component and does not include any variable or exceptional components.

None of these corporate officers receives compensation or benefits in kind from companies controlled by **Infotel** within the meaning of Article L.233-16 of the French Commercial Code.

No stock-option (subscription options or stock purchase options), or instruments giving access to the capital are granted to beneficiaries having the status of corporate officers at the time the grant is made.

No loans or guarantees are granted for corporate officers.

There is no commitment of any nature whatsoever, taken by the company for the benefit of its corporate officers, corresponding to elements of compensation, indemnities or benefits due or likely to be due to the taking up, the cessation or change of these functions or subsequent thereto.

For these reasons, the existence of a Compensation Committee was not considered appropriate.

3.) Equity ratio between the levels of compensation of executive corporate officers and the average and median compensation of employees

This equity ratio is presented in accordance with Article L.22-10-9, I, 6° of the French Commercial Code following the entry into force of the aforementioned PACTE Act, and aims to transpose the European Shareholder Rights Directive of May 17, 2017 ("SRD II"), while supplementing the system established by the "SAPIN II" Act, in order to ensure compliance with the new requirements in terms of the transparency of executive compensation.

It consists in presenting the ratio between the compensation of each of **Infotel's** executive corporate officers and the average and median compensation on a full-time equivalent basis of **Infotel** employees other than corporate officers.

Furthermore, in application of the new recommendation R 16 of the Middlenext Code in its version of September 2021, over and above the aforementioned legal provision, companies should also disclose another equity ratio that compares compensation with the French legal minimum wage, which is an independent reference value and common denominator for all companies.

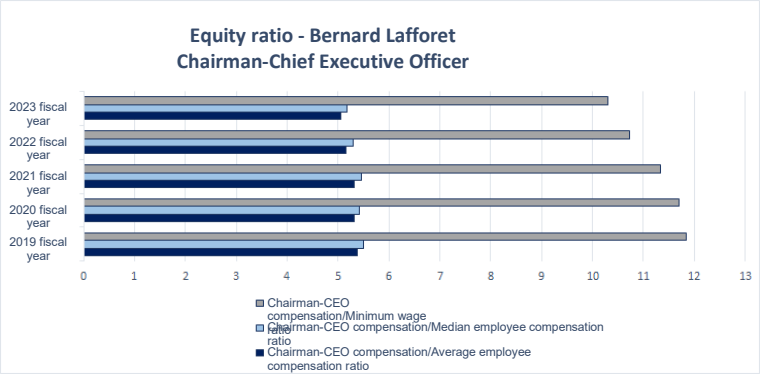
This ratio must be presented for the last five fiscal years, in accordance with Article L.22-10-9, I, 7° of the French Commercial Code.

(i) Presentation of the calculation method for the equity ratio:

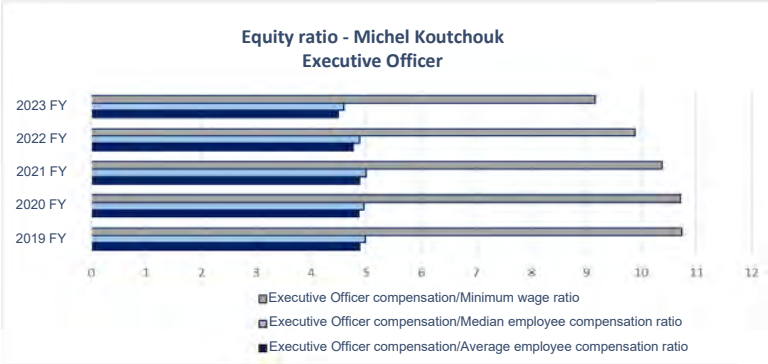
- since the compensation of **Infotel** employees may vary from one country to another due to disparities in the cost of living between these countries, in order to ensure consistency, executives being remunerated by **Infotel** SA, the French entity, the equity ratio is therefore calculated by taking into account the compensation of employees of all the direct and indirect subsidiaries located in France, this French scope also covering 98% of the Group's total wage bill;
- for employees, the compensation taken into account in the calculation is the full-time equivalent compensation of permanent employees, regardless of the level of seniority. Therefore this calculation does not take into account part-time employees, apprentices, interns or sub-contractors;
- in the case of free shares granted to employees, these are only taken into account in the calculation as from their definitive grant date.

(ii) Presentation of the equity ratio for each of the corporate officers:

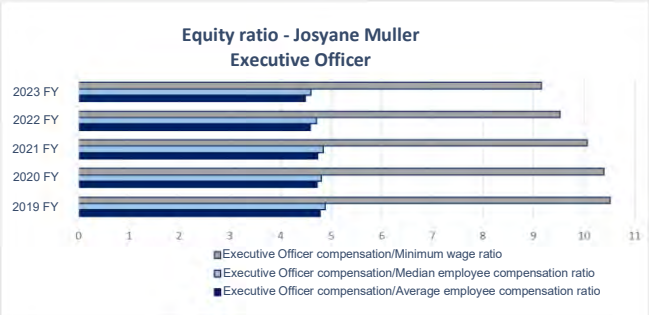
- Equity ratio relating to Bernard Lafforet, Chairman-Chief Executive Officer



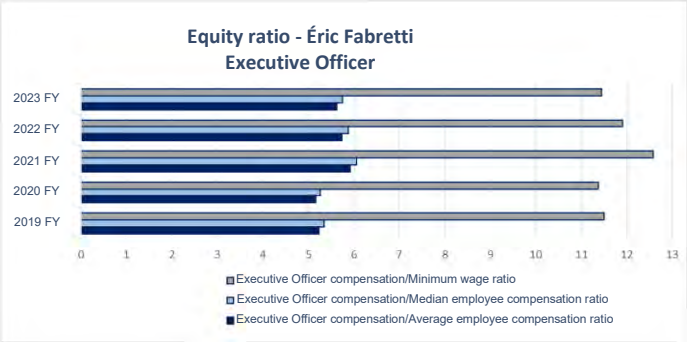
- Equity ratio relating to Michel Koutchouk, Executive Officer



- Equity ratio relating to Josyane Muller, Executive Officer



- Equity ratio relating to Éric Fabretti, Executive Officer



4.) Analysis of the negative votes of non-controlling shareholders during the General Shareholders' Meeting of May 17, 2023

In accordance with Recommendation R 14 of the Middlenext Code, **Infotel** pays particular attention to negative votes by analyzing how the majority of non-controlling interests were expressed. In particular, it is important to examine how non-controlling shareholders voted on the resolution on the compensation policy. At the General Shareholders' Meeting of May 17, 2023, of the 8,270,101 votes by shareholders present or represented at the Meeting, 1,243,494 votes (15.03% of the voting rights) were cast against resolution 6 relating to the compensation policy. Assuming that non-executive shareholders are non-controlling shareholders and that they held 38.43% of the voting rights at the date of this meeting, it can be concluded that the majority of non-controlling shareholders voted in favor of this resolution.

5.) Draft compensation resolutions submitted to the General Shareholders' Meeting on May 22, 2024

- SIXTH RESOLUTION -

The General Shareholders' Meeting, consulted in accordance with Article L.22-10-8 of the French Commercial Code, hereby approves the compensation policy applicable to executive officers, as presented in the Board's report on corporate governance.

- SEVENTH RESOLUTION -

The General Shareholders' Meeting, after considering the Board of Directors' report on corporate governance, more specifically the section relating to the compensation of executive officers, hereby approves, in accordance with Article L.22-10-34, I of the French Commercial Code, the information specified in Article L.22-10-9 of the French Commercial Code in respect of the fiscal year ended December 31, 2023.

- EIGHTH RESOLUTION -

The General Shareholders' Meeting, consulted in accordance with Article L.22-10-34, II of the French Commercial Code, hereby issues a favorable opinion on the elements of the compensation due or granted in respect of the 2023 fiscal year to Bernard Lafforet, Chairman-Chief Executive Officer, as presented in the Board's report on corporate governance.

- NINTH RESOLUTION -

The General Shareholders' Meeting, consulted in accordance with Article L.22-10-34, II of the French Commercial Code, hereby issues a favorable opinion on the elements of the compensation due or granted in respect of the 2023 fiscal year to Michel Koutchouk, Director and Executive Officer, as presented in the Board's report on corporate governance.

- TENTH RESOLUTION -

The General Shareholders' Meeting, consulted in accordance with Article L.22-10-34, II of the French Commercial Code, hereby issues a favorable opinion on the elements of the compensation due or granted in respect of the 2023 fiscal year to Josyane Muller, Director and Executive Officer, as presented in the Board's report on corporate governance.

- ELEVENTH RESOLUTION -

The General Shareholders' Meeting, consulted in accordance with Article L.22-10-34, II of the French Commercial Code, hereby issues a favorable opinion on the elements of the compensation due or granted in respect of the 2023 fiscal year to Éric Fabretti, Executive Officer, as presented in the Board's report on corporate governance.

- TWELFTH RESOLUTION -

The Shareholders' Meeting, after considering the Board of Directors' report on corporate governance, hereby decides to set the total amount of compensation granted to directors for the current fiscal year at **six thousand (6.000)** Euros.

Part 4: Agreements concluded between an executive and a major shareholder and a subsidiary

(i) Agreements concluded between an executive and a major shareholder and a subsidiary

In application of Article L.225-37-4, 2 of the French Commercial Code, it is stipulated that no agreement took place, directly or by an intermediary person, between, on the one hand, one of the executive officers or one of the shareholders with a fraction of voting rights greater than 10% for a company, and on the other hand, another company of which the first holds directly or indirectly more than half of the capital, with the exception of agreements dealing with current operations and concluded under normal conditions.

(ii) Procedure for assessing current agreements concluded under normal conditions

In accordance with Act No. 2019-486 of May 22, 2019 relating to the growth and transformation of companies (PACTE Act), **Infotel** has developed a procedure for assessing current agreements concluded under normal conditions. This procedure is also intended to follow AMF Recommendation No. 2012-05 of July 2, 2012, amended on October 5, 2018.

It reiterates the legislative and regulatory framework applicable to regulated agreements as well as the methodology applied internally to classify the different agreements concluded.

This procedure was approved at the **Infotel** Board of Directors' meeting on March 4, 2020.

Part 5: Table of delegations at December 31, 2023

AGM	Delegation type	Amount granted	Date	Amount exercised
May 19, 2021	Stock options and securities issued	€1,350,000	July 19, 2023	0
December 15, 2022	Allocation of free shares to employees	5% of the share capital at the date when the Board of Directors decides to allocate them	February 15, 2026	0.64%
May 17, 2023	Stock repurchase	10% of the capital of the Company calculated on the purchase decision date, less any shares resold as part of this authorization	November 17, 2024	0

Part 6: Elements likely to have an impact in the event of a takeover bid

1st – The capital structure of the company

➔ This is outlined in chapter 16 of the Universal Registration Document.

2nd – Statutory restrictions on exercising voting rights and share transfers or agreement clauses dealing with the knowledge of the company in application of Article L.233-11

➔ These are set out in paragraphs 19.2.4 to 19.2.9 of the Universal Registration Document.

3rd – Direct or indirect investments in the capital of the company of which it has knowledge in accordance with Articles L.233-7 and L.233-12

➔ These are outlined in chapter 16 and in paragraph 19.2.8 of the Universal Registration Document.

4th – The list of shareholders of any securities with special control rights and their description

➔ There are no securities including special control rights, with the exception of a double voting right for the benefit of shareholders registered for at least two years (paragraph 19.2.4 of the Universal Registration Document).

5th – Control mechanisms provided for in any employee share ownership share scheme, whereby the structure does not exercise the rights of control

➔ There are no control mechanisms provided for in any employee share ownership scheme whereby the structure does not exercise the rights of control.

6th – The agreements between shareholders of which the company is aware and can result in restrictions in the transfer of shares and in the exercise of voting rights

➔ There are no agreements between shareholders of which the company is aware and that can result in restrictions in the transfer of shares and in the exercise of voting rights.

7th – The rules applicable to the nomination and the replacement of members of the Board of Directors as well as the modification of the Articles of Incorporation

➔ The nomination and revocation rules of members of the Board of Directors are the legal and statutory rules set out in Article 16 of the Articles of Incorporation. The modification of the Company's Articles of Incorporation takes place in compliance with the legal and regulatory stipulations.

8th – The powers of the Board of Directors, in particular with respect to the issuance or purchase of stock

- ➔ With respect to the Board of Directors, the delegations underway are described in the table of existing delegations, appearing in "Part 5: Table of delegations" of this report.

9th – The agreements concluded by the company that are modified or terminated in the event of a change of control of the company, except in the event of a legal obligation to divulge, would significantly impair its legal interests

- ➔ There are no agreements concluded by the Company that are modified or that are terminated in the event of a change of control of the Company.

10th – Agreements setting out damages for the members of the Board of Directors or the employees, if they resign or are made redundant without real and serious cause or if their employment terminates due to a public takeover or swap bid

- ➔ There are no arrangements, of any kind, made by the Company in favor of the executive officers, and which may correspond to any form of compensation, provision of service, compensation or benefits due or liable to be due upon or after assuming, leaving or changing their position.

Part 7: Gender equality policy

Infotel is committed to gender equality in the workplace.

In terms of equality, **Infotel** takes care to have an equal number of women and men on its teams. From January 1, 2017, the Act relating to equal representation of women and men on Boards of Directors already required representation of 40% of each gender on Boards of Directors (Act No. 2011-103 of January 27, 2011 called the "Copé-Zimmermann Act"). Well before this date, **Infotel's** Board of Directors already had an equal number of female and male directors.

On March 1, 2024, **Infotel** published on its website the results of the calculation of the gender equality index, resulting from Act No. 2018-771 on the freedom to choose one's career passed on September 5, 2018 and Decree No. 2019-15 of January 8, 2019. This rating serves to assess the level of investment by companies in this area. In 2023, Infotel obtained an excellent score of 89/100, reflecting the reality and effectiveness of the actions put in place.

Infotel is exemplary in terms of the gender pay gap as well as in the breakdown of individual pay rises and promotions.

Women returning from maternity leave are fully supported, a work resumption interview is systematically offered and their salary changes are monitored.

Only one indicator still needs to be worked on in the long term to allow us to reaffirm our commitment to our female employees: increasing the number of women among the highest paid employees. Note: female employees already hold multiple strategic, high-responsibility positions: Board of Directors, Support Functions Division, Sales Division, Agency Division, Project Division, etc.

A gender equality plan is being implemented and provides for concrete measures to promote equal treatment of men and women. Infotel has set a goal of achieving a national female staff rate of 25% of the overall workforce within two years. **Infotel** also wants to give women access to positions of responsibility: Management Committee, Branch Manager, Project Director, etc.

In order to meet this goal, **Infotel** is implementing the following concrete measures:

- firstly, recruitment officers ensure that the external recruitment firms with which **Infotel** works offer an equal number of applications from men and women;
- Management recommends that, in teams where women are under-represented, when candidates have equivalent skills and qualifications, priority should be given to the female candidate, subject to an objective assessment taking into account the specific personal situations of all candidates;

- recruitment teams are trained and made aware of non-discrimination issues. A member of the HR department has also received in-depth training on this subject, and can therefore provide regular training to recruitment officers and be a point of contact on a daily basis;
- Infotel Conseil strives to promote the presence of female employees during presentations/training in universities or forums;
- In addition, Infotel Conseil has been a member of the “Elles Bougent” network since April 2021. This non-profit supports young girls in their career choices, but also holds various events to raise awareness of career opportunities in scientific and technical sectors among parents and teachers. To allow Infotel’s commitment to this association to take shape, mentors can use two half-days of their working time each year to participate in “Elles Bougent” initiatives;
- An internal Infot’Elles community was created to discuss gender equality in the workplace. To that end, we created the first Infot’Elles class in November 2023, giving a group of female employees the opportunity to receive coaching for 8 months. Multiple events are also organized throughout the year to raise awareness among all our employees. In addition, we are developing various partnerships with associations working to promote diversity;
- Infotel has an internal and external communication and awareness policy on these topics;
- since 2021, the Head of Human Resources has been a member of the Management Committee and the Executive Committee.

Part 8: Commitment to responsible and sustainable governance

At **Infotel**, the commitment to responsible and sustainable governance is deeply rooted in the vision and actions of its executives, corporate officers, business unit heads and employees at all levels.

As leaders, they recognize the strategic value of sustainability in ensuring the viability of the company as a going concern and its positive impact on society.

With a 37.36% stake in the share capital and 51.41% of the voting rights, Management has a direct incentive to promote the company’s CSR policy and sustainable practices, thereby strengthening the company’s reputation and financial value.

For Business Unit heads, CSR performance indicators are included in their variable compensation and are measured relative to the results of the company’s CSR assessments.

Tables recommended by the Financial Markets Authority on the Compensation of Corporate Officers

Table 1: Summary of compensation, options and stock granted to each Corporate Officer

Bernard Lafforet, Chairman	**2021 (Fiscal year N-2)**	**2022 (Fiscal year N-1)**	**2023 (Fiscal year N)**
Compensation due for the fiscal year *(as itemized in table 2)*	€216k	€216k	€216k
Valuation of the options granted during the fiscal year *(as itemized in table 4)*	None	None	None
Valuation of the performance stock granted during the fiscal year *(as itemized in table 6)*	None	None	None
TOTAL	**€216k**	**€216k**	**€216k**

Michel Koutchouk, Executive Officer	**2021 (Fiscal year N-2)**	**2022 (Fiscal year N-1)**	**2023 (Fiscal year N)**
Compensation due for the fiscal year *(as itemized in table 2)*	€198k	€199k	€200k
Valuation of the options granted during the fiscal year *(as itemized in table 4)*	None	None	None
Valuation of the performance stock granted during the fiscal year *(as itemized in table 6)*	None	None	None
TOTAL	**€198k**	**€199k**	**€200k**

Josyane Muller, Executive Officer	**2021 (Fiscal year N-2)**	**2022 (Fiscal year N-1)**	**2023 (Fiscal year N)**
Compensation due for the fiscal year *(as itemized in table 2)*	€192k	€192k	€192k
Valuation of the options granted during the fiscal year *(as itemized in table 4)*	None	None	None
Valuation of the performance stock granted during the fiscal year *(as itemized in table 6)*	None	None	None
TOTAL	**€192k**	**€192k**	**€192k**

Éric Fabretti, Executive Officer	**2021 (Fiscal year N-2)**	**2022 (Fiscal year N-1)**	**2023 (Fiscal year N)**
Compensation due for the fiscal year *(as itemized in table 2)*	€240k	€240k	€240k
Valuation of the options granted during the fiscal year *(as itemized in table 4)*	None	None	None
Valuation of the performance stock granted during the fiscal year *(as itemized in table 6)*	None	None	None
TOTAL	**€240k**	**€240k**	**€240k**

Table 2: Overview of compensation for each executive director

Bernard Lafforet, Chairman	2021 (Fiscal year N-2)		2022 (Fiscal year N-1)		2023 (Fiscal year N)	
	Amounts due	Amounts paid	Amounts due	Amounts paid	Amounts due	Amounts paid
Base compensation	€216k	€216k	€216k	€216k	€216k	€216k
Annual variable compensation	None	None	None	None	None	None
Multi-annual variable compensation	None	None	None	None	None	None
Exceptional compensation	None	None	None	None	None	None
Director compensation	None	None	None	None	None	None
Benefits in kind	None	None	None	None	None	None
TOTAL	**€216k**	**€216k**	**€216k**	**€216k**	**€216k**	**€216k**

Michel Koutchouk, Executive Officer	2021 (Fiscal year N-2)		2022 (Fiscal year N-1)		2023 (Fiscal year N)	
	Amounts due	Amounts paid	Amounts due	Amounts paid	Amounts due	Amounts paid
Base compensation	€192k	€192k	€192k	€192k	€192k	€192k
Annual variable compensation	None	None	None	None	None	None
Multi-annual variable compensation	None	None	None	None	None	None
Exceptional compensation	None	None	None	None	None	None
Director compensation	None	None	None	None	None	None
Benefits in kind	€6k	€6k	€6k	€7k	€8k	€8k
TOTAL	**€198k**	**€198k**	**€198k**	**€199k**	**€200k**	**€200k**

Josyane Muller, Executive Officer	2021 (Fiscal year N-2)		2022 (Fiscal year N-1)		2023 (Fiscal year N)	
	Amounts due	Amounts paid	Amounts due	Amounts paid	Amounts due	Amounts paid
Base compensation	€192k	€192k	€192k	€192k	€192k	€192k
Annual variable compensation	None	None	None	None	None	None
Multi-annual variable compensation	None	None	None	None	None	None
Exceptional compensation	None	None	None	None	None	None
Director compensation	None	None	None	None	None	None
Benefits in kind	None	None	None	None	None	None
TOTAL	**€192k**	**€192k**	**€192k**	**€192k**	**€192k**	**€192k**

Éric Fabretti, Executive Officer	2021 (Fiscal year N-2)		2022 (Fiscal year N-1)		2023 (Fiscal year N)	
	Amounts due	Amounts paid	Amounts due	Amounts paid	Amounts due	Amounts paid
Base compensation	€240k	€240k	€240k	€240k	€240k	€240k
Annual variable compensation	None	None	None	None	None	None
Multi-annual variable compensation	None	None	None	None	None	None
Exceptional compensation	None	None	None	None	None	None
Director compensation	None	None	None	None	None	None
Benefits in kind	None	None	None	None	None	None
TOTAL	**€240k**	**€240k**	**€240k**	**€240k**	**€240k**	**€240k**

Table 3: Table on the compensation of directors

Board members	Amounts paid during Year N-2	Amounts paid during Year N-1	Amounts paid during Year N
Bernard Lafforet	None	None	None
Michel Koutchouk	None	None	None
Josyane Muller	None	None	None
Hélène Kermorgant	€3k	€3k	€3k
Alain Hallereau	€3k	€3k	€3k
TOTAL	**€6k**	**€6k**	**€3k**

Table 4: Stock options granted to each Executive Officer during the fiscal year by the issuer and any other Group company

Name of the Executive Corporate Officer	Plan no. and date	Type of options (purchase or subscription)	Valuation of the options according to the method selected for the consolidated financial statements	Number of options granted during the fiscal year	Exercise price	Fiscal year period
Bernard Lafforet	None	None	None	None	None	None
Michel Koutchouk	None	None	None	None	None	None
Josyane Muller	None	None	None	None	None	None
Éric Fabretti	None	None	None	None	None	None
TOTAL	**None**	**None**	**None**	**None**	**None**	**None**

Table 5: Stock options exercised during the fiscal year by each Executive Corporate Officer

Name of the Executive Corporate Officer	Plan no. and date	Number of options exercised during the fiscal year	Exercise price
Bernard Lafforet	None	None	None
Michel Koutchouk	None	None	None
Josyane Muller	None	None	None
Éric Fabretti	None	None	None
TOTAL	**None**	**None**	**None**

Table 6: Performance stocks granted to each Executive Corporate Officer

Performance stocks granted during the fiscal year to each Executive Corporate Officer by the issuer and any other Group company (by name)	Plan no. and date	Number of options granted during the fiscal year	Valuation of the options according to the method selected for the consolidated financial statements	Acquisition date	Vesting date	Performance conditions
Bernard Lafforet	None	None	None	None	None	None
Michel Koutchouk	None	None	None	None	None	None
Josyane Muller	None	None	None	None	None	None
Éric Fabretti	None	None	None	None	None	None
TOTAL	**None**	**None**	**None**	**None**	**None**	**None**

Table 7: Performance stock vested for each Executive Corporate Officer

Performance stocks vested for each Executive Corporate Officer	Plan no. and date	Number of shares vested during the fiscal year	Acquisition date	Vesting date	Acquisition terms
Bernard Lafforet	None	None	None	None	None
Michel Koutchouk	None	None	None	None	None
Josyane Muller	None	None	None	None	None
Éric Fabretti	None	None	None	None	None
TOTAL	**None**	**None**	**None**	**None**	**None**

Table 8: Employment contracts, top-up pension schemes, benefits or payments due or likely to fall due owing to the termination of or change in an appointment, compensation under a non-compete clause

	Employment contract		Top-up pension scheme		Benefits or payments due or likely to fall due owing to the termination of or change in an appointment.		Compensation under a non-compete clause	
Executive Corporate Officers	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**	**Yes**	**No**
Bernard Lafforet Chief Executive Officer		☒		☒		☒		☒
Michel Koutchouk Executive Officer		☒		☒		☒		☒
Josyane Muller Executive Officer		☒		☒		☒		☒
Éric Fabretti Executive Officer		☒		☒		☒		☒

Table 9: History of stock options granted

INFORMATION ON STOCK OPTIONS	
	Plan
Meeting date	None
Date of Board of Directors' Meeting	None
Total number of shares that can be taken up or purchased, *Including the number that can be taken up or purchased by the corporate officers* *- Bernard Lafforet, Chief Executive Officer* *- Michel Koutchouk, Executive Officer* *- Josyane Muller, Executive Officer* *- Éric Fabretti, Executive Officer*	None None None None None
First stock option exercisable date	None
Expiration date	None
Issue or offer price	None
Terms of exercise (where the plan includes several tranches)	None
Number of shares taken up as of December 31, 2023	None
Total number of stock options canceled or lapsed	None
Stock options remaining at the end of the fiscal year	None

Table 10: Stock options granted for the top 10 non-executive officer employees and options exercised

	Total number of stock options	Weighted average price	Plan
Stock options granted during the fiscal year by Infotel and any company within the scope of granting stock options, to the ten employees of Infotel and any company included in this scope, for which the number of options granted is the highest (global information)	None	None	None
Stock options held for Infotel and the companies mentioned above, exercised during the fiscal year by the ten employees of the issuer and these companies with the highest number of options purchased or subscribed (global information)	None	None	None

Table 11: History of assignment of free shares

INFORMATION ON STOCK GRANTED FREELY	
	Plan
Meeting date	None
Date of Board of Directors' Meeting	None
Total number of shares that can be taken up or purchased, *Including the number that can be taken up or purchased by the corporate officers* *- Bernard Lafforet, Chief Executive Officer* *- Michel Koutchouk, Executive Officer* *- Josyane Muller, Executive Officer* *- Éric Fabretti, Executive Officer*	None None None None None
Vesting date of shares	None
End of lock-in date for shares	None
Number of shares taken up as of December 31, 2023	None
Total number of shares canceled or lapsed	None
Free shares remaining at the end of the fiscal year	None

15. EMPLOYEES

15.1. WORKFORCE

The changes in the workforce are shown in the table below:

	2023	2022	2021
Voluntary departure rate (in %)	11.1	12.4	10.5
Average workforce in the Group	1944	1,827	1,704
Average annual salary in the Group (€k)	45.22	45.0	43.8
Apprenticeships	221	160	68
Professional training contract	96	114	92
Average permanent workforce	1740	1,619	1,590
Executive management *	4	4	4
Sales personnel	117	113	99
Administration personnel	43	41	37
Engineers	1552	1,488	1,400
Technicians	244	227	124

* Note: for the Executive Management indicator: presence at December 31, 2023.

This table does not include sub-contracting.

The inter-contract rate in the Service activity is defined in days with regard to the potential activity time (excluding vacations, unpaid leave and reduced working hours) of employees that is directly chargeable.

	2023	2022	2021
Inter-contract rate	2.2%	0.9%	1.8%

15.2. EMPLOYEE PROFIT-SHARING AND INCENTIVE PLANS

Fiscal year	2023	2022	2021	2020	2019
Employee profit-sharing for the fiscal year of Infotel Conseil	€3,554,969	€3,739,136	€2,946,263	€1,757,748	€2,926,712
Employee profit-sharing for the fiscal year of OAIO	€258,650	€333,859	€235,242	€177,012*	€183,100*

(* includes the profit-sharing of Infotel Business Consulting)

At OAIO, employee profit-sharing was calculated for the first time in respect of the 2019 fiscal year, in accordance with legal provisions, and amounted to €123,495. Profit-sharing amounted to €333,859 for fiscal year 2022 and €258,650 for fiscal year 2023.

15.3. EMPLOYEE SHARE OWNERSHIP

In accordance with the terms of Article L.225-102 of the French Commercial Code, **Infotel** Group employees held 88,200 shares representing 1.28% of **Infotel's** capital stock through the company saving plan on January 3, 2024. Pursuant to the same article, it should be noted that on December 31, 2023, no employees of **Infotel** Group held registered shares acquired in the following conditions:

- Acquired for profit-sharing purposes, including share that are no longer in a period of non-transferability;
- Acquired following a privatization operation;

- Resulting from free allocations within the context of Article L.22-10-59, paragraph 2 of the French Commercial Code;
- Taken up at the time of increases in capital reserved for employees within the context of Article L.225-187 of the French Commercial Code before its repeal by the French Act of February 20, 2001, on employee savings.

Share ownership among executive management is detailed in paragraph 16.1 "Changes in the Breakdown of Capital Stock over the Last Three Years" on page 114.

15.4. STOCK OPTION PLAN AND FREE SHARE PLAN

15.4.1. Stock Option Plan

There is currently no stock option plan implemented in the Company.

Allocations and options exercised in 2023 by the top 10 non-executive officer employees

Stock options granted for the top 10 non-executive officer employees and options exercised	Total number of stock options	Weighted average price	Plan
Stock options granted during the fiscal year by Infotel for which the number granted is the highest	None	None	None
Stock options held for Infotel and the companies mentioned above, exercised during the fiscal year by the ten Infotel employees with the highest number of options purchased or subscribed	None	None	None

15.4.2. Free Share Plan

15.4.2.1. History of free share plans

- Free share plan No. 1 (Board of Directors' meeting on May 23, 2006)
- Free share plan No. 2 (Board of Directors' meeting on October 10, 2007)
- Free share plan No. 3 (Board of Directors' meeting on January 23, 2019)
- Free share plan No. 4 (Board of Directors' meeting on January 23, 2020)
- Free share plan No. 5 (Board of Directors' meeting on October 21, 2020)
- Free share plan No. 6 (Board of Directors' meeting on January 25, 2023)

15.4.2.2. Current free share plans

- The Combined Shareholders' Meeting of May 31, 2018 authorized the Board of Directors, for a maximum period of 38 months, to allocate on one or more occasions free existing or new shares in **Infotel**, in order to ensure the sustainability of the company. It being specified that the number of free shares may not exceed 5% of the capital stock, at the date of the Board of Directors' decision to grant them.
- Based on this authorization, the Board of Directors' meeting on January 23, 2019 decided to provisionally allocate an initial tranche of 77,497 shares for 7 people, within the framework of "Free share plan No. 3". These shares are subject to a vesting period of one (1) year as from their provisional allocation by the Board of Directors on January 23, 2019.
- The Board of Directors met on January 23, 2020, at the end of the one-year vesting period, in order to proceed with the issue of shares pursuant to "Free share plan No. 3" through a deduction from reserves. As from this date, the beneficiaries of free shares must observe a minimum share retention period of three (3) years.
- The same day, the Board of Directors also decided to provisionally allocate a second tranche of 86,823 shares for seven people, under "Free share plan No. 4".
- The Board of Directors' meeting on October 21, 2020 decided to provisionally allocate a third tranche of 69,283 shares for six people, under "Free share plan No. 5". These shares are subject to a vesting period of one (1) year as from their provisional allocation by the Board of Directors on October 21, 2020.

- The Board of Directors met on January 27, 2021, at the end of the one-year vesting period, in order to proceed with the issue of shares pursuant to “Free share plan No. 4” through a deduction from reserves. As from this date, the beneficiaries of free shares must observe a minimum share retention period of three (3) years.
- The Board of Directors met on October 21, 2021, at the end of the one-year vesting period, in order to proceed with the issue of shares pursuant to “Free share plan No. 5” through a deduction from reserves. As from this date, the beneficiaries of free shares must observe a minimum share retention period of three (3) years.
- The Combined Shareholders’ Meeting of December 15, 2022 authorized the Board of Directors, for a maximum period of 38 months, to allocate on one or more occasions free existing or new shares in **Infotel**, in order to ensure the sustainability of the company. It being specified that the number of free shares may not exceed 5% of the capital stock, at the date of the Board of Directors’ decision to grant them.
- Based on this new authorization, the Board of Directors’ meeting on January 25, 2023 decided to provisionally allocate an initial tranche of 44,233 shares for 12 people, within the framework of “Free share plan No. 6”. These shares are subject to a vesting period of one (1) year as from their provisional allocation by the Board of Directors on January 25, 2023.

15.5. REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) – CORPORATE SOCIAL INFORMATION

15.5.1. Summary

Corporate Social Information	2023	2022
Total workforce at December 31 (1)	1,957	1,869
Hires (permanent and professional training contracts)	521	545
Contract staff	0	0
Departures (permanent and professional training contracts)	433	348
Redundancies (economic and other reasons)	7	4
Additional contract hours	100 per year or 2.75 per week according to function	100 per year or 2.75 per week according to function
External labor	None	None
Staff restructuring plan	None	None
Work time organization	Annualization of working time at 90%	Annualization of working time at 90%
Work time duration	37.20 or 37.75 hours per week	37.20 or 37.75 hours per week
Part time duration (average)	30.1 hours per week	30.1 hours per week
Absenteeism reasons and rate	Sickness, workplace accidents, maternity: 2.39%	Sickness, workplace accidents, maternity: 2.85%
Average pay including bonuses (excluding executives)	€45,216/year	€45,024/year
Change in individual base pay during the year	+5.8% on average	+5.4% on average
Social security costs	43% of wages	43% of wages
Incentive plans	None	None
Profit sharing	4/7 coefficient	4/7 coefficient
Company savings plan	Yes, included in shareholding	Yes, included in shareholding
Gender equality: average salary (2)	2.6% more for men	2.9% more for men
Equality: middle qualification (C2.2) salary	1.8%	0.2%
Collective bargaining agreements (3)	Reduction of working time; Gender Equality in the Workplace - Quality of Life at Work; Profit-sharing	Reduction of working time; Profit-sharing
Health and safety	1 Social & Econ. Committee, occup. illness: None	1 Social & Econ. Committee, occup. illness: None
Workplace accidents and commuting accidents with absence from work	6	11
Training	€2,937k, i.e. 2.31% of payroll costs	€2,345k, i.e. 2.06% of payroll costs
Disabled workers	41	34
Company welfare service	€224k (Social & Econ. Committee)	€148k (Social & Econ. Committee)
Sub-contracting	52.3% of total payroll + sub-contracting amount	54.5% of total payroll + sub-contracting amount
Territorial impact	None	None
Relationship with associations	Elles Bougent + Social Builder	Elles Bougent
Sub-contracting abroad	<0.5%	<0.5%
Impact on local development abroad	None	None

(1): excluding all 2023 departures
- The difference between the Group's employees in France and employees worldwide, less than 9%, is not significant and justifies their exclusion from the data mentioned in this chapter. The data included in this table includes France and Monaco since 2019 except for the "Absenteeism reasons and rate" indicator and the "Gender equality in the workplace" indicator, which cover the scope of Infotel Conseil only.
(2): This very slight difference is deemed non significant.
(3): A company agreement relating to reducing and organizing work time was signed on March 3, 2009, with the Works Committee for an indeterminate period of time.

15.5.2. Combating Discrimination in the Workplace

Pursuant to the provisions of Articles L.22-10-36 paragraph 5 and R.225-105-1 of the French Commercial Code, this section contains the Company's commitments to providing equal opportunities and promoting diversity in the workplace. They are in line with French legislation and concern 98% of the Group's employees: Thus, issues such as the freedom of association and the right to collective bargaining, the elimination of forced labor and the abolition of child labor, have not been dealt with as **Infotel** Group is located in countries that represent little risk concerning these points.

As the table above illustrates, equality between men and women has been respected.

Furthermore, the Group has defined an employment policy on age and implemented an action plan.

15.5.3. Training Policy

The number of internship hours fulfilled for 2023 was 115,171.
The Group's training system is managed locally by the recruitment teams. This makes it possible to implement a training policy that best meets the needs of the business lines and customers. At the same time, employees' wishes are taken into account, particularly during professional interviews.

Following further consideration of the organization of training, a training and skills development manager was appointed at **Infotel Conseil** in order to support recruiters and implement tools such as business line mapping to anticipate developments specific to the activities of digital service companies.

This synergy enabled us to increase the number of apprenticeship contracts by 38% in 2023.

In the last quarter of 2023, an assessment was conducted on the use of the Infotel Learning and LinkedIn Learning LMS. The use of these training tools is satisfactory and has thus been extended for 2024.

All employees have access to the Infotel Learning LMS platform, which combines training courses provided in-house as well as by specialist training organizations.

A LinkedIn Learning license is also granted to Infotélians on permanent contracts, internships and work-study programs with more than 18,000 training courses available, and has been renewed for 2024.

15.5.4. Health and Safety policy / Quality of Life at Work

Infotel's Occupational Health and Safety and Quality of Life at Work Policy is implemented in accordance with local legal and regulatory requirements, particularly in France.

Health and safety policy

Infotel Conseil has a Social and Economic Committee (CSE) and a Health, Safety and Working Conditions Commission (CSSCT), in charge of ensuring the application of this occupational health and safety policy.

Every year, a joint visit of all sites is organized with an elected employee representative and a member of Management.

We have close direct relationships with each Occupational Health Department we work with.

Infotel Group's activities do not incur any specific risks in terms of workplace accidents. Accident rates at work and while commuting are low. Accidents occur most often during commuting.

All employees are made aware of safety guidelines on their arrival and a dedicated notice is placed in the booklets given out on employee arrival and in the various documents displayed in the buildings.

The main risk factor identified concerns posture at employee workstations and the use of computer monitors.

Infotel works with an external service provider who visits each branch every year to perform checks and train employees on various subjects (occupational health and safety, fire safety, use of defibrillators, etc.).

Quality of life at work

Management has put in place a number of projects aimed at promoting a balance between employees' professional and private lives.

In July 2023, **Infotel** signed an agreement on quality of life at work.
In this agreement, the company makes several commitments, such as:

- work-life balance;
- preparation for retirement;
- the sustainable mobility package;
- parenthood (daycare slots);
- caregivers;
- donation of workdays, which ensures a solidarity system among employees;
- teleworking: in order to make teleworking a permanent option at Infotel Conseil, a teleworking charter was signed in December 2021 and rolled out massively. The charter offers three forms of teleworking, with the aim of being flexible in order to adapt to the needs of the company, our customers and the expectations of employees while maintaining the collective work dynamic. A contract amendment setting out teleworking days for the week or month may be signed, depending on each particular situation.

In 2023, 76% of employees had signed a regular teleworking amendment, reflecting the flexibility and adaptability of the model.

Each year, between September and December, each employee receives an individual performance review to discuss successes, potential failures and identified areas for improvement.

In addition, each employee also receives an annual career interview.
This interview serves to examine career prospects, professional expectations and the training that can contribute to their achievement.
By providing for a shorter frequency than required by law, the company has demonstrated its concern for following the careers of its employees over the long term, above and beyond a single approach per assignment.

To support all employees in this way of working, a teleworking guide and Q&A are available to employees. These documents also aim to raise employee awareness of best practices to adopt in order to avoid psychosocial risks and/or musculoskeletal disorders.

In addition, from the beginning of the Covid-19 health crisis, the Group set up a fully confidential external counseling service to support employees. This service has been maintained employees can contact it at any time, free of charge.

Support for "RQTH" employees (recognized as disabled workers)

In 2021, Infotel Conseil set up a plan for persons with disabilities that aims to integrate all employees, regardless of their situation. This plan includes, in particular, the appointment of two disability officers, the possibility of job adjustments, a one-day leave of absence to apply for recognition as a disabled worker as well as one day each year for RQTH-related medical examinations, and finally vouchers for the employment of in-home help (CESU vouchers) fully funded by Infotel Conseil.

This policy has made it possible to increase the number of employees with disabilities by 57% since 2021.

Meanwhile, other projects have been implemented to promote the dissemination and availability of information and the automation of HR processes.

Since 2023, **Infotel Conseil** has covered part of the costs associated with commuting by bike (electric or non-electric) with a fixed amount paid directly to the salary, based on the employee's actual presence on-site and the number of kilometres traveled. In 2023, 87 employees benefited from the Sustainable Mobility Package.

15.5.5. Organizing Social Dialog, Particularly Employee Information and Consultation Procedures and Employee Negotiations

Social dialog remains a major issue to support the Group's development.

Each year, **Infotel** organizes mandatory negotiations on the following topics: compensation/working hours/sharing of added value and gender equality/quality of life at work.
In addition to these regular discussions, negotiations focused on teleworking and career management. Social and Economic Committee (CSE) and a Health, Safety and Working Conditions Commission (CSSCT) are responsible for communication between management and employees.

Accordingly, management and staff representatives meet regularly: at least once a month with the CSE and once every quarter with the CSSCT.

This policy of organizing social dialog is part of efforts to increase employees' sense of belonging to the company and to rally everybody around the Group's strategic development plan.

15.6. METHODOLOGICAL NOTE ON CORPORATE, ENVIRONMENTAL AND SOCIAL INFORMATION

15.6.1. Scope of CSR Reporting

The scope of social reporting covers **Infotel** Group employees in France and Monaco registered with **Infotel Conseil** (92.9%), OAIO (3.7%) and **Infotel Monaco** (3.4%) as of December 31, 2023. For the indicator on the absenteeism rate, the scope covered corresponds to Infotel Conseil only.

The scope of environmental reporting covers the sites in France and Monaco, representing 98% of the Group workforce.

The Monaco branch is not included in the waste reporting scope.

Given that the employees of subsidiaries abroad represent less than 8.6% of the Group's total employees, their impact is deemed not significant and as a result they are not integrated in the social and environmental indicators presented in this report.

15.6.2. CSR Indicators

In accordance with Ordinance No. 2017-1162 of July 12, 2017 and its Implementing Decree No. 2017-1174 of July 18, 2017 (replacing the "Grenelle II" scheme on CSR with a Non-Financial Performance Statement), **Infotel** Group has made a great effort to provide maximum transparency with regard to the information concerning its non-financial information. In accordance with the "Comply or explain" principle provided for by law, **Infotel** Group does acknowledge that a limited amount of information is not included in this document: freedom of association and the right to collective bargaining, elimination of forced labor and the abolition of child labor. The main reasons may be the absence of reliable indicators on these issues to date, or the lack of relevance of certain issues with regard to the Group's activities, size and geographical location. The selected CSR indicators therefore meet a criterion of materiality and relevance in relation to the activities of **Infotel** Group.

15.6.3. Specific Points by Indicator

BEGES data are prepared using the ADEME Carbon Assessment method for the 2023 reporting year.

The greenhouse gas emission data published in the Non-Financial Performance Statement are presented in GHG Protocol format.

Total workforce and distribution by gender, age and geography: this means all of the employees making up the workforce at the end of the fiscal year, irrespective of the type of work contract (excluding interns, temporary staff and sub-contractors). Employees leaving the Group at December 31 are not included in the workforce.

Total intake: this is the total number of hires during the company's fiscal year. The eligible population is that used in the "total employees" indicator.

Total departures: this is the total number of departures during the company's fiscal year. The eligible population is that used in the "total employees" indicator. Employees leaving the Group on December 31 are recorded as departures.

Number of accidents: this is the total number of accidents:

- A work accident is considered to be any accident occurring suddenly from or during the course of work and giving rise to official justification;
- Accidents occurring during travel for business reasons or during the commute regularly used by the employee between home and work are recognized as "commuting accidents".

Absenteeism: this is the total number of working days of absence during the fiscal year for the following reasons:

- Absences for family or parental reasons: maternity leave, parental leave, leaves authorized for family events (marriages, funerals, etc.);
- Absence for personal reasons: company creation; sabbaticals, unpaid leave;
- Absence for illness or non-occupational accidents;
- Absence for "occupational diseases" or "commuting accidents".

Training hours: excluding training performed by **Infotel** employees for **Infotel** employees. The hours of training recorded correspond to the hours that were billed over the period. Interns' training hours are included.

15.6.4. Verification of Information

Pursuant to Article L.22-10-36 of the French Commercial Code, **Infotel** has appointed Deloitte et Associés as an independent third-party organization in charge of verifying the CSR information for 2023 published in the Management Report.
The report of the independent third party concerning the presence and sincerity of the CSR information will be published on **Infotel's** website.

15.7. NON-FINANCIAL PERFORMANCE STATEMENT

In accordance with Article L.22-10-36 of the French Commercial Code, we hereby present the Non-Financial Performance Statement, following the transposition of European Directive 2014/95/EU by Ordinance No. 2017-1162 of July 12, 2017 and its Implementing Decree No. 2017-1174 of July 18, 2017. This statement replaces the CSR (Social, societal and environmental responsibility) report resulting from the "Grenelle II" procedure.

This Non-Financial Performance Statement is intended to present a description of the business model, an analysis of the main risks and the reasonable policies and procedures implemented to better understand the identified risks.

Certain CSR information that falls under the Non-Financial Performance Statement is already presented in the Universal Registration Document Management Report and the relevant paragraphs are therefore referred to below. For the sake of consistency for those reading this Universal Registration Document, the terms "Corporate Social Responsibility" or "CSR" have not been replaced by the term "Non-Financial Performance Statement" within these referenced paragraphs.

In addition, further information covering these areas is presented below in paragraph 17.7:

- details of the measures taken for the benefit of disabled persons, following implementation of Act No. 2018-771 of September 5, 2018 defending the right to choose one's professional future;
- combating corruption following implementation of the "Sapin II" Act;
- combating tax evasion following implementation of Act No. 2018-898 passed on October 23, 2018 concerning measures to combat tax, social and customs fraud.

15.7.1. Business Model

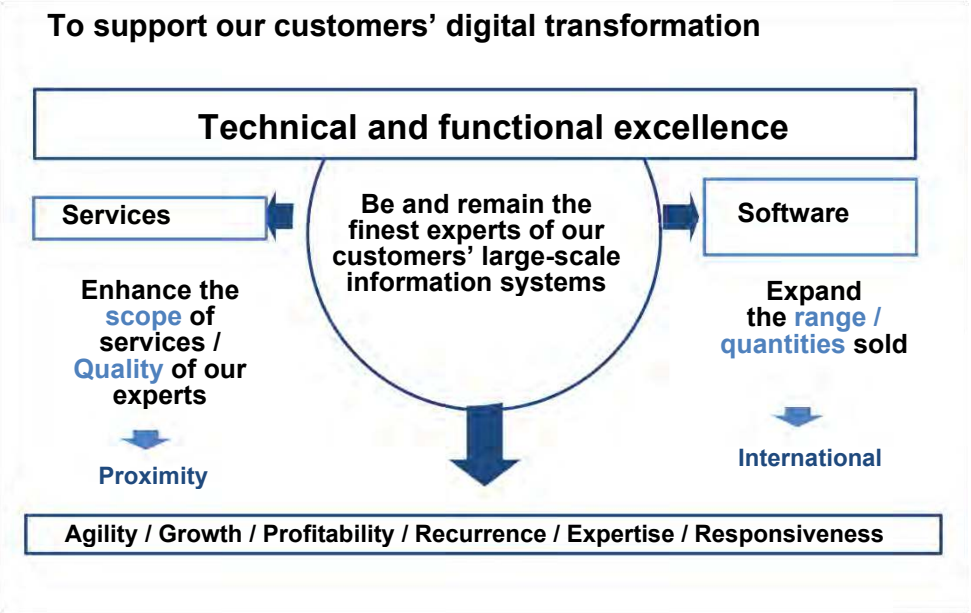
Infotel's business model information is presented in detail in chapters 5 "Overview of Activities" and 6 "Organizational structure" of this Universal Registration Document. The following topics are covered:

- activity;
- business environment;
- organization and structure;
- resources;
- market on which **Infotel** operates;
- goal and value creation strategies;
- results;
- trends and future prospects.

Infotel's business model can be divided into three parts:

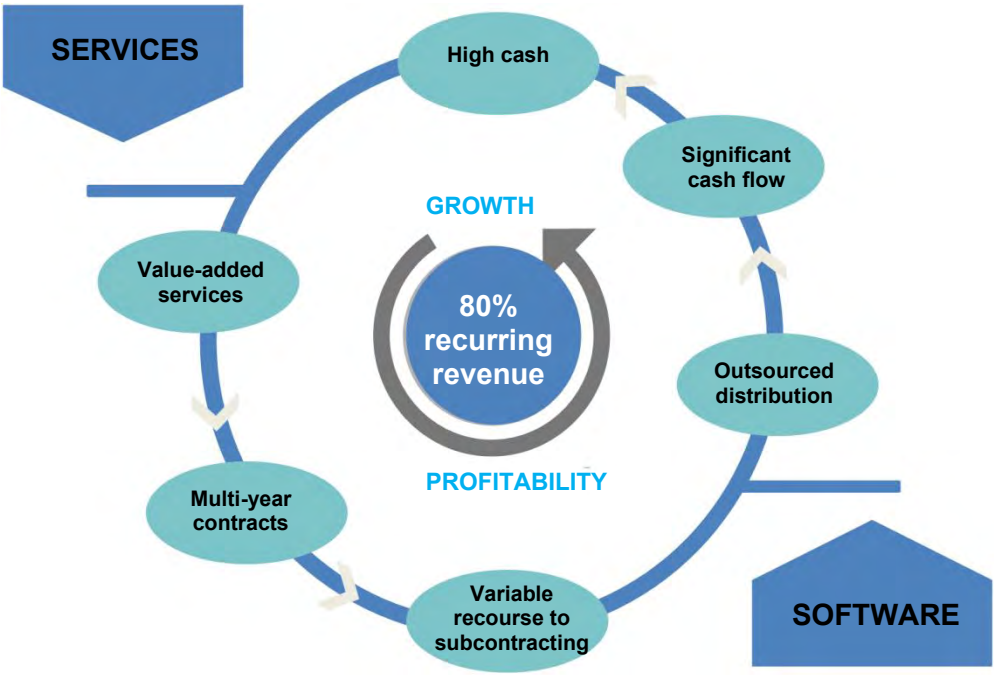
15.7.1.1. Operational Model

This shows how Services and Software, are related to the values of excellence on which customer transformation is built.



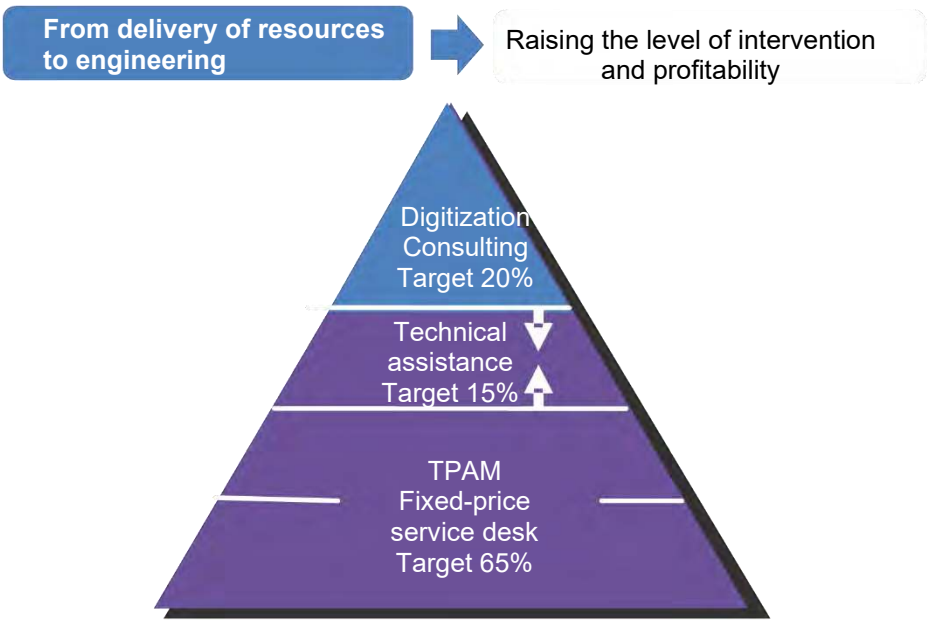
15.7.1.2. Economic Model

It demonstrates how the complementary nature of the two activities contributes to the company's profitability and growth.



15.7.1.3. Business Model

This demonstrates that upgrading businesses ensure activities' sustainability and complementarity. The summit of the pyramid brings profitability while its base brings recurrent business.



15.7.2. Analysis of the Main Non-Financial Risks and Presentation of the Policies and Reasonable Diligence Implemented to Offset These Risks

The analysis of the main non-financial risks was based on working sessions and dialog between the Group's governing body and its employees, in particular the Quality Manager. The analysis carried out made it possible to identify the risks inherent to its activity in several areas: social, societal and environmental.
All of these non-financial risks are summarized in section 0 "

Risk Matrix", making it possible to swiftly identify these risks, which are detailed in the following paragraphs:

15.7.2.1. Social/Societal

The social and societal risks incurred by **Infotel** are set out in sections 3.9 "Report (CSR) on Corporate Commitment to Sustainable Development" and 15.5 "Report on Corporate Social Responsibility (CSR) – Corporate Social Information". The policies and reasonable diligence adopted to address these risks are also presented. The following topics are addressed: Gender equality, elimination of discrimination in employment and occupation, disabled persons, training policy, health and safety policy, organization of social dialog, relationships with people or organizations interested in **Infotel's** activity, outsourcing / suppliers and fair practices.

15.7.2.2. Environment

The environmental risks incurred by **Infotel** are set out in sections 3.5 "Industrial and Environmental Risk", 3.8 "Report on Corporate Social Responsibility (CSR) - Environmental Information" and 3.9 "Report (CSR) on Corporate Commitment to Sustainable Development". The policies and reasonable diligence adopted to address these risks are also presented.

15.7.2.3. Human Rights

Wherever it operates, **Infotel** conducts its development with regard to fundamental human and social rights while also respecting the environment.

None of the countries where **Infotel** operates breach human rights and fundamental freedom.

Infotel is a member of the UN Compact.

By committing in particular to respect for human rights, international labor standards, environmental protection and the fight against corruption through regular communication on its progress in the field, **Infotel** confirms its commitment to corporate social responsibility and the promotion of ethical and sustainable business practices.

15.7.2.4. Anti-Corruption

French Act No. 2016-1691 of December 9, 2016 on transparency, the fight against corruption and the modernization of the economy, known as the "Sapin II" Act, introduces various structural measures to increase the transparency of groups and companies.

This year, **Infotel's** Executive Management was reminded of the risks of corruption and influence peddling to which employees are exposed.

Infotel condemns corruption in all its forms and ensures that its leaders and employees are involved in upholding this principle. The aim is to reject any tolerance for corruption, an objective that must be shared by the Group, its employees and its stakeholders.

As such, **Infotel** has appointed a Compliance Manager, who is in charge of deploying the anti-corruption system within the Group.

Infotel analyzed the reality of this risk and produced a risk map that is reviewed each year by Executive Management.

In addition, an Anti-Corruption Code of Conduct has been incorporated into the company's internal rules and a whistleblowing system has been set up within **Infotel** Group.

Management system stakeholders can issue a report on the following channel alerte-infotel@proton.me. The whistleblowing system is open to stakeholders: customers, suppliers, subcontractors, employees. The whistleblowing procedure can be accessed from the anti-corruption page on the Infotel website.

Act no. 2022-401 of March 21, 2022, known as the Waserman Act, aimed at improving the protection of whistleblowers, has been incorporated into the anti-corruption system.

Anti-corruption training

Anti-corruption training was provided to **Infotel's** most exposed business lines in connection with risk mapping.

The high-risk business lines within Infotel Group have been identified as the business lines associated with procurement decisions.

	2023	2022	2021
Number of employees who took and completed the anti-corruption training course	197	N/A	N/A
Number of employees who took the training course in Teams	100	N/A	N/A
Number of employees who took the quiz	193	N/A	N/A

	2023	2022	2021
Percentage of high-risk positions covered by training programs	100	-	-
Number of convictions for breaches of anti-corruption and anti-bribery laws	0	-	-
Amount of fines for breaches of anti-corruption and anti-bribery laws	0	-	-
Number of confirmed incidents of corruption or bribery	0	-	-
Number of confirmed incidents in which workers were dismissed or disciplined for corruption or bribery-related incidents	0	-	-
Number of confirmed incidents related to contracts with business partners that have been terminated or not renewed due to bribery or corruption offenses	0	-	-
Amount of internal and external lobbying expenses	0	-	-
Amount paid for membership in lobbying associations	0	-	-
Political contributions-in-kind paid	0	-	-

15.7.2.5. Combating Tax Evasion

In its drive to combat tax evasion, **Infotel** ensures its operations fully comply with current legislation and tax regulations. Furthermore, its subsidiaries transparently communicate their tax returns in those countries where they are subject to this obligation.

Tax evasion is not identified as being likely to put the Group's operations or reputation at any risk.

15.7.2.6. Personal Data - GDPR Compliance

The European General Data Protection Regulation (GDPR) came into force on May 25, 2018.

Infotel recognizes the importance of protecting its own data and the data of its stakeholders, customers and suppliers. To this end, it has taken the following measures:

- appointment of a Data Protection Officer registered with the French data protection agency (CNIL), who can be contacted at dpo@infotel.com;
- drafting of a personal data policy;
- use of an ISO 27001-certified information security management system (ISMS) since 2017 for the sites in Paris, Nanterre, Rennes, and Blagnac in France, Newcastle in the UK and subsidiary **Infotel** Monaco;
- establishment of GDPR-compliant registers;
- procedures for the right to access, rectify and oppose the processing of personal data;
- rollout of a GDPR awareness training module for all employees.

15.7.2.7. Risk Matrix

Field	Type of non-financial risks	Description	Policies and measures to address this risk (URD)	Key performance indicators (URD)
Social	Combating discrimination in the workplace	Taking disability into account on two levels: - Recruitment - Access to infrastructure and the appropriate working conditions	15.7.2.1.	15.5.1
		Seeking equality between men and women: - Within the governing body - All staff members	3.9. 15.5.2.	3.9. 15.5.1.
	Social dialog	Setting up representative staff bodies to provide social dialog and information / consultation for negotiating with the Social and Economic Committee	15.5.5	15.5.5 15.5.1

Field	Type of non-financial risks	Description	Policies and measures to address this risk (URD)	Key performance indicators (URD)
Social (continued)	Accidents at work / employee safety	Taking into account the risks employees are subject to, namely: - workplace accidents (risk mainly concerns staff travel) - infrastructure / building risks at the place of work, posture adopted by staff members at the workstation and when screen working	15.5.4.	15.5.1.
	Absenteeism	Taking into account the risks related to absenteeism (maternity, paternity, sickness, etc.)	15.6.3	15.5.1 15.6.3
	Training / Skills Development	Monitoring employees' skills and training to ensure all staff members can improve their skills and make progress	15.5.3.	15.5.3.
	Working conditions Well-being of employees	Taking into account the working environment of all Group employees so they work under the best possible conditions	15.5.5	15.7.2.2.

Field	Type of non-financial risks	Description	Policies and measures to address this risk (URD)	Key performance indicators (URD)
Environment	Pollution	No risk	3.8.2.	3.8.2.
	Climate change	Environmental risks related to greenhouse gas emissions generated by Infotel's activity	3.8.5.	3.8.5.
	Waste prevention and management	Preventive measures, recycling and waste disposal	3.8.3.	3.8.3.
	Food waste	No risk	3.8.3.	3.8.3.

Field	Type of non-financial risks	Description	Policies and measures to address this risk (URD)	Key performance indicators (URD)
Societal	Sustainable development	There are several types of risk associated with excessive consumption: - Excessive Group expenses resulting from overconsumption, but also - The environmental impact this overconsumption could cause	3.8.4.	3.8.4.
	Human rights	Not a significant risk, Infotel only operates in countries that do not breach human rights and fundamental freedoms	3.9.	3.9.

Field	Type of non-financial risks	Description	Policies and measures to address this risk (URD)	Key performance indicators (URD)
Anti-Corruption	Risk of corruption and influence peddling	Here, there are several kinds of risk, including: - Criminal risk (fines and imprisonment) - Moreover, economic risks - Reputation	15.7.2.4. Anti-Corruption	15.7.2.4. Anti-Corruption
Combating Tax Evasion	Risk of tax evasion	Here, there are several kinds of risk, including: - Criminal risk (fines and imprisonment) - Moreover, economic risks - Reputation	15.7.2.5. Combating Tax Evasion	15.7.2.5. Combating Tax Evasion

15.7.2.8 European Taxonomy for Sustainable Activities

European Union Regulation EU 2020/852 of June 18, 2020 entered into force on July 12, 2020. This regulation aims to promote sustainable investments in the domestic market, in environmental, social and governance matters, but also to integrate sustainability into risk management.

It establishes a classification system with specific criteria to determine whether an economic activity can be considered environmentally sustainable. This system is called the European Taxonomy for Sustainable Activities (the “green taxonomy”).

Pursuant to this Regulation, as from January 1, 2022, each company that is required to prepare a Non-Financial Performance Statement must publish within the Universal Registration Document the portion of its revenue, capital expenditure (CapEx) and operating expenses (OpEx) associated with activities deemed **eligible** within the meaning of the Regulation. These are products and/or services related to economic activities considered to be sustainable.

More specifically, the activities in question are those that contribute substantially to one of the following six environmental objectives: 1.) climate change mitigation, 2.) climate change adaptation, 3.) sustainable use and protection of aquatic and marine resources, 4.) transition to a circular economy, 5.) pollution prevention and control and 6.) protection and restoration of biodiversity and ecosystems.

The European Union Delegated Acts of June 4, 2021 and July 6, 2021 establish the technical screening criteria for determining the conditions under which an economic activity qualifies as contributing substantially to climate change mitigation or climate change adaptation, as well as the type of information to be published in respect of the green taxonomy.

The European Taxonomy introduces the concepts of eligibility and alignment:

- an economic activity is considered eligible if it is listed and described in delegated acts because of its potential contribution to at least one of the six environmental objectives listed above, regardless of whether this activity meets the technical criteria set out in these delegated acts;

- the second concept is alignment, which aims to confirm the substantial contribution of the eligible economic activity. In order to be aligned, an activity must comply with the criteria of making a substantial contribution to one of the six above-mentioned objectives, not causing significant harm to any of the five other objectives (DNSH: “Do not significantly harm”) and complying with minimum social safeguards, namely respect for human rights and fundamental principles and right to work.

Since January 1, 2023, the companies in question must also publish the percentage of these indicators **aligned** with the technical criteria of the Taxonomy.

To date, economic activities deemed "eligible" for the green taxonomy are no longer defined solely with regard to the first two objectives (climate change mitigation and adaptation), as was the case for the taxonomies of the universal registration documents published in April 2022 and April 2023, but also with regard to the other four out of six objectives referred to above.

In particular, Commission Delegated Regulation (EU) 2023/2486 of June 27, 2023, which supplements Regulation (EU) 2020/852 by adding technical examination criteria used to determine under what conditions an economic activity can be considered as contributing substantially to the four environmental objectives and modifying the methodologies and formats for publication of information, has since been adopted.

For **Infotel**, the reporting scope for the three indicators (revenue, CAPEX and OPEX) covers the sites in France and Monaco, excluding other foreign subsidiaries, as their impact is deemed immaterial and therefore they are not included in the data presented below.

(i) Share of revenue associated with economic activities eligible for and aligned with the European taxonomy

Six environmental objectives subject to analysis for 2023:

- "*Climate change mitigation";*
- "*Climate change adaptation";*
- "*Sustainable use and protection of aquatic and marine resources*";
- "*Transition to a circular economy*";
- "*Pollution prevention and control*"; and
- "*Protection and restoration of biodiversity and ecosystems*".

Analysis of the first two objectives:

With regard to the activity listed in paragraph 8.2. of Annex II of the Delegated Regulation of June 4, 2021, entitled "*Computer programming, consultancy and related activities*", in the *Information and Communication* sector, as specified by the European Commission in this Delegated Regulation, there is a degree of ambivalence in terms of sustainability in this sector.

The European Commission states that, "*The information and communication sector is a constantly growing sector representing an increasing share in greenhouse gas emissions. At the same time, information and communication technologies have the potential to contribute to climate change mitigation and to reduce greenhouse gas emissions in other sectors, such as by providing solutions that may help decision making enabling greenhouse gas emission reductions."* (Paragraph 38 of the Delegated Regulation of June 4, 2021).

Under the objectives of climate change mitigation and climate change adaptation, at the current stage of European regulation, activities 8.2. "*Computer programming, consultancy and related activities*" (Annex II to the Delegated Regulation) and activity 8.2 "*Data-driven solutions for GHG emissions reductions*" (Annex I to the Delegated Regulation) are considered eligible.

In **Infotel's** case, to calculate the portion of revenue associated with the economic activities eligible for the European taxonomy, it must demonstrate that the revenue generated by the Group is derived from computing, digital and software solutions that, through their functionalities, enable climate change mitigation or adaptation.

For fiscal year 2023, an analysis of IT and software solutions was carried out in order to establish, on a case-by-case basis, their respective impacts on climate change mitigation and adaptation, particularly on the reduction of greenhouse gas emissions.

The following IT solutions have been identified:

- ENEDIS TEM: development of the management platform and monitoring of collective self-consumption uses.
- Air France: service to improve the management of flight plans, including optimization of fuel consumption.
- APRR: roll-out of the Infoscope Green eco-design offering to reduce the environmental impact of software developments.
- Liberté Watts: Development of artificial intelligence (AI) models that can be used to predict the CO_2 equivalent of electricity production region-by-region in France and the voltage on the power grid

(Consumption/Production) in France, consisting in encouraging households to use less power in the event of a risk of electricity production with a high CO_2 rate or a risk of a power surge. Work on these two models was selected for the research tax credit (760 man-days).

- IBA: Roll-out of the iDBA-Online product for a banking client that automates the upkeep of the Db2 database and saves 4 hours of Mainframe calculations in four major client systems with a 70% reduction in consumption.

The revenue associated with the solutions and software developed by **Infotel** that can be qualified as eligible under the taxonomy, totals €1,298k (activity 8.2 "*Data-driven solutions for GHG emissions*"), representing 0.4% of **Infotel**'s total revenue. To date, this eligible revenue is not considered to be aligned.

Analysis of the other four objectives:

The economic activities targeted by the objective of contributing to the "*sustainable use and protection of aquatic and marine resources*" ("*water*") are Manufacture, installation and associated services for leakage control technologies enabling leakage reduction and prevention in water supply systems, Water supply, sewerage, waste management and remediation activities, Disaster risk management and the Provision of IT/OT data-driven solutions for leakage reduction.

The analysis of listed activities and the technical examination criteria of the European regulation leads to the following conclusion: the services sold by Infotel are not relevant and thus no activity is eligible for the 3rd objective.

The economic activities targeted by the objective of contributing to the "*transition to a circular economy*" ("*circular economy*") are i) Manufacturing (Manufacture of plastic packaging goods, Manufacture of electrical and electronic equipment), ii) Water supply, sewerage, waste management and remediation, iii) Construction and real estate activities (Construction of new buildings, Renovation of existing buildings, Demolition and wrecking of buildings and other structures, Maintenance of roads and motorways, Use of concrete in civil engineering), iv) Information and Communication (provision of IT/OT data-driven solutions), v) Services (Repair, refurbishment and remanufacturing, Sale of spare parts, Preparation for re-use of end-of-life products and components, Sale of second-hand goods, Product-as-a-service and other circular use- and result-oriented service models, Marketplace for the trade in second-hand goods for reuse).

The analysis of listed activities and the technical examination criteria of the European regulation leads to the following conclusion: the services provided by Infotel are not relevant and thus no activity is eligible for the 4th objective.

The economic activities covered by the objective of contributing to "*pollution prevention and control*" ("*pollution*") are i) Manufacturing (Manufacture of active pharmaceutical ingredients (APIs) or active substances, Manufacture of pharmaceutical products), ii) Water supply, sewerage, waste management and remediation (Collection and transport of hazardous waste, Treatment of hazardous waste, Remediation of legally non-conforming landfills and abandoned or illegal waste dumps, and Remediation of contaminated sites and areas).

The analysis of listed activities and the technical examination criteria of the European regulation leads to the following conclusion: the services provided by Infotel are not relevant and thus no activity is eligible for the 5th objective.

The economic activities targeted by the objective of "*protection and restoration of biodiversity and ecosystems"* (*"biodiversity"*) are i) Environmental protection and restoration activities (Conservation, including restoration, of habitats, ecosystems and species), ii) Accommodation activities (Hotels, holiday, camping grounds and similar accommodation).

The analysis of listed activities and the technical examination criteria of the European regulation leads to the following conclusion: the services provided by Infotel are not relevant and thus no activity is eligible for the 6th objective.

The results relating to revenue can therefore be summarized as follows, in accordance with the format used to present the key performance indicators of non-financial companies listed in Annex V of Commission Delegated Regulation (EU) 2023/2486:

Proportion of turnover from products or services associated with Taxonomy-aligned economic activities – disclosure covering year 2023																			
				Substantial contribution criteria						DNSH criteria (does no significant harm)									
		Absolute turnover	Proportion of turnover	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Minimum safeguards	Taxonomy-aligned proportion of revenue, Year N-1	Category (enabling activity)	Category (transitional activity)
Economic activities	Code(s)	Currency (€m)	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E/T	
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
Turnover of environmentally sustainable activities (taxonomy-aligned) (A.1)	NA	0	0%	0%	0%		0%	0%	0%	NA	NA	NA	NA	NA	NA	NA	0%	NA	NA
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Turnover of taxonomy-eligible but not environmentally sustainable activities (not taxonomy-aligned activities) (A.2.)	CCM 8.2	1.298	0.4%																
Total A (A.1. + A.2.)	NA	1.298	0%														0%		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy-non-eligible activities (B)	NA	306.25	99.6 %																
Total A+B	NA	307.55	100 %																

(ii) Capital expenditure (CapEx) eligible for and aligned with the European Taxonomy

Infotel Group conducted a review of the definition of the numerator of the key performance indicator relating to capital expenditure (CapEx) set out in point 1.1.2.2 of Annex I to the Delegated Regulation and the draft FAQ published by the European Commission on February 2, 2022 (question 11), specifying eligible capital expenditure.

Infotel Group concluded that:

a) the amount of capital expenditure related to assets or processes associated with economic activities that qualify as environmentally sustainable shall be zero;

b) the amount of capital expenditure forming part of a plan to expand eligible economic activities under the taxonomy or to allow economic activities eligible for the taxonomy to align with the taxonomy shall be zero;

c) the amount of CapEx associated with the purchase of the production of economic activities eligible for the taxonomy, as well as individual measures enabling targeted activities to become low carbon activities or to achieve reductions in greenhouse gas emissions, in particular the activities listed in points 7.3 to 7.6 of Annex I to the Delegated Act on the Climate and the other economic activities listed in the delegated acts adopted pursuant to Article 10(3), Article 11(3), Article 12(2), Article 13(2), Article 14(2) and Article 15(2) of the Taxonomy Regulation, amounted to €3,412k for the year ended December 31, 2023 (€8,846k for 2022).

Infotel Group has adopted an approach whereby capital expenditure related to buildings and company cars purchased or leased during the fiscal year are considered “eligible” within the meaning of the European regulation,

provided that they can be considered as contributing to the objectives set out in the European regulation. For leased assets, new contracts, renewals, revaluations and extensions were taken into account in the calculation of the numerator.

Infotel Group has reviewed the definition of the denominator of the key performance indicator for capital expenditure as set out in point 1.1.2.1 of Annex 1 to the Delegated Regulation. Total CapEx consisting of acquisitions and changes in consolidation scope as reported in Notes 12.1 - Intangible assets, excluding goodwill, 12.3 - Property, plant and equipment and 12.4 - Leases (Section 5.2 “Consolidated financial statements”) amounted to €7,475k for the year ended December 31, 2023 (€12,855k for 2022).

Consequently, the key performance indicator for capital expenditure was 45.65% for 2023 (68.81% in 2022).

The results relating to CAPEX can therefore be summarized as follows, in accordance with the format used to present the key performance indicators of non-financial companies listed in Annex V of Commission Delegated Regulation (EU) 2023/2486:

Proportion of CapEx from products or services associated with Taxonomy-aligned economic activities – disclosure covering 2023																			
				Substantial contribution criteria						DNSH criteria (does no significant harm)									
		Absolute CapEx	Proportion of CapEx	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Minimum safeguards	Taxonomy-aligned proportion of CapEx, Year N-1	Category (enabling activity)	Category (transitional activity)
Economic activities	Code(s)	Currency (€m)	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E/T	
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
Transport by motorbikes, passenger cars and light commercial vehicles		**0**	**0.00%**	**0.00%**	**0%**	**0%**	**0%**	**0%**	**0%**								**NA**	**NA**	**NA**
Acquisition and ownership of buildings		**0**	**0.00%**	**0.00%**	**0%**	**0%**	**0%**	**0%**	**0%**								**NA**	**NA**	**NA**
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1.)		**0**	**0.00%**	**0.00%**	**0%**	**0%**	**0%**	**0%**	**0%**										
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Transport by motorbikes, passenger cars and light commercial vehicles		**0.000**	**0.00%**	**100%**	**0%**	**0%**	**0%**	**0%**	**0%**								**NA**	**NA**	**NA**
Acquisition and ownership of buildings	**CCM 8.2**	**3.412**	**45.65%**	**100%**	**0%**	**0%**	**0%**	**0%**	**0%**								**NA**	**NA**	**NA**
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2.)		**3.412**	**45.65%**																
Total A (A.1. + A.2.)		**3.412**	**45.65%**																
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy-non-eligible activities (A.2.)		**4.063**	**57.35%**																
Total A+B		**7.475**	**100.00%**																
Comment: As the analysis of the qualification of eligible CapEx as Taxonomy-aligned or not aligned is ongoing for the two categories, eligible CapEx are currently considered as non-aligned for reasons of caution.																			

(iii) Operating expenses (OpEx) eligible for and aligned with the European Taxonomy

Operating expenses (OpEx) as defined by the European Taxonomy correspond to the cost of maintaining and repairing tangible assets, building renovation costs, research and development costs, and uncapitalized rental costs, which do not represent **Infotel’s** core business and therefore account for a small portion of total operating expenses.

It should be noted that **Infotel's** business model primarily generates operating expenses related to personnel costs and sub-contracting expenses. As a result, **Infotel** applies the materiality exemption for this indicator.

The results relating to OpEx can therefore be summarized as follows, in accordance with the format used to present the key performance indicators of non-financial companies listed in Annex V of Commission Delegated Regulation (EU) 2023/2486:

Proportion of OpEx from products or services associated with Taxonomy-aligned economic activities – disclosure covering 2023																			
				Substantial contribution criteria						DNSH criteria (does no significant harm)									
		Absolute OpEx	Proportion of OpEx	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Climate change mitigation	Climate change adaptation	Water	Circular economy	Pollution	Biodiversity	Minimum safeguards	Taxonomy-aligned proportion of OpEx, Year N-1	Category (enabling activity)	Category (transitional activity)
Economic activities	Code(s)	Currency (€m)	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	N/A	N/A
A. TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1 Environmentally sustainable activities (Taxonomy-aligned)																			
OPEX of environmentally sustainable activities (Taxonomy-aligned) (A.1.)	NA	0	0%	0%	0%	0%	0%	0%	0%	NA	NA	NA	NA	NA	NA	NA	0%	NA	NA
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
OPEX of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2.)	NA	0	0%																
Total A (A.1. + A.2.)	NA	0	0%																
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy-non-eligible activities (B)	NA	0	0%																
Total A+B	NA	0	0%																

15.8. INDEPENDENT THIRD-PARTY REPORT ON THE NON-FINANCIAL PERFORMANCE STATEMENT

Independent Third-Party Report on the verification of the Consolidated Non-Financial Performance Statement

Fiscal year ended December 31, 2023

To the shareholders,

In our capacity as independent third party ("third party") for your company (hereafter the "entity"), accredited by COFRAC (Cofrac Inspection Accreditation under No. 3-1886, scope available at www.cofrac.fr), we conducted work to formulate a reasoned opinion expressing a conclusion of moderate assurance on the historical information (recorded or extrapolated) provided in the consolidated Non-Financial Performance Statement prepared in accordance with the entity's procedures (hereinafter referred to as the "Standards") for the year ended December 31, 2023 (hereinafter the "Information" and the "Statement"), presented in the Group management report in accordance with the legal and regulatory 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 that we have implemented, as described in the "Nature and scope of work" section, and the information we have collected, we have not found any material misstatements likely to call into question the fact that the Statement complies with the applicable regulatory provisions and that the Information, taken as a whole, is presented in a fair manner in accordance with the Standards.

Preparation of the Statement

The absence of generally accepted and commonly used terms of reference or established practices to assess and measure the Information makes it possible to use different but acceptable measurement techniques that may affect comparability between entities and over time.

Consequently, the Information must be read and understood by referring to the Standard, the material elements of which are presented in the Statement and are available on the website or from the entity's head office on request.

Limitations inherent in preparing the information related to the Statement

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

Responsibility of the entity

Management is responsible for:

- selecting or establishing appropriate criteria for the preparation of the Information;
- preparing a Statement in accordance with legal and regulatory requirements, 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 provided for in Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- preparing the Statement in accordance with the entity's Standards as mentioned above;
- implementing the internal controls it deems necessary for the preparation of Information that does not contain material misstatements, whether due to fraud or error.

The Statement was prepared by applying the entity's Standards as mentioned above.

Responsibility of the independent third party

On the basis of the work we carry out, we are responsible for formulating 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 information provided pursuant to paragraph 3 of I and II of Article R.225-105 of the French Commercial Code, namely the results of the policies, including key performance indicators, and the actions relating to the main risks, hereinafter the "Information".

As it is our responsibility to make an independent conclusion on the information as prepared by management, we are not allowed to be involved in the preparation of such Information, as this could compromise our independence.

It is not our responsibility to assess:

- compliance by the entity with other applicable legal and regulatory provisions, particularly with regard to information provided for in Article 8 of Regulation (EU) 2020/852 (green taxonomy), the duty of care plan, and the fight against corruption and tax avoidance;
- the fairness of the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- compliance of products and services with applicable regulations.

Applicable regulatory provisions and professional standards

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 program consisting of our own procedures, and the professional doctrine of the *Compagnie nationale des commissaires aux comptes* (French National Auditing Authority) pertaining to this audit, in particular the technical opinion of the *Compagnie nationale des commissaires aux comptes*, Audits - Audits conducted by the Independent Third-Party Organization - Non-Financial Performance Statement, serving as an audit program, and international standard ISAE 3000 (revised)[1].

Independence and quality control

Our independence is defined by the provisions of Article L.821-28 of the French Commercial Code and the Code of Ethics for the auditing profession. In addition, we have implemented a system of quality control including documented policies and procedures ensuring compliance with the applicable legal and regulatory requirements, rules of ethics, and professional standards set by the French Institute of Statutory Auditors with respect to this assignment.

Means and resources

Our work was performed by a team of three people over a total of three weeks between March 2024 and April 2024. To help us in carrying out this work, we worked with our specialists in sustainable development and social responsibility. We conducted five interviews with those in charge of drawing up the Statement.

Nature and extent of our work

We planned and carried out our work taking into account the risk of material misstatement of the Information.
We believe that the procedures that we applied in exercising our professional judgment allow us to make a conclusion of moderate assurance:

- We took note of the activity of all the companies included in the scope of consolidation as well as the report on the main risks.
- We have assessed the appropriateness of the Standards in terms of their relevance, comprehensiveness, reliability, neutrality and comprehensibility, taking into account, where applicable, the sector's best practices.
- We confirmed that the Statement covers every category of information provided for in Article L.225-102-1 III of the French Commercial Code in respect of social and environmental issues as well as respect for human rights and the fight against corruption and tax evasion.
- We verified that the Statement presents the information provided for in Article R. 225-105 II of the French Commercial Code, where relevant with respect to the main risks.
- We verified that the Statement presents the business model and describes the main risks relating to the Group's business activity, including, where relevant and proportionate, the risks generated by its business

[1] ISAE 3000 (revised) - Assurance engagements other than audits or reviews of historical financial information

relations, products or services as well as policies, measures and outcomes, including key performance indicators for the main risks;

- We consulted the documentary sources and conducted interviews to:
  - assess the process of selecting and validating the main risks as well as the consistency of the results and the key performance indicators selected with regard to the main risks and policies presented; and
  - corroborate the qualitative information (action and results) we deemed to be the most significant[2]. We focused our work on the consolidating entity level.
- We confirmed that the Statement covers the consolidated field, namely all the companies included in the field of consolidation as defined in Article L.233-16 in compliance with the limits specified by the Statement.
- We reviewed the internal control and risk management procedures implemented by the entity and we assessed the data collection process established by the entity for the comprehensive nature and fairness of the Information.
- For the key performance indicators and other quantitative outcomes that in our judgment were of most significance[3], applied:
  - Analytical procedures consisting of confirming the correct consolidation of the collected data as well as the coherence of subsequent changes;
  - Detailed tests based on surveys or other sampling methods, consisting of checking the correct application of the definitions and procedures and matching the data with supporting documents.
- We assessed the overall consistency of the Statement in relation to our knowledge of all the entities included in the consolidation scope.

The procedures implemented to establish moderate assurance are less extensive than those required for reasonable assurance carried out in accordance with the professional standards set by the French Institute of Statutory Auditors; higher level assurance would have required more extensive verification work.

Paris-La Défense, April 25, 2024
The Independent Third Party,

Deloitte & Associés

Cécile Rémy
Partner, Audit

Hélène De Bie
Associate, ESG Audit

[2] Qualitative information selected: Gender equality index; Scope 3 emissions related to purchased products and services.

[3] Quantitative information selected: Total headcount at 31/12; Arrivals (permanent and professional training contracts); Redundancies (economic and other reasons); Departures (permanent and professional training contracts); Absenteeism reasons and rate; Number of training hours; Quantity of paper and cardboard waste generated; Quantity of WEEE generated; Electricity consumption; Scope 3 emissions related to commuting; Scope 2 emissions related to electricity consumption.

16. MAJOR SHAREHOLDERS

16.1. CHANGES IN THE BREAKDOWN OF CAPITAL STOCK OVER THE LAST THREE YEARS

To the Company's knowledge, the holders of **Infotel** common stock are:

	Situation at 12/31/2021			Situation at 12/31/2022			Situation at 12/31/2023		
Shareholder structure	Number of shares	% of share capital	% voting rights	Number of shares	% of share capital	% voting rights	Number of shares	% of share capital	% voting rights
Bernard Lafforet	1,850,635	27.13	37.97	1,850,635	26.86	37.57	1,850,635	26.86	37.09
Michel Koutchouk	386,800	5.67	7.94	386,800	5.61	7.85	386,800	5.61	7.75
Josyane Muller	86,000	1.26	1.76	68,000	0.99	1.38	54,000	0.78	1.08
Éric Fabretti	70,039	1.03	1.34	61,764	0.90	1.24	49,755	0.72	0.81
Stéphane Bourva	44,705	0.66	0.46	44,705	0.65	0.60	44,705	0.65	0.90
Frédéric Halluin	42,984	0.63	0.44	42,984	0.62	0.59	42,984	0.62	0.86
Jean Pierre Rivière	41,966	0.62	0.43	41,966	0.61	0.56	36,966	0.54	0.74
Jean-François Castella	31,094	0.46	0.36	31,094	0.45	0.45	31,094	0.45	0.62
Christophe Cerinotti	30,690	0.45	0.31	30,690	0.45	0.38	30,690	0.45	0.62
Stéphane Sawrei	23,971	0.35	0.25	23,971	0.35	0.32	23,971	0.35	0.48
Arnaud Siminski	22,573	0.33	0.23	22,573	0.33	0.34	22,573	0.33	0.45
Total Executives	2,631,457	38.58	51.50	2,605,182	37.81	51.28	2,574,173	37.36	51.40
Treasury stock	0	0	0	0	0	0	0	0	0
Liquidity agreement	2,146	0.03	0	3,430	0.05	0	2,462	0.04	0
Free float	4,187,672	61.39	48.50	4,281,946	62.14	48.72	4,313,923	62.61	48.60
Total	6,821,275	100	100	6,890,558	100	100	6,890,558	100	100

As no treasury shares were held under the share buyback program as at December 31, 2023, the table above does not distinguish between theoretical voting rights and exercisable voting rights, which total 9,979,586.

The issuer's major shareholders, as well as all shareholders whose stock is registered nominatively for at least two years, have double voting rights according to statutory provisions.

To the Company's knowledge, the issuer is not held or more than 50% controlled by one individual or legal entity, taking into account the totality of the stock and voting rights making up the Company's capital stock, of which 62.61% and 48.60% of voting rights are held by the public.

However, it may be considered that Bernard Lafforet exercises *de facto* control of the Company in terms of the percentage of voting rights he holds, compared to the number of rights effectively exercised at the AGM. In this regard, no particular measures have been taken to ensure that this control is not exercised abusively.

To the Company's knowledge, there is no agreement whereby such implementation could, at a later date, involve a change in its control.

The nature of the leading shareholders of **Infotel** since its listing on the stock market in January 1999 shows great stability.

The executives and managers are strongly involved in the Group's expansion and are majority shareholders. On December 31, 2023 they held 37.36% of the capital and 51.40% of voting rights.

On January 3, 2024, employees held 88,200 shares, or 1.28% of the capital stock, through a company savings plan. Representing less than 3% of the capital stock, this holding is not significant.

On December 31, 2023 there were no registered shares acquired by employees according to the conditions of Article L.22-10-59 (2) of the French Commercial Code.

On January 3, 2024, **Infotel** carried out a review of identifiable bearer shares to determine the number of shareholders. Few comparisons against the previous year can be made as the calculation basis has changed this year. 4,364 lines and 3,821 final holders were identified, i.e. 3,773,367 bearer securities identified (99.9% of bearer securities identified) and a total of 3,776,505 bearer securities identified by Euroclear.

To the Company's knowledge, the breakdown of the capital stock and the voting rights has not changed significantly during the last three fiscal years. The executives still hold majority voting rights.

Infotel confirms its eligibility under the SME-Mid-tier share savings plan in compliance with Decree no. 2014-283 of March 4, 2014 taken for the application of Article 70 of the French Finance Act no. 2013-1278 of December 29, 2013 for 2014 and Decree no. 2016-1664 of December 5, 2016 concerning the application of Article 27 of the French Amended Finance Act no. 2015-1786 of December 29, 2015 for 2015. As a result, **Infotel** stock can still be fully integrated in PEA-PME accounts that benefit from the same fiscal advantage as a traditional stock savings plan (PEA).

On December 7, 2015, **Infotel** announced that its shares would be eligible for the French Deferred Settlement System (SRD) of Euronext Paris from December 29, 2016 in the segment "long only".

On January 29, 2016, the **Infotel** share was transferred from compartment C to compartment B of Euronext Paris. Compartment B contains listed companies with a market capitalization between 150 million and 1 billion euros.

On June 15, 2023, **Infotel** joined the Euronext Tech Leaders index of leading and fast-growing tech companies in Europe.

17. RELATED PARTY TRANSACTIONS

These transactions are described in paragraph 6.2.13 “Other Information Related to Subsidiaries” on page 51.

The “Statutory Auditors’ special report on related-party agreements” covered in section 18.4.3 on page 167 does not mention any related party transactions.

There are no transactions with related parties.

18. FINANCIAL INFORMATION CONCERNING THE ISSUER'S ASSETS AND LIABILITIES, FINANCIAL POSITION AND RESULTS

18.1. HISTORICAL FINANCIAL INFORMATION

The key financial information presented was verified and must be read in reference to the comments by the management board regarding the financial statements and financial position of the company, the consolidated financial statements and their notes, as well as other financial information appearing in this universal registration document.
Information on previous fiscal years is available in the registration documents for previous years that can be viewed on our website: www.infotel.com, in the section:
Investors > Reports and Reference Documents.
The financial information is prepared in accordance with International Financial Reporting Standards as adopted by the European Union in Regulation (EC) 1606/2002.
Pursuant to Article 19 of Regulation (EU) 2017/1129 of June 14, 2017, the following information is included for reference in this universal registration document:

- the consolidated financial statements and audit reports for the year ending December 31, 2022 appear on pages 113-139 and 153-156 of the 2022 Registration Document, filed with the French Financial Markets Authority on April 28, 2023 under number D.23-0387; the annual financial statements and audit reports for the year ending December 31, 2022 appear on pages 140-152 and 157-160 of the same document, the analysis of the financial position and results appear on pages 53 and 54, the investments on page 32 and 33, and the related party transactions on page 111 of this document;
- the consolidated financial statements and audit reports for the year ending December 31, 2021 appear on pages 109-135 and 149-152 of the 2021 Registration Document, filed with the French Financial Markets Authority on April 29, 2022 under number D.22-0387; the annual financial statements and audit reports for the year ending December 31, 2021 appear on pages 136-148 and 153-156 of the same document, the analysis of the financial position and results appear on pages 51 and 52, the investments on page 31 and 32, and the related party transactions on page 107 of this document;
- the consolidated financial statements and audit reports for the year ended December 31, 2020 appear on pages 101-130 and 144-147 of the 2020 Registration Document, filed with the French Financial Markets Authority on April 29, 2021 under number D.21-0389; the annual financial statements and audit reports for the year ended December 31, 2020 appear on pages 131-143 and 148-151 of the same document, the analysis of the financial position and results appear on pages 49 and 50, investments on page 28 and 29, and related party transactions on page 99 of this document.

The parts not included in these documents are either not applicable for the investor or covered in another part of the above-mentioned registration documents.

18.2. SUMMARY CONSOLIDATED FINANCIAL STATEMENTS

18.2.1. Consolidated Balance Sheet

18.2.1.1. Assets

ASSETS *(in thousands of euros)*	**Notes**	**12/31/2023**	**12/31/2022 ***
Goodwill	1	13,519	12,947
Right-of-use assets	2	29,520	31,826
Intangible fixed assets	2	8,047	7,479
Property, plant and equipment	3	5,050	5,453
Other financial assets	4	16,449	16,386
Equity-accounted securities		0	0
Deferred tax assets	14	2,747	2,667
NON-CURRENT ASSETS		**75,331**	**76,760**
Trade receivables	5	71,913	74,304
Other receivables	6	10,658	11,146
Current tax assets	9	1,075	0
Cash and cash equivalents	8	96,906	97,804
CURRENT ASSETS		**180,552**	**183,254**
TOTAL ASSETS		**255,883**	**260,014**

* See note 18.2.6.3 “Comparability of financial statements”

18.2.1.2. Liabilities

LIABILITIES *(in thousands of euros)*	**Notes**	**12/31/2023**	**12/31/2022 ***
Capital	10	2,756	2,756
Capital reserves		7,590	7,590
Accumulated comprehensive income		107,537	103,515
Treasury stock	10	(124)	(179)
GROUP EQUITY		**117,759**	**113,682**
Non-controlling interests		121	2,013
SHAREHOLDERS' EQUITY		**117,880**	**115,696**
Loans and other long-term debts		332	276
Non-current lease liabilities	13	26,681	29,105
Provisions	11	4,534	3,680
Deferred taxes	14	37	46
NON-CURRENT LIABILITIES		**31,585**	**33,107**
Current lease liabilities	12 - 13	5,258	5,045
Suppliers	12 - 13	29,023	33,927
Other liabilities	12 - 13	72,137	71,455
Current tax liabilities	13	0	784
CURRENT LIABILITIES		**106,418**	**111,212**
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**255,883**	**260,014**

* See note 18.2.6.3 "Comparability of financial statements"

18.2.2. Income Statement and Statement of Comprehensive Income

In thousands of euros	**Notes**	**12/31/2023**	**12/31/2022 ***
Revenue	**15**	**307,547**	**300,418**
Purchases consumed		(224)	(280)
Personnel expenses	17	(127,377)	(113,613)
External costs	16	(140,103)	(143,057)
Taxes and duties		(4,809)	(4,450)
Depreciation & amortization		(10,170)	(9,284)
Provisions		(34)	(0)
Other operating income and expenses		42	52
CURRENT OPERATING INCOME		**24,874**	**29,785**
Other operating income and expenses			0
NET OPERATING INCOME		**24,874**	**29,785**
Financial Income	18	1,800	340
Financial expenses	18	(1,110)	(959)
NET FINANCIAL INCOME	**18**	**689**	**(619)**
Income tax expense	19	(7,051)	(7,895)
Share of profits of companies accounted for by the equity method		0	0
NET INCOME FOR THE PERIOD		**18,512**	**21,271**
Group share		18,073	20,333
Non-controlling interests	20	439	939

Basic earnings per share - Group share	21	2.62	2.95
Diluted earnings per share - Group share	21	2.61	2.95

* See note 18.2.6.3 “Comparability of financial statements”

In thousands of euros	**12/31/2023**	**12/31/2022**
NET INCOME FOR THE PERIOD	**18,512**	**21,271**
Gains and losses recognized directly in equity	(8)	578
COMPREHENSIVE INCOME FOR THE PERIOD	**18,504**	**21,849**
Group share	18,045	20,962
Non-controlling interests	459	887

18.2.3. Statement of Cash Flows

In thousands of euros	12/31/2023	12/31/2022 *
NET INCOME FOR THE PERIOD	**18,512**	**21,271**
Free Share Plan expenses	2,620	0
Depreciation/amortization and provisions for risks and charges	10,486	8,998
Gains or losses on disposals of assets	(0)	(8)
Share of income from companies accounted for by the equity method	0	0
Other	0	0
CASH FLOW AFTER COST OF NET FINANCIAL DEBT AND TAXES	**31,619**	**30,262**
Cost of net financial debt	(689)	619
Tax expense (including deferred taxes)	7,051	7,895
CASH FLOW BEFORE COST OF NET FINANCIAL DEBT AND TAXES	**37,980**	**38,776**
Taxes paid	(8,974)	(7,825)
Change in WCR related to business operations	(2,858)	(4,587)
NET CASH FLOW GENERATED BY ACTIVITIES	**26,149**	**26,364**
Acquisitions of property, plant and equipment and intangible assets	(4,393)	(4,655)
Acquisitions of financial fixed assets net of disposals	(56)	(15,134)
Proceeds from sale of assets	0	42
Acquisition of securities	(4,129)	(1)
Impact of changes in scope	102	17
NET CASH FLOW FROM INVESTMENT ACTIVITIES	**(8,475)**	**(19,732)**
Capital increase (including subscription of options)	0	0
Repurchase and resale of own shares (net of corporate tax)	53	(60)
Dividends paid to the shareholders of the parent company	(13,776)	(11,021)
Dividends paid to non-controlling interests in subsidiaries	(350)	(256)
Repayment of lease liabilities	(5,280)	(4,735)
Loan subscription	67	297
Loan repayment	0	(1)
Net interest	689	(689)
Other flows from financing activities	(56)	0
NET CASH FLOW FROM FINANCING ACTIVITIES	**(18,653)**	**(16,464)**
Impact of exchange rate fluctuations	81	(122)
Change in net cash position	**(898)**	**(9,954)**
Opening cash position	**97,804**	**107,758**
Closing cash position	**96,906**	**97,804**

* See note 18.2.6.3 “Comparability of financial statements”

18.2.4. Consolidated Statement of Changes in Equity

in thousands of euros	Capital	Capital reserves	Treasury stock	Reserves and consolidated results	Equity - Group share	Non-controlling interests	Total shareholders' equity
Equity at December 31, 2021	**2,756**	**7,588**	**(111)**	**93,511**	**103,744**	**1,380**	**105,124**
Net income for the fiscal year				20,333	20,333	939	21,271
Actuarial change				739	739	4	743
Translation adjustments				(109)	(109)	(56)	(165)
Sub-total Comprehensive income				**20,963**	**20,963**	**887**	**21,849**
Changes in capital stock and stock option plan				0	0		0
Allocations to reserves		3		(3)	0		0
Treasury stock operations			(68)	8	(60)		(60)
Dividends				(11,021)	(11,021)	(256)	(11,277)
Free shares awarded				0	0	0	0
Other / Changes in scope				57	57	1	58
Equity at December 31, 2022 *	**2,756**	**7,590**	**(179)**	**103,516**	**113,682**	**2,013**	**115,696**
Net income for the fiscal year				18,073	18,073	439	18,512
Actuarial change				(77)	(77)	0	(77)
Translation adjustments				49	49	20	69
Sub-total Comprehensive income				***18,045***	***18,045***	***459***	***18,504***
Changes in capital stock and stock option plan				0	0		0
Allocations to reserves					0		0
Treasury stock operations			55	(2)	53		53
Dividends				(13,776)	(13,776)	(350)	(14,126)
Free shares awarded				2,620	2,620	0	2,620
Other / Changes in scope				(2,866)	(2,866)	(2,002)	(4,867)
Equity at December 31, 2023	**2,756**	**7,590**	**(124)**	**107,537**	**117,759**	**120**	**117,880**

* See note 18.2.6.3 "Comparability of financial statements"

18.2.5. General Information

Infotel SA ("the Company") is a corporation registered in France.

Infotel primarily engages in software development, marketing and maintenance activities through its subsidiaries Infotel Corporation and Insoft Infotel Software GmbH. Its other subsidiaries Infotel Conseil, Infotel Monaco, OAIO, Coach'Is, Collaboractif, Infotel Consulting UK, Infotel IT Consulting, Infotel Canada and Groupe Adaming Maroc are engaged in IT service provision.

The Consolidated Financial Statements include the Company and its subsidiaries (collectively called "the Group").

The information disclosed in the notes to the financial statements is an integral part thereof. Unless otherwise stated, these financial statements are expressed in thousands of euros, the euro being the reporting currency of the Group.

The Consolidated Financial Statements were approved by the Board of Directors on April 24, 2024 in accordance with the going-concern principle; they will be submitted for approval at the Ordinary General Shareholders' Meeting on May 22, 2024.

18.2.6. Accounting Principles and Methods

18.2.6.1. Basis of Preparation

In accordance with European Regulation EC 1606/2002 of the European Parliament dated July 19, 2002 on the application of international accounting standards, Infotel Group's consolidated financial statements for the year ended December 31, 2022 were prepared in accordance with International Financial Reporting Standards (IFRS), as adopted by the European Union.

The accounting principles applied for the preparation of the annual consolidated financial statements as at December 31, 2023 are consistent with those applied for the annual consolidated financial statements as at December 31, 2022, with the exception of the standards and interpretations adopted in the European Union, applicable for the Group as from January 1, 2023.

18.2.6.2. Changes in Accounting Standards in 2023

IFRS, IFRIC interpretations or amendments with mandatory application from December 31, 2023

Amendments to IAS 12
On May 7 2021, the IASB issued an amendment to IAS 12 on the initial recognition of deferred taxes relating to assets and liabilities arising from the same transaction. These changes apply to transactions for which the entity recognizes both an asset and a liability, such as leases or decommissioning obligations. This amendment was adopted by the European
Union on August 11, 2022. The impact analysis was finalized and a restatement on opening equity was made for €595k at January 1, 2023. (see note 18.2.6.3 "Comparability of financial statements").

Amendment to IAS 1 - Disclosure of Material Accounting Policy Information
On February 12, 2021, the IASB issued an amendment to IAS 1 on the disclosure of material accounting policy information by entities instead of significant accounting policies.
This amendment was adopted by the European Union on March 2, 2022. The impacts of this amendment are not material for the Group.

Amendment to IAS 8 - Definition of Accounting Estimates
On February 12, 2021, the IASB issued an amendment to IAS 8 clarifying the definition of accounting estimates without changing the concept.
This amendment was adopted by the European Union on March 2, 2022. The impacts of this amendment are not material for the Group.

The main IFRS standards, amendments and interpretations in force within the European Union, with mandatory application from January 1, 2024 are:

Amendment to IFRS 16 - Lease liability in a sale and leaseback
On September 22, 2022, the IASB issued an amendment to IFRS 16 relating to the initial and subsequent measurement of right-of-use assets and lease liabilities arising from a sale-leaseback transaction.
This amendment was adopted by the European Union on November 20, 2023. The impacts of this amendment are not material for the Group.

Amendments to IAS 1 - Classification of Liabilities as Current or Non-Current
The IASB published amendments to IAS 1 between January 2020 and October 2022 relating to the classification of current or non-current liabilities for liabilities with covenants and convertible debt. These amendments were adopted by the European Union on December 19, 2023.

Amendment to IAS 7 and IFRS 7 - Supplier Finance Arrangements
On May 25, 2023, the IASB issued an amendment to IAS 7 and IFRS 7 relating to disclosures in financial statements on the impacts of supplier finance arrangements, such as reverse factoring arrangements, on an entity's financial condition, cash flows and exposure to liquidity risk.
An examination of the impacts resulting from the application of these amendments to standards is underway. At this stage, the impacts on the Group do not appear to be material.

18.2.6.3. Comparability of financial statements

The impacts of the new amendment to IAS 12 and the reclassification of the negotiable medium-term note ("BMTN") on the published 2022 financial statements are presented below:

In thousands of euros	Dec-22 - Published	Restatement - Amendment to IAS 12	Restatement - BMTN reclassification	Dec-22 - Restated
Financial assets	1,387		15,000	16,387
Cash assets	112,804		- 15,000	97,804
Deferred tax assets	2,072	595		2,667
Total assets	**259,419**	**595**		**260,014**
Group equity	113,087	595		113,682
Total liabilities	**259,419**	**595**		**260,014**
Net income Group share	**21,252**	**19**		**21,271**

The amendment to IAS 12 also increased deferred taxes in the published 2022 income statement by €19k.

The reclassification of the negotiable medium-term note also impacted acquisitions of financial assets and net cash in the published 2022 cash flow statement by €15,000k.

18.2.6.4. Significant accounting method

Rules of consolidation and scope

The companies over which **Infotel** has direct or indirect control are fully consolidated.
The companies over which **Infotel** has significant influence are accounted for using the equity method.
The financial statements of the subsidiaries are incorporated in the consolidated financial statements from the date on which control is obtained until the date on which such control ceases.
All Group companies have a closing date of December 31 except for Infotel IT Consulting, whose closing date is March 31.

Intra-group transactions removed from the financial statements

Balances, underlying profit and loss, income and expenses from intra-group transactions have been removed during the preparation of the consolidated financial statements. Underlying losses have been removed in the same way as underlying profit, but only where they are not representative of a loss in value.

Foreign currency transactions

Foreign currency transactions are translated using the exchange rate prevailing at the date of the transaction. Monetary assets and liabilities denominated in foreign currency at the end of the period are translated into euros by using the exchange rate prevailing at that date. Translation adjustments are accounted for in income or expenses. Non-monetary assets and liabilities in foreign currency that are valued at historical cost are translated into euros using the exchange rate prevailing at the transaction date.

Financial statements of foreign subsidiaries

Goodwill and fair value adjustments treated as assets and liabilities of the foreign entity are translated into euros by using the exchange rate prevailing the end of the fiscal year. Income and expenses of the foreign entity are translated into euros using the average rates that approximate the exchange rate at the dates of the transaction. Translation adjustments are recorded in a translation reserve, a separate component of shareholders' equity, and in non-controlling interests.

The exchange rates applied for the main currencies are as follows (currencies outside the Eurozone):

Indicative exchange rate against EUR		Average exchange rate 2023	Average exchange rate 2022	Rate at year-end 2023	Rate at year-end 2022
Indian rupee	INR	0.011195	0.012180	0.01088	0.01128
US dollar	USD	0.92456	0.94887	0.90497	0.93756
Pound sterling	GBP	1.14954	1.17286	1.15062	1.12748
Canadian Dollar	CAD	0.68512		0.68297	
Moroccan Dirham	MAD	0.09127		0.09140	

Translation methods

In the application of IAS 21 "The Effects of Changes in Foreign Exchange Rates", all subsidiaries of the Group express operations in the most representative currency of their economic environment, the functional currency. Functional currencies are as follows: US dollar for Infotel Corporation, Pound sterling for Infotel Consulting UK, Indian rupee for Infotel IT Consulting, Moroccan dirham for Groupe Adaming Maroc, and Canadian dollar for Infotel Canada.

18.2.6.5. Use of Estimates and Assumptions

The preparation of the consolidated financial statements in accordance with IFRS standards requires certain accounting estimates and assumptions to be made that may affect the carrying amount of assets and liabilities, income and expenses, and the disclosures given in the notes.

The estimates and assumptions herein are carried out from prior experience and other factors considered as reasonable in view of the circumstances. They are also used to make the necessary judgments in determining the carrying amounts of assets and liabilities, which could not be obtained directly from other sources. The real values may be different from their estimated values.

Management has been required to exercise its judgment during the application of the Group accounting methods. The areas for which assumptions and estimates may be significant as regards the consolidated financial statements are primarily the assessment of goodwill, the recognition of revenue associated with IBM royalties, and the assessment of development costs.

18.2.6.6. Methods of Valuation

Goodwill

The business combination is accounted for by applying the acquisition method in accordance with IFRS 3 R. According to this method, the buyer recognizes the assets acquired and liabilities assumed at their fair value.
Goodwill represents the difference between the purchase price of securities (including the expected price complements that are recognized and the amounts that can be reliably measured) and the non-controlling interest's share of the fair value of the assets and liabilities and assumed liabilities identified at the acquisition date.
The purchase price is allocated within 12 months of the purchase date. Acquisition costs are covered during the financial year. If goodwill is negative, it is taken directly to profit or loss.
In certain business combinations, when the nature of the customer portfolio held by an entity and the nature of the activity performed must allow the entity to continue its commercial relations in order to create loyalty, relationships with customers are valued as intangible assets and amortized according to the average age of active customers.
Any subsequent change in the equity interest held in a subsidiary that does not result in a loss or acquisition of control is recognized as a new distribution of consolidated equity between the Group share and non-controlling interests.
Commitments to purchase non-controlling interests are recognized as operating liabilities.

Subsequently, goodwill is impacted by each cash-generating unit that is expected to benefit from the business combination. It is subjected to impairment testing (see accounting method described in note 1) annually or more regularly where there are indicators of impairment.
The Group assesses the non-controlling interests during a takeover either at fair value (full goodwill method) or on the basis of their proportional share in the net assets of the company acquired (partial goodwill method). The method is decided according to each acquisition.

Intangible fixed assets

Separately acquired assets

These correspond to software packages acquired and recognized at acquisition cost and software packages, and customer relationships assessed at fair value as part of the reallocation of acquisition prices of entities as part of a business combination. These assets are amortized on a straight-line basis over three to seven years according to their estimated useful life.

Internally generated assets

In the application of IAS 38 *Intangible assets*:

- expenditure on research is recognized as an expense in the fiscal year in which it is incurred;
- software development expenses are recognized as intangible if, and only if, the following six criteria are met:
  - the technical feasibility of completing the intangible asset so that it will be available for use or sale,
  - the intention to complete the intangible asset and use or sell it,
  - the ability to use or sell the intangible asset,
  - how the intangible asset will generate probable future economic benefits,
  - the availability of adequate technical, financial or other resources to complete the development and to use or sell the intangible asset,
  - its ability to measure reliably the expenditure attributable to the intangible asset during its development.

Expenses thus transferred to the asset include direct labor costs. Other development expenses are booked when they are incurred.
Development costs are amortized over the probable life span of the project, which is generally seven years.

Property, plant and equipment

Property, plant and equipment comprises fixtures and fittings, office furniture and equipment, and computer hardware.

Property, plant and equipment is booked at acquisition cost, less cumulated depreciation/amortization and expected loss in value. They are not subject to any reassessment.

The Group factors in the carrying amount of a tangible asset, for the cost of replacement of a component of the tangible asset when this cost is incurred if the economic benefits projected for the asset are for the Group and if its cost can be assessed reliably. All current upkeep and maintenance costs are recorded as expenses when they are incurred.

Depreciation is calculated on a straight-line basis, applying the expected useful life of the different asset categories:

Buildings, facilities	4 to 10 years
Fixtures and fittings	4 to 10 years
Office furniture, office equipment and IT equipment	3 to 8 years
Transport equipment	4 to 5 years

Depreciation is calculated on the acquisition cost, less any residual value. The residual value and the useful life are reviewed at the end of each fiscal year.

There are no leases that transfer substantially all the risks and benefits inherent in ownership of an asset. The lease agreements are simple operating leases.

Leases (IFRS 16)

Leases, as defined by IFRS 16 “Leases”, are recorded on the balance sheet, which results in the recognition of:

- right-of-use assets (i.e. the right to use the leased assets over the term of the lease);
- lease liabilities (in respect of the payment obligation).

On the effective date of a lease, right-of-use assets are measured at cost and mainly include the initial amount of the liability plus, where applicable, advance payments made to the lessor, net of any incentives received from the lessor. Right-of-use assets are amortized on a straight-line basis over the lease term.
When the lease takes effect, the lease liability is recognized at an amount equal to the present value of the lease payments over the term of the lease. The amounts taken into account in respect of lease payments in the valuation of the initial liability are:

- fixed lease payments;
- variable lease payments based on a rate or index, using the rate or index at the effective date of the lease;
- payments to be made by the lessee under a residual value guarantee;
- the exercise price of the call option if its exercise is reasonably certain;
- penalties payable in the event of the exercise of an option to terminate or not renew the contract, if the term of the lease has been determined on the assumption that the lessee would exercise the option.

The change in the lease liability is as follows:

- it is increased in the amount of interest expenses determined by applying the discount rate to the liability, at the start of the period;
- and decreased in the amount of payments made.

The interest expense for the period is expensed in financial income.
In addition, the liability may be remeasured in the following situations:

- revision of the lease term;
- change related to the assessment of whether or not an option is reasonably certain to be exercised;
- re-estimation of residual value guarantees;
- revision of the rates or indices on which lease payments are based when lease payments are adjusted.

Impairment of non-financial assets

IAS 36 *Impairment of Assets* requires the assessment at each reporting date of whether there is any indication that an asset may be impaired. If such indication exists, the entity must assess the recoverable value of the asset.

An entity must also, even in the absence of such impairment:

- test annually an intangible asset with an indefinite useful life;
- perform an impairment test on goodwill acquired in a business combination.

Impairment tests are performed at cash generating unit level (CGU) affecting the assets. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Impairment tests compare the carrying amount and the recoverable amount of cash generating units. The recoverable amount of a CGU represents the highest value between its fair value (generally market price) and its value in use.

The value in use of a CGU is determined according to the discounted future cash flow method:

- flows relating to a 3-year forecasting period;
- flows after this 3-year period calculated by applying an infinite growth rate.

If the carrying amount of the CGU exceeds its recoverable amount, the assets of the CGU must be reduced to their recoverable amount and an impairment loss must be recognized. The impairment loss is entered as goodwill and recognized in the income statement in the section *Other Operating Costs*.

CGU segmentation applied by the Group, and the calculation parameters used for the impairment tests, are given in note 1.

Trade and other receivables

Trade receivables and operating receivables are recognized at amortized cost. They are subject to impairment in the event of collection problems.

Cash and cash equivalents

Cash and cash equivalents include cash, demand deposits, and other investments held for the purpose of meeting short-term cash commitments.

IAS 7 defines cash equivalents as short-term, highly liquid investments that are easily convertible into a known amount of cash and subject to negligible risk of change in value.

Treasury shares and other equity instruments

Shares held by the Group are recognized as a deduction from equity at their acquisition cost. Any profits or losses related to the purchase, sale, issue or cancellation of treasury shares are recognized directly in equity without affecting the result.

Employee benefits

For the defined contribution plans, the Group's payments are indicated as expenses in the fiscal year in which they are incurred.
For the defined contribution plans for post-employment benefits, the contribution costs are estimated using the projected credit unit method. According to this method, the contribution rights are allocated in the periods of service according to the acquisition formula for the plan rights, taking into account a straight-line effect when the rate of acquisition of rights is not uniform during future service periods.
The amounts of future payments corresponding to employee-agreed benefits are assessed on the assumption of future salary increase, end-of-career age, life expectancy, then brought to their current value on the basis of the interest rate of the long-term obligations of the first category issuers.
When the calculation assumptions are revised, the resulting actuarial gains and losses are fully recognized in reserves in accordance with IAS 19. The Group does not apply the corridor approach.
The cost for the fiscal year, corresponding to the sum of the cost of services rendered, of the discounted cost less the performance expected of the assets in the plan, is entirely recognized in "Personnel costs".

Stock-based payment

IFRS 2 "Share-based Payment" deals with transactions performed with employees or other third parties where payment is based on stock.
Its application in the Group concerns stock options granted to employees and free stock allocated to specific employees.
The cost of stock options and free stock plans is determined in relation to the fair value of the equity instruments granted, valued at the allocation date.
The fair value of free stock is determined in relation to the current market value at the allocation date, taking into account the potential dividends paid by the company between the allocation date and the vesting date.

The cost of transactions settled in stock is accounted as an expense, offsetting a corresponding increase in shareholders' equity, for the duration ending on the date on which the employee becomes fully entitled to the allocation. No expense has been recognized for benefits where the holders do not fulfill the conditions required to acquire a definitive claim.
This accounting is done by entry in "Personnel costs", offset directly in shareholders' equity under "Issue premiums".

Provisions

A provision is accounted for where there is an obligation to a third party arising before the end of the fiscal year and when the loss or liability is probable and can be assessed reliably.

Trade and other payables

Trade and other payables are assessed at their fair value during initial accounting, then at amortized cost.

Revenue recognition

The Group is both an IT service company and a software publisher:

- With its consulting, analysis, IT system audit and TPAM (Third-Party Application Maintenance) services, Infotel's service desks deliver fixed-price or cost-plus based services to design, develop, maintain and upgrade management projects incorporating the most advanced methods and techniques, from connected devices to large databases. With its personalized training, Infotel keeps IT engineers' skills up to date.
- The Group has developed software to assist companies in such areas as operational support for large relational databases (security, performance, and management), archiving, data management and application quality and performance.

"Software" activity

Software services include:

- the right to use (license) software and solutions;
- maintenance;
- associated services: installation, configuration, adaptation, training, etc.
- IBM royalties.

The license is accounted for upon delivery, which must be considered fulfilled when all the contractual obligations have been met, i.e., when the services still remaining to be provided are not significant and unlikely to compromise the customer's acceptance of the products delivered or services rendered.
Maintenance, usually billed in advance, is recognized on a pro rata basis.

The services are usually provided on an ongoing basis and are recorded after they are performed, i.e. generally at the time of billing.

The revenue is made up of IBM royalties where quarterly accounting is done during collection. A provision is recorded at the end of the period. In the absence of information from IBM on the date of publication of the revenue, this estimate is determined, as a precautionary measure, by taking the lowest amount in dollars received during the last four quarters, adjusted for cancellations of royalties on sales canceled from one quarter to the next.

"Services" activity

Technical assistance services, consulting, training and projects provided on an ongoing basis
They are recognized when the service is provided, i.e. generally at the time of billing.

Production is examined at each account closing date:

- services rendered but not yet or only partially invoiced are valued according to the contractual selling price and billable time spent. They are recorded as revenue and appear in the balance sheet in "Invoices to be prepared" under "Accounts receivable";
- Services billed but not yet fully performed are deducted from billed turnover and are recorded as liabilities on the balance sheet under "Deferred income" and "Other liabilities".

Fixed-price services
These contracts are characterized by a commitment in terms of price, compliance and time. The services corresponding to this type of contract are recorded according to progress achieved, because at least one of the following conditions is met:

- the client simultaneously receives and consumes the benefits provided by the entity's service, as and when it occurs;
- the entity's service creates or measures an asset over which the client obtains control as it is created or measured;
- the entity's performance does not create an asset that the entity could otherwise use, and the entity has an enforceable right to payment for the performance of the service up to that date.

These contracts are accounted for as follows:

- the revenue and profit generated on the contract are recorded according to the estimate of progress made;
- the amount recognized at each account closing date is obtained by the difference between the budget and the amount reserved to cover the total number of man-days remaining to be performed. It is recorded either in "Invoices to be prepared" in "Accounts receivable" or under "Deferred income" in "Other liabilities" according to the billing method;
- A contract's percentage of completion is regularly monitored and estimated by the Operational Managers who compare the amount of costs incurred to the total estimated costs of the project.

Subsidies

As part of the growth of its IT projects, the Group spends money on research and development and, as such, can benefit from a Research Tax Credit. IAS 20 requires companies to allocate government subsidies to the costs, charges or assets they are supposed to offset. The research tax credit is considered to be a public subsidy and must therefore be related either to development costs, which it partly offsets, or to decreasing personnel costs.

Income tax

Income tax (expense or income) includes the current tax expense or income and the deferred tax expense or income. Tax is recognized in profit or loss unless it relates to items that are recognized directly in equity in which case it is recognized in equity.

Current tax is the estimated amount of tax payable for taxable profit for a period, determined using tax rates that were enacted or substantively enacted at the balance sheet date, and any adjustment in the amount of tax payable for previous periods.

Deferred tax is determined using the liability method on the basis of the tax rates known at closing for all temporary differences between the carrying amount of assets and liabilities and their tax bases. The following items do not give rise to the recognition of deferred taxes:

- goodwill not tax deductible;
- the initial recognition of an asset or liability in a transaction that is not a business combination and that affects neither accounting profit nor taxable profit and that does not give rise at the transaction date to a deductible and taxable temporary difference of the same amount;
- temporary differences related to investments in subsidiaries to the extent that they will not reverse in the foreseeable future.

The valuation of deferred tax assets and liabilities is based on the way in which the Group expects to recover or settle the carrying amount of assets and liabilities, using the tax rates that have been adopted or substantively enacted at the closing date.

A deferred tax asset is recognized only to the extent that it is probable that the Group will have future taxable profits against which this asset can be attributed.

The additional tax resulting from the distribution of dividends is recognized when the dividends payable are recognized as liabilities.

On January 14, 2010, the Accounting Standards Authority (ANC) issued a notification related to the accounting treatment of the Value Added Contribution of Companies (CVAE), a component of the Territorial Economic Contribution. The ANC states that it is up to each company to exercise its judgment, given its own situation, to determine the qualification of the CVAE.

Infotel Group considers that the CVAE recorded in its financial statements falls within the scope of IAS 12.

As such, the consequences are the recognition of deferred income taxes for all temporary differences on all balance sheet assets and liabilities. Depreciable assets representing at least future income subject to the tax fall within the scope of IAS 12 for the recognition of deferred tax liabilities.

Earnings per share

Consolidated basic earnings per share is calculated based on the weighted average number of common shares outstanding during the year.

Consolidated diluted earnings per share is calculated based on the weighted average number of shares outstanding plus the number of shares that would result from the exercise of stock options and the number of bonus shares that may be granted.

Segment Reporting

According to IFRS 8, segment reporting is based on the internal management data used by the company Management.

An operating segment is a component of the entity:

- corresponding to an activity that can generate revenue and for which expenses are incurred, even when this revenue and expenses relate to other components of the entity;
- whose operating results are regularly reviewed by the entity's chief operating decision-maker in order to allow the allocation of resources to the various segments and the assessment of their performance;
- for which separate financial information is available.

The two sectors identified are therefore "Services" and "Software" as previously described.

18.2.6.7. Statement of Facts and Scope of Consolidation

Legal transactions

- In 2023, Infotel SA acquired the shares of Infotel Canada and the shares of Groupe Adaming Maroc.
- Infotel SA acquired 35,000 OAIO shares in 2023. Infotel SA now holds 121,667 shares in OAIO, representing 91.25% of its share capital
- Josyane Muller's term of office as President of Infotel Conseil ended on December 31, 2023.
- Eric Fabretti's term of office as President of Infotel Conseil began on January 1, 2024.
- Infotel decided to allot 44,233 free shares in January 2023.

Tax and social security audits

- There were no audits in 2023.

Geopolitical environment

The ongoing war between Russia and Ukraine, which began on February 24, 2022, had no direct impact on the Group's business, as it does not carry out any activities in the geographical areas directly concerned (Ukraine, Russia, Belarus).
However, the ensuing international crisis has had many indirect effects, particularly with regard to rising energy costs and, more generally, an inflationary environment on service prices and wages. However, the Group was able to limit these higher costs and offset them by increasing its sales prices, so the impact on results is limited.

List of consolidated companies as of December 31, 2023

Company name	Headquarters	SIREN No.	Consolidation method	% control	% interest	Country of activity
Infotel SA	Le Valmy 4/16 avenue Léon Gaumont 75020 Paris	317 480 135	Parent company - Head of the group			France
Infotel Conseil SA	13 rue Madeleine Michelis 92200 Neuilly-sur-Seine	344,122,262	Full consolidation	100%	100%	France
OAIO	13 rue Madeleine Michelis 92200 Neuilly-sur-Seine	838 059 152	Full consolidation	91.25%	91.25%	France
Coach'IS	26 avenue René Cassin 69009 Lyon	418 951 000	Full consolidation	100%	100%	France
Collaboractif	26 avenue René Cassin 69009 Lyon	539 038 731	Full consolidation	100%	100%	France
Insoft Infotel Software GmbH	Sternstr. 9-11 40479 Düsseldorf	10357360260	Full consolidation	100%	100%	Germany
Infotel Corporation	PO Box 5158 Gulfport, FL 33737	592,644,116	Full consolidation	100%	100%	United States
Infotel Consulting UK	5 Jupiter Court Orion Business Park North Shields Tyne & Wear - NE29 7SE	09394161	Full consolidation	51%	51%	UK
Infotel Monaco	2 rue du Rocher 98000 Monaco	01 S 03972	Full consolidation	100%	100%	Monaco
Infotel IT Consulting	Amarasi Towers, No. 455 Block 75 Anna Sali – Teynampet Chennai-600 018	U72200TN2021 FTC142170	Full consolidation	51%	51%	India
Groupe Adaming Maroc	119 boulevard Abdelmoumen Casablanca	377173	Full consolidation	65%	65%	Morocco
Infotel Canada	211-7236 rue Waverly Montréal Québec H2R0C2	1178533171	Full consolidation	100%	100%	Canada

18.2.6.8. Notes on the Financial Position

Note 1 – Goodwill

Table showing changes in goodwill

The movements during 2023 are as follows:

In thousands of euros	12/31/2022	Changes in scope	Increase	Decrease	12/31/2023
Infotel Conseil	9,970				9,970
Insoft Software GmbH	1,003				1,003
Groupe Coach'IS	431				431
ADS	461				461
Groupe Adaming Maroc			642		642
Infotel IT Consulting	1,083				1,083
Total	**12,948**		**642**		**13,590**

Goodwill recorded on Infotel IT Consulting includes a 3-year earn-out arrangement. The consideration for this earn-out is recorded in other liabilities.
Goodwill recorded on Groupe Adaming Maroc includes a 3-year earn-out arrangement. The consideration for this earn-out is recorded in other liabilities.

Breakdown of goodwill by CGU

The Group is segmented in Cash-Generating Units (CGU) in line with the operating organization and the management and reporting system. The group is organized in such a way that each subsidiary represents a CGU. For impairment testing requirements, from the acquisition date, the goodwill acquired in a business combination must be allocated to each of the buyer's CGUs or groups of CGUs that are expected to benefit from business combination synergies, irrespective of whether other assets or liabilities of the target are assigned to those units or groups of units.

Impairment tests

Impairment testing on goodwill is carried out annually on December 31, or more regularly if there are indications of impairment loss.

The CGU's value in use is determined by the discounted future cash flow method (DCF) according to the following principles:

- Cash flows are issued with operating forecasts stated by management for the coming fiscal year with the growth forecasts for the following three years.
- The discount rate is 10%.
- The terminal value is calculated by summation in perpetuity of the discounted future cash flows, determined on the base of a normative cash flow and a perpetual growth rate. This growth rate is in line with the development potential of markets in which the entity operates, as well as its competitive position.
- The growth rate in perpetuity is 2%.

The resulting value in use is compared to the contributive value in the consolidated balance sheet of fixed assets, including goodwill. Impairment loss is recognized if this recoverable value is lower than the existing value entered in the financial statements.

On December 31, 2023, the value test indicated that the goodwill was not overvalued and therefore, no impairment loss was recognized.

Reasonable changes in assumptions would not lead to any impairment.

Note 2 – Other intangible assets

In thousands of euros	12/31/2022	Changes in scope	Increase	Decrease	12/31/2023
Assets					
Right-of-use assets	47,016	5	3,083	971	49,132
Customer relationships	2,986				2,986
Development costs	19,402		1,324		20,725
Patents and licenses	1,117		9		1,126
Application software	7,097		1,865		8,962
Total	**77,618**	**5**	**6,280**	**971**	**82,932**
Depreciation and Amortization					
Right-of-use assets	15,189	4	5,308	889	19,612
Customer relationships	2,773		71		2,844
Development costs	15,875		1,114		16,988
Patents and licenses	1,063		42		1,104
Application software	3,412		1,475		4,887
Total	**38,312**	**4**	**8,010**	**889**	**45,437**
NET ASSETS	**39,306**	**1**	**(1,730)**	**82**	**37,495**

The development costs recognized in the Group's assets during the fiscal year refer to the Arcsys, HPU, Merge Backup, iDBA, DB/IQ, Deepeo, and Orlando projects. They are amortized over the probable life span of the project, which is generally seven years.

Note 3 – Property, plant and equipment

In thousands of euros	12/31/2022	Changes in scope	Increase	Decrease	12/31/2023
Assets					
Buildings	0				0
Other assets	16,234	123	1,195	2	17,550
Total	**16,234**	**123**	**1,195**	**2**	**17,550**
Depreciation and Amortization					
Buildings	0				0
Other assets	10,782	37	1,682	1	12,501
Total	**10,782**	**37**	**1,682**	**1**	**12,501**
NET ASSETS	**5,451**	**86**	**(487)**	**1**	**5,049**

Note 4 – Other financial assets

Other financial assets amounted to €16,449k,

mainly comprising a €15,000k cash investment made in 2022. As it does not meet the definition of a cash equivalent, it was reclassified to other financial assets, in accordance with IAS 8, with retrospective treatment on comparative information for 2022 (see note on the comparability of financial statements)

The balance comprises security deposits.

Note 5 – Accounts receivable

In thousands of euros	**12/31/2023**	**12/31/2022**
Accounts receivable	66,459	67,630
Doubtful debts	11	0
Invoices to be issued	5,459	6,682
Impairment	(16)	(8)
Net value	**71,913**	**74,304**

Changes in impairment break down as follows:

In thousands of euros	**12/31/2022**	**Actuarial differences**	**Provisions**	**Use**	**Reversals**	**12/31/2023**
Trade receivables	1		15			16
Provisions for impairment	**1**		**15**			**16**

Statement of accounts receivable at 12/31/2023

Statement of accounts receivable at 12/31/2023	**Total**	Not due	Due, less than 30 days	Due, less than 60 days	Due, less than 90 days	Due, more than 91 days
Accounts receivable	**71,913**	58,955	7,470	2,216	618	2,654
%	**100%**	82%	10%	3%	1%	4%

Statement of accounts receivable at 12/31/2022

Statement of accounts receivable at 12/31/2022	**Total**	Not due	Due, less than 30 days	Due, less than 60 days	Due, less than 90 days	Due, more than 91 days
Accounts receivable	**74,304**	63,326	8,063	1,517	474	924
%	**100%**	85%	11%	2%	1%	1%

Note 6 – Other receivables

In thousands of euros	**12/31/2023**	**12/31/2022**
Social security receivables and tax receivables (excluding deferred taxes)	6,834	7,768
Miscellaneous receivables	0	0
Prepaid expenses	3,799	3,366
Advances and advance payments	25	12
Total	**10,658**	**11,146**

Note 7 – Working capital requirement

In thousands of euros	**12/31/2023**	**12/31/2022**	**Total change**	**Changes in scope**	**Change for the period**
Trade receivables	71,913	74,304	(2,391)	(523)	(2,914)
Suppliers	(29,023)	(33,927)	4,904	31	4,935
Other receivables	10,658	11,146	(488)	(57)	(545)
Other liabilities	(69,414)	(70,302)	888	493	1,381
Working Capital Requirement	**(15,866)**	**(18,779)**	**2,913**	**(56)**	**2,857**

Other liabilities, presented above, do not include the earn-out of €1,153k for Infotel IT Consulting, €572k for Groupe Adaming Maroc and €559k for OAIO.

Note 8 – Cash and cash equivalents

In thousands of euros	12/31/2023	12/31/2022
Marketable securities	50,000	30,000
Cash on hand	46,935	67,804
Cash assets	**96,935**	**97,804**
Bank overdraft	(29)	0
Cash liabilities	**(29)**	**0**
Net cash	**96,906**	**97,804**

Note 9 – Financial instrument assets

In thousands of euros	12/31/2023		Analysis by instrument category			
	Value in balance sheet	Fair value	Fair value through profit or loss	Available-for-sale assets	Loans and receivables	Derivative instruments
Equity-accounted securities						
Non-current financial assets	16,449	16,449			16,449	
Trade receivables	71,913	71,913			71,913	
Other receivables	10,658	10,658			10,658	
Current tax assets	1,075	1,075			1,075	
Cash	96,906	96,906	96,906			
Total Assets	**197,001**	**197,001**	**96,906**		**100,095**	

In thousands of euros	12/31/2022		Analysis by instrument category			
	Value in balance sheet	Fair value	Fair value through profit or loss	Available-for-sale assets	Loans and receivables	Derivative instruments
Equity-accounted securities						
Non-current financial assets	1,387	1,387			1,387	
Trade receivables	74,304	74,304			74,304	
Other receivables	11,146	11,146			11,146	
Current tax assets	0	0				
Cash	112,804	112,804	112,804			
Total Assets	**199,641**	**199,641**	**112,804**		**86,837**	

Note 10 – Shareholders' Equity

Changes in capital

At December 31, 2023, **Infotel's** capital stock was €2,756k. It comprised 6,890,558 fully paid-up shares with a par value of €0.40.

Treasury stock

Movement in securities	12/31/2023	12/31/2022
Number of securities held at the beginning of the fiscal year	3,430	2,146
Number of securities bought	26,428	33,000
Number of securities sold	27,396	31,716
Number of securities held at the end of the fiscal year	2,462	3,430

Security value (in euros)	12/31/2023	12/31/2022
Security value at the beginning of the fiscal year	179,311	111,249
Purchases of securities	1,400,923	1,716,257
Transfer of securities during the fiscal year	1,455,930	1,648,195
Security value at the end of the fiscal year	124,304	179,311

Transfers are valued at the average price at the time of exit.

Dividends

The Combined Shareholders' Meeting on May 17, 2023 decided to pay a dividend of €2.00 per share, paid in May 2023. Due to treasury stock holdings, the payment of dividends to third parties amounted to €13,781k.

Note 11 – Provisions for risks and charges

In thousands of euros	12/31/2022	Actuarial differences	Provisions	Use	Reversals	12/31/2023
Disputes	229		452		6	675
Pensions	3,023	101	285			3,409
Seniority bonuses	428	2	20			450
Translation adjustments						
Provisions for risks and charges	**3,680**	**103**	**757**		**6**	**4,534**

Provisions for disputes relate to pay disputes and a dispute with a supplier.

The criteria applied to determine the amount for pensions are as follows:

- Turnover among employees under 56 years old:
  - 13% for employees of Infotel Conseil, IBC and OAIO
- Turnover among employees over 56 years old:
  - 0.4% for the Group's entire workforce
- Discount rate: 3.33% for pensions (3.65% in 2022) and 3.29% for the 10-year seniority bonus (3.60% in 2022).
- Retirement age: 65 (the extension of the retirement date has no impact on the calculation, as the retirement age is actually higher than the legal age of 64)
- Rate of increase in salaries for employees under 56 years old: 2.5%
- No increase in salaries is planned for employees over 56 years old
- Employer contribution rate: 45%.

The retirement provision for Group entities stood at €3,409k at the end of the 2023 fiscal year.

The company has chosen to offset actuarial differences directly in the consolidated reserves.

Note 12 – Accounts payable and other current liabilities

Accounts payable and other current liabilities are distributed as follows:

In thousands of euros	12/31/2023	12/31/2022
Current lease liabilities	5,258	5,045
Suppliers	29,023	33,927
Social security and tax liabilities	41,223	40,971
Other liabilities	3,139	1,153
Deferred income	27,775	29,332
Total	**106,418**	**110,428**

Other liabilities, presented above, include the €1,153k earn-out for Infotel IT Consulting, €572k for Groupe Adaming Maroc and €559k for OAIO.

All liabilities are due within one year, with the exception of other liabilities comprising the earn-out on subsidiaries where there are non-controlling interests.

Note 13 – Financial instrument liabilities

In thousands of euros	12/31/2023		Analysis by instrument category			
	Value in balance sheet	Fair value	Fair value through profit or loss	Other liabilities	Debts at amortized cost	Derivative instruments
Non-current lease liabilities	26,681	26,681		26,681		
Current lease liabilities	5,258	5,258		5,258		
Suppliers	29,107	29,107		29,107		
Other liabilities	72,137	72,137		72,137		
Current tax liabilities	0	0		0		
Total liabilities	**133,183**	**133,183**		**133,183**		

In thousands of euros	12/31/2022		Analysis by instrument category			
	Value in balance sheet	Fair value	Fair value through profit or loss	Other liabilities	Debts at amortized cost	Derivative instruments
Non-current lease liabilities	29,105	29,105		29,105		
Current lease liabilities	5,045	5,045		5,045		
Suppliers	33,927	33,927		33,927		
Other liabilities	71,455	71,455		71,455		
Current tax liabilities	784	784		784		
Total liabilities	**140,316**	**140,316**		**140,316**		

Note 14 – Deferred taxes

In thousands of euros	**12/31/2022**	**Actuarial differences**	**Change for the period**	**12/31/2023**
Deferred tax assets				
associated with employee benefits	863	26	76	965
associated with profit sharing	1,018		(65)	953
associated with tax loss carryforwards	190		(33)	157
associated with right-of-use assets *	596		75	672
Total	**2,667**	**26**	**53**	**2,747**
Deferred tax liabilities				
associated with offsetting of statutory provisions				
associated with customer relationships	46		(9)	37
associated with adjustment of the loss in value on the exchange of securities				
associated with temporary differences				
associated with CVAE				
Total	**46**		**(9)**	**37**

* See note 18.2.6.3 “Comparability of financial statements”

18.2.6.9. Notes on the Consolidated Income Statement

Note 15 – Revenue

The Group's revenue comprises two activities:

- IT services for companies,
- Software publishing.

In thousands of euros	2023			2022		
	Software	Services	**Total**	Software	Services	**Total**
Revenue	11,530	296,017	**307,547**	10,522	289,896	**300,418**

Software includes IBM royalties, the sale and leasing of software as well as related services, and product maintenance.

Services include businesses providing contractor and project management support, as well as advice around digitalization. The Group's commercial offering is primarily a comprehensive and cross-functional offering.

Note 16 - External expenses

In thousands of euros	**2023**	**2022**
Sub-contracting	125,991	131,395
Other external expenses	14,112	11,662
Total	**140,103**	**143,057**

Note 17 – Personnel costs and workforce

The Group's average internal productive headcount (including paid interns and work-study contracts) for the year ended December 31, 2023 was 2,117 people. In the 2022 fiscal year, the headcount was 1,827. Given the nature of the activity, personnel is mainly made up of managers.

In thousands of euros	**2023**	**2022**
Compensation	89,880	80,247
Social security costs	36,017	32,786
Free shares	2,620	0
Profit sharing	3,814	4,073
End-of-career benefits	304	327
Provision for employee disputes	248	(138)
Capitalized development costs	(3,503)	(3,097)
Research tax credit on unrecognized personnel costs	(320)	(35)
Amortization of the research tax credit related to development costs	(469)	(476)
Employee-related reimbursements and expenditure transfers	(1,214)	(75)
Total personnel costs	**127,377**	**113,613**

Note 18 - Net financial income

In thousands of euros	2023	2022
Interest on term accounts	1,733	135
Interest on current accounts		
Income from cash and cash equivalents	**1,733**	**135**
Foreign exchange gains	66	205
Foreign exchange losses	(108)	(67)
Interest - IFRS 16	(818)	(892)
Earn-out discounting	(184)	
Other financial income/expenses	**(1,044)**	**(754)**
Net financial income	**689**	**(619)**

Note 19 - Income tax

The income tax expense results from:

In thousands of euros	2023	2022
Tax payable for the year	6,521	7,001
Deferred income tax	(65)	(302)
CVAE	595	1,196
Income tax	**7,051**	**7,895**

The tax analysis is as follows:

In thousands of euros	2023	2022
Net income before equity-accounted associates	18,512	21,252
Income tax	7,051	7,914
Profit before tax	25,563	29,166
Current corporate tax rate applicable to the parent company	25%	25%
Theoretical income tax	**6,391**	**7,292**
Company car tax and non-deductible depreciation/amortization	12	23
Temporary and interest rate differences	0	0
Share of fees and expenses	34	25
Tax credits and tax subsidies	(240)	(31)
Income from Monaco	(334)	(325)
Income from Groupe Coach'IS	(33)	(15)
Income from Infotel Corp	(19)	(10)
Income from Infotel UK Consulting Ltd	(9)	(68)
Income from Insoft Infotel Software	73	24
Income from Infotel Canada	(20)	
Income from Groupe Adaming Maroc	(56)	
Income from Smurk IT India	26	(16)
Free shares awarded	655	0
Additional tax on profits (CSB)	173	197
CVAE net of corporate income tax	446	897
Capital gain on treasury shares	0	0
Other	(47)	(79)
Tax expense recognized	**7,051**	**7,914**

Note 20 - Non-controlling interests

Non-controlling interests comprise OAIO (91.25%-owned by the Group), Infotel Consulting UK (51%-owned), subsidiary Infotel IT Consulting (51%-owned) and Groupe Adaming Maroc (65%-owned).

Note 21 – Earnings per share

	2023	2022 *
Net income (Group share)	18,073	20,333
Number of shares comprising the capital stock	6,890,558	6,890,558
o/w treasury stock	2,462	3,430
Average number of shares during the fiscal year	6,888,096	6,887,128
Earnings per share	2.62	2.95
Average number of outstanding potential dilutive stock options	0	0
Average number of outstanding free shares	44,233	0
Average number of dilutive shares of capital stock	44,233	0
Diluted earnings per share	2.61	2.95

* See note 18.2.6.3 “Comparability of financial statements”

18.2.6.10. Segment Reporting

Infotel Group's activity consists of two segments, one related to Software and the second related to Services.

Statement of revenue by segment

In thousands of euros	2023			2022		
	Software	Services	**Total**	Software	Services	**Total**
Revenue	11,530	296,017	**307,547**	10,522	289,896	**300,418**

IT services include businesses providing contractor and project management support, as well as advice around digitalization. The Group's commercial offering is primarily a comprehensive and cross-functional offering.

Distribution of revenue by geographical region

In thousands of euros	**2023**	**%**	**2022**	**%**
France	277,788	90.3%	270,658	90.1%
Europe	24,048	7.8%	24,077	8.0%
United States	5,711	1.9%	5,683	1.9%
Total	**307,547**	**100%**	**300,418**	**100%**

Customers representing more than 10% of revenue

Only one customer represents more than 10% of consolidated revenue.

Breakdown of the revenue of the ten largest customers of the Services activity

Revenue per Customer (€k)	**2023**	**% revenue 2023**	**2022**	**% revenue 2022**
Customer No. 1	51,829	16.9%	50,077	16.7%
Customer No. 2	30,069	9.8%	33,621	11.2%
Customer No. 3	26,579	8.6%	25,485	8.5%
Customer No. 4	25,404	8.3%	24,846	8.3%
Customer No. 5	22,174	7.2%	17,642	5.9%
Customer No. 6	18,606	6.1%	16,749	5.6%
Customer No. 7	16,486	5.4%	14,649	4.9%
Customer No. 8	7,805	2.5%	7,805	2.6%
Customer No. 9	6,113	2.0%	5,618	1.9%
Customer No. 10	4,718	1.5%	5,226	1.7%

Distribution of assets by segment

In thousands of euros	12/31/2023		12/31/2022	
	Software	Services	Software	Services
Non-current assets	20,398	54,933	20,869	55,891
Current assets	15,172	165,380	16,437	166,817
Total	**35,570**	**220,313**	**37,306**	**222,708**

18.2.6.11. Supplementary Information

Financial risk factors

Credit risk

With regard to the credit risk relating to the Group's financial assets, which mainly concerns customer receivables, the Group's exposure is linked to the potential default by the third parties in question.

Customer receivables are monitored on an ongoing basis. An analysis of the age of past due and non-impaired financial assets is presented in "Note 5 – Accounts receivable" on page 135.

Liquidity Risk

According to the definition given by the *Autorité des Marchés Financiers*, liquidity risk occurs when the maturity of a company's assets is longer than that of its liabilities, which means it would be unable to repay its short-term debts if it cannot mobilize its assets or obtain new bank credit lines.

The Group considers it is not exposed to this risk as it has no borrowings and excess cash.

Market risks

a. Interest rate risk

Since the Group has no financial debt, it is not exposed to changes in interest rates.

b. Foreign exchange risk

Foreign exchange risk mainly concerns IBM royalties, which are denominated in dollars, and the invoicing of royalties by the Group to the US subsidiary. This risk is not subject to specific hedging.

At December 31, 2023, the net value of assets and liabilities recognized by the entities of the Group in currencies other than the euro stood at:

- For the dollar, $973k or €881k ($945k or €886k as of December 31, 2022). It consists of the net assets of the US subsidiary, IBM royalties from the fourth quarter of 2023, and the cash held in US dollars by Infotel Conseil;
- For the pound sterling, £2,383k or €2,742k (£1,801k or €2,030k on December 31, 2022). It consists solely of the net assets of the UK subsidiary.
- For the Indian rupee, INR 13,979k or €152k, consisting solely of the net assets of the Indian subsidiary.
- For the Moroccan subsidiary, MAD 4,545k or €415k, consisting solely of the net assets of the Moroccan subsidiary.
- For the Canadian subsidiary, CAD 117k or €80k, consisting solely of the net assets of the Canadian subsidiary.

c. Equity risk

The marketable securities held by the Group consist exclusively of money market UCITS. The risk linked to changes in the financial markets is therefore limited.

Moreover, **Infotel** held 2,462 of its own shares at December 31, 2023, representing a total amount of €124,304, with an average purchase price of €50.49.

Off-balance sheet commitments

None.

Statutory Auditors' Fees

In €k	Mazars ACA		Constantin Associés		Audit Consultants Associés		Constantin Associés	
	2023		2023		2022		2022	
	Amount (excl. taxes)	%	Amount (excl. taxes)	%	Amount (excl. taxes)	%	Amount (excl. taxes)	%
Audit - Statutory audit, certification and review of the individual and consolidated financial statements								
- Issuer	59	44	70	41	55	44	71	45
- Fully consolidated subsidiaries	75	56	54	32	71	56	51	33
- Other due diligence and services directly related to the statutory auditor's assignment - Issuer - Fully consolidated subsidiaries								
Sub-total	134	100	124	73	126	100	122	78
<u>Other services provided by the auditors' networks to fully consolidated subsidiaries (*)</u>								
- CSR			16	9			15	10
- ESEF			25	15			20	12
- Non-recurring work			6	3				
Sub-total			47	27			35	22
TOTAL	134	100	171	100	126	100	157	100

Contingent liabilities

To the best of our knowledge, there are no other liabilities that may have, or have had in the recent past, a material impact on the business, results, financial position and assets of **Infotel** and its subsidiaries.

Post-balance sheet events

None.

Related party transactions

Compensation of senior managers

The gross compensation allocated to management for duties performed in **Infotel** Group for 2023 was €848k.
The Group has not assumed any commitment regarding post-employment benefits for its directors (pensions, severance pay, etc.).

Other transactions

There are no other transactions with related parties.

18.3. ANNUAL FINANCIAL STATEMENTS

18.3.1. Balance Sheet – Assets

Amounts in €	Gross	Amortization/depreciation	Net at 12/31/2023	Net at 12/31/2022
ASSETS				
Intangible fixed assets				
Research and development costs	28,282,621	23,001,634	5,280,987	5,226,183
Concessions, patents and similar rights	635,369	617,810	17,559	43,812
Business assets	285,978		285,978	285,978
Property, plant and equipment				
Buildings				
Other tangible assets	3,185,428	1,667,638	1,517,790	1,669,339
Current fixed assets				
Financial assets				
Investments and related receivables	14,103,795		14,103,795	9,975,246
Other financial assets	461,006		461,006	433,153
TOTAL FIXED ASSETS	**46,954,196**	**25,287,082**	**21,667,114**	**17,633,712**
Inventories				
Advances and prepayments on orders	1,386		1,386	
Receivables				
Accounts receivable	3,104,677		3,104,677	2,686,238
Supplier accounts receivable	0		0	0
Government, Income tax	1,054,138		1,054,138	0
Government, Taxes on revenue	969,083		969,083	744,901
Other receivables	1,521		1,521	1,071,069
Other				
Marketable securities	124,304		124,304	179,311
Cash on hand	9,005,400		9,005,400	10,106,645
Prepaid expenses	767,566		767,566	680,785
TOTAL CURRENT ASSETS	**15,028,074**		**15,028,074**	**15,468,948**
Translation adjustments - Assets	1,472		1,472	9,007
ACCRUAL ACCOUNTS	**1,472**		**1,472**	**9,007**
TOTAL ASSETS	**61,983,743**	**25,287,082**	**36,696,660**	**33,111,666**

18.3.2. Balance Sheet – Liabilities

Amounts in €	Net at 12/31/2023	Net at 12/31/2022
LIABILITIES		
Capital stock or individual capital	2,756,223	2,756,223
Issue, merger, contribution premiums, etc.	7,410,179	7,410,179
Statutory reserve	275,622	275,622
Other reserves	362,592	362,592
Retained earnings	6,349,686	7,973,799
Income for the year	**14,823,004**	**12,151,932**
TOTAL STOCKHOLDERS' EQUITY	**31,977,306**	**30,930,348**
TOTAL OTHER EQUITY		
Provision for foreign exchange losses	1,472	9,007
Provision for charges	0	0
TOTAL PROVISIONS FOR RISKS AND EXPENSES	**1,472**	**9,007**
Overdrafts and bank loans	2,380	1,173
Loans and debts payable to credit institutions	2,380	1,173
Loans and other financial debts - Affiliates	2,852,704	61,296
Accounts payable	1,557,864	1,030,504
Personnel	12,000	6,000
Social security bodies	52,302	50,575
Government, Income tax	0	489,486
Government, Taxes on revenue	66,555	46,770
Other tax and social security liabilities	23,536	28,613
Tax and social security liabilities	154,393	621,443
Liabilities on fixed assets	0	0
Other liabilities	22,904	0
Deferred income	108,121	391,502
TOTAL DEBT	**4,698,366**	**2,105,918**
Translation adjustments - Liabilities	19,516	66,393
TOTAL LIABILITIES	**36,696,660**	**33,111,666**

18.3.3. Income Statement

Amounts in €	12/31/2023	12/31/2022
Operating income		
Sales of goods		
Production sold (goods)		
Production sold (services)	10,688,598	10,666,825
Net revenue	**10,688,598**	**10,666,825**
Stored production		
Production capitalized		
Operating subsidies		
Write-backs of depreciation/amortization and provisions, expenditure transfers	1,645,553	1,423,527
Other income	3	3
Total operating income (I)	**12,334,154**	**12,090,355**
Operating expenses		
Purchase of goods		
Change in inventory		
Purchase of raw materials and other supplies		
Change in inventory		
Other purchases and external expenses	8,126,107	7,393,241
Taxes and similar payments	193,608	225,286
Salaries and wages	847,854	847,059
Social security costs	324,607	320,704
Operating allowances:		
- On fixed assets: depreciation and amortization	1,880,201	1,933,775
- On fixed assets: provisions		
- On current assets: provisions		
- For risks and charges: provisions		
Other expenses	15,096	8,036
Total operating expenses (II)	**11,387,473**	**10,728,101**
OPERATING INCOME (I - II)	**946,681**	**1,362,254**
Share of income from joint ventures		
Allocated gain or transferred loss (III)		
Sustained loss or transferred gain (IV)		
Financial Income		
Investments	13,650,004	10,776,702
Other securities and fixed asset receivables		
Other interest and similar income	147,722	2,825
Write-backs of provisions and expenditure transfers	9,007	2,020
Foreign exchange gains		
Net income on disposal of short-term investment securities	31,905	26,699
Total Financial Income (V)	**13,838,638**	**10,808,245**
Financial expenses		
Depreciation, amortization and provisions	1,472	9,007
Interest and similar costs		
Foreign exchange losses		
Net expenses on disposal of short-term investment securities	33,579	18,378
Total financial expenses (VI)	**35,051**	**27,384**
NET FINANCIAL INCOME (V - IV)	**13,803,587**	**10,780,861**
CURRENT INCOME BEFORE TAX (I-II+III-IV+V-VI)	**14,750,268**	**12,143,115**

	12/31/2023	12/31/2022
Exceptional income		
On investment operations		19,325
On capital transactions		27,100
Write-backs of provisions and expenditure transfers		
Total exceptional income (VII)	**0**	**46,425**
Exceptional expenses		
Fines		
On investment operations		6,559
On capital transactions		26,541
Exceptional depreciation/amortization and provisions		
Total Exceptional Costs (VIII)	**0**	**33,100**
EXCEPTIONAL INCOME (VII-VIII)	**0**	**13,325**
Profit sharing (IX)		
Income tax payable (X)	(72,736)	4,508
Total income (I+III+V+VII)	**26,172,792**	**22,945,026**
Total Expenses (II+IV+VI+VIII+IX+X)	**11,349,788**	**10,793,093**
PROFIT OR LOSS	**14,823,004**	**12,151,932**

18.3.4. Notes to the Annual Financial Statements

1. Accounting principles

The annual financial statements have been prepared and presented in accordance with generally accepted accounting principles in France, in accordance with the principles of prudence and independence of fiscal years and on a going concern basis. Accounting items were valued using the historical cost method.
They were prepared in accordance with French Accounting Standards Authority (ANC) regulation No. 2014-03 of June 5, 2014 updated for the various additional regulations at the date of the preparation of said annual financial statements.
These annual financial statements were approved by the Board of Directors on March 13, 2024.

The fiscal year covers the 2023 calendar year. The notes and tables presented below form an integral part of the annual financial statements.
Apart from compensation and dividends, there is no other relationship with senior managers. Information on affiliates is specified at the level of each of the notes to the notes to the financial statements.

Change in method
There has been no change in accounting method during the fiscal year ended December 31, 2023.

Use of estimates
In order to prepare the financial statements in accordance with the accounting principles applied in France, management is required to make estimates and assumptions that may affect the amounts recorded in these financial statements. The actual results may ultimately show significant differences to these estimates.

Development costs

Pursuant to ANC regulation No. 2014-03, **Infotel** records software development costs as intangible assets and amortizes them over the probable life of the projects when they meet the recognition criteria set out in Article 212-3:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- the intention to complete the intangible asset and use or sell it;
- the ability to use or sell the intangible asset;
- how the intangible asset will generate probable future economic benefits;
- availability of resources to complete the asset;
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Development costs are amortized over the probable life span of the project, which is generally seven years.

Development costs that do not meet the recognition criteria and research costs are recorded directly as expenses.

Software

Software and user rights acquired with full ownership are recognized as fixed assets and depreciated on a straight-line basis over one to three years if their useful life is greater than one year.

Property, plant and equipment

Property, plant and equipment are recognized at their acquisition cost.
Depreciation is calculated on a straight-line basis for the expected useful life of the different categories.

The generally accepted depreciation period is:

• Fixtures and fittings related to buildings	10 years
• Fixtures and fittings	4 to 10 years
• Furniture and office equipment	3 to 10 years
• IT equipment	3 years
• Transport equipment	5 years

Equity investments

Equity investments are recorded at their acquisition cost. A provision for impairment is recognized if this value is higher than the value in use. The value in use is assessed based on the medium-term growth prospects of the investments and a discounted cash flow valuation of the companies concerned.

Receivables

Receivables are recognized at par value. A provision is established on a case-by-case basis if collection appears to be compromised.

Stock options

Stock options granted to employees of the Group are not recognized on the date of their grant but give rise to a capital increase on their exercise date corresponding to the number of shares awarded.
Given the conditions of issuing these options (option exercise period and exercise price), **Infotel** is not subject to social security contributions on the exercise of stock options.
At December 31, 2023, there were no stock option plans in force.

Treasury stock

Treasury shares acquired by the company are recognized as securities. A provision for impairment is recognized when the net asset value (based on the average market price of the last month before the end of the fiscal year) is lower than the purchase price.

Pensions and other employee benefits

The workforce of Infotel SA at December 31, 2023 comprised four people, all corporate officers.
In accordance with the recommendations of the AFEP and the MEDEF, pension commitments and other benefits for senior managers must be decided by the Board of Directors. As Infotel SA's Board of Directors has not made any pension or other commitments towards corporate officers, no provision has been recorded in this respect.

Affiliates

According to the French accounting standard PCG 833-16, the entity provides a list of material transactions, within the meaning of Article R.123-199-1 of the French Commercial Code, carried out by the company with related parties when these transactions have not been concluded under normal market conditions. This list includes the following information: the name of the related party, the nature of the relationship with the related party, the amount of the transactions carried out with the related party and any other information on the transactions needed to assess the company's financial position. Information on individual transactions may be aggregated according to the type of the transaction, except where separate information is required to understand the effects of related party transactions on the company's financial position.

Recognition of revenue

The rules for recognizing revenue are as follows:

- Sale of software packages: revenue is recorded at the time of installation and at the latest on the final acceptance.

- Software maintenance: invoices issued for maintenance are recorded on a pro rata basis over the term of the contract and result in the recognition of deferred income.

- IBM royalties: The revenue is made up of IBM royalties where quarterly accounting is done during collection. A provision is recorded at the end of the period. In the absence of information from IBM on the date of

publication of the revenue, this provision is determined, as a precautionary measure, by taking into account the lowest amount of royalties received during the last four quarters, adjusted for cancellations of royalties on sales from one quarter to the next.

Infotel Group does not generate revenue with countries presenting specific economic risks.

2. Geopolitical environment and Statement of Facts

Geopolitical environment

- The ongoing war between Russia and Ukraine, which began on February 24, 2022, had no direct impact on the Group's business, as it does not carry out any activities in the geographical areas directly concerned (Ukraine, Russia, Belarus).
  However, the ensuing international crisis has had many indirect effects, particularly with regard to rising energy costs and, more generally, an inflationary environment on service prices and wages. However, the Group was able to limit these higher costs and offset them by increasing its sales prices, so the impact on results is limited.

Legal transactions

- In May 2023, Infotel SA acquired 65% of the shares in Groupe Adaming Maroc for €891,800.

- On March 14, 2023, Infotel Canada, with share capital of CAD 1,000, was incorporated. It is wholly-owned by Infotel SA.

- Infotel SA acquired 35,000 shares in OAIO in December 2023 for €3,236,749. Infotel SA now holds 121,667 shares in OAIO, i.e. 91.25% of its share capital.

3. Notes to the Financial Statements

a) Shareholders' equity

Shareholders' equity changed as follows during the year:

In €	12/31/2022	Increase	Decrease	12/31/2023
Capital	2,756,223			2,756,223
Issue premiums	7,410,179			7,410,179
Statutory reserve	275,622			275,622
Other reserves	362,592			362,592
Retained earnings	7,973,799	12,151,932	13,776,045	6,349,686
Income for the previous year	12,151,932		12,151,932	0
Income for the year		14,910,839		14,910,839
TOTAL	**30,930,347**	**27,062,771**	**25,927,977**	**32,065,141**

Changes in capital, issue premiums and reserves are mainly the result of the following:

- Payment of a dividend of €2.00 per share, (for 6,890,558 shares) for a total amount of €13,781,116 and €13,776,045 excluding dividends on treasury stock.

On December 31, 2023, the capital stock comprised 6,890,558 fully paid-up shares with a par value of €0.40, including 2,462 held by **Infotel**.

Stock options table

There have been no stock option plans since 2016.

b) Provisions for risks

In €	12/31/2022	Increase	Decrease	12/31/2023
Provision for foreign exchange losses	9,007	1,472	9,007	1,472
Provision for risks				
TOTAL	**9,007**	**1,472**	**9,007**	**1,472**

A provision for foreign exchange losses was recorded for Infotel Corp due to the increase in the dollar.

c) Intangible assets

The changes in intangible assets, in gross values, are as follows:

In €	12/31/2022	Increase	Decrease	12/31/2023
Software acquired	634,019	1,350		635,369
ADS business assets	285,978			285,978
Development costs	26,644,922	1,637,699		28,282,621
TOTAL	**27,564,919**	**1,639,049**	**0**	**29,203,968**

The development costs recognized in the Group's assets during the fiscal year mainly concern the following projects: Arcsys, HPU, iDBA, Merge Backup, DB/IQ, and Deepeo. They are amortized over the probable life span of the project, which is generally seven years.

The changes in depreciation/amortization are as follows:

In €	12/31/2022	Increase	Decrease	12/31/2023
Software acquired	590,207	27,603		**617,810**
Development costs	21,418,739	1,582,895		**23,001,634**
TOTAL	**22,008,946**	**1,610,498**		**23,619,444**

d) Property, plant and equipment

The changes in property, plant and equipment, in gross values, are as follows:

In €	12/31/2022	Increase	Decrease	12/31/2023
Installations and facilities				
Fixtures and fittings	1,467,780	14,402		1,482,182
Transport equipment	88,812			88,812
Office equipment	963,980	103,752		1,067,731
Furniture	546,703			546,703
Current fixed assets	0			
TOTAL	**3,067,275**	**118,154**		**3,185,429**

The increases during the year are linked to investment in the new Paris office and the purchase of a new vehicle.

The changes in depreciation/amortization are as follows:

In €	12/31/2022	Increase	Decrease	12/31/2023
Installations and facilities				
Fixtures and fittings	369,415	145,159		514,574
Transport equipment	19,385	17,762		37,147
Office equipment	876,545	51,134		927,679
Furniture	132,590	55,648		188,238
Construction work in progress	0			0
TOTAL	**1,397,935**	**269,703**		**1,667,638**

e) Financial assets

The changes in financial assets, in gross values, are as follows:

In €	12/31/2022	Increase	Decrease	12/31/2023
Equity investments	9,975,246	4,128,549	0	14,103,795
Treasury stock	0	0	0	0
Security deposits	433,154	27,852	0	461,006
TOTAL	**10,408,400**	**4,156,401**	**0**	**14,564,801**

f) Accounts receivable

Accounts receivable of €3,082,373 correspond to invoices issued and unpaid at the end of the fiscal year; these correspond to licenses delivered and maintenance services performed as of the closing date of the fiscal year. They amounted to €2,686,238 at the end of the previous fiscal year.

Invoices to be issued totaled €1,032,224 at December 31, 2023, which corresponds in particular to royalties to be billed to IBM for sales during the last quarter of 2023, calculated according to the method described above. Accounts receivable due from affiliates stood at €2,006,761 at December 31, 2023.

g) Other receivables

In €	12/31/2023	12/31/2022
Corporate income tax	1,054,138	0
Value added tax	969,083	744,902
Other receivables	1,521	266,111
Tax consolidation current account	0	804,957
TOTAL	**2,024,742**	**1,815,970**

The VAT refund of €300,000 was received in 2023.
The tax consolidation current account corresponds to Infotel SA's income tax receivable on Infotel Conseil.
Following Infotel SA's purchase of the OAIO shares held by the non-controlling shareholders, the €266,111 receivable was fully repaid by ANGELL and ALL SQUARE.

h) Prepaid expenses

Prepaid expenses amounted to €767,566 at December 31, 2023. They concern only operating expenses (rents, insurance, maintenance, etc.).

i) Maturity of receivables

In €	Gross amount	Maturities of less than one year	Maturities of more than one year
Fixed asset receivables			
Receivables associated with investments	0		
Loans	0		
Other financial assets	461,006		461,006
Current asset receivables			
Trade receivables	3,082,373	3,082,373	
Other receivables	7,336,986	7,336,986	0
Prepaid expenses	767,566	767,566	
Translation differences – Assets	1,472	1,472	
TOTAL	**11,649,403**	**11,188,397**	**461,006**

j) Loans and other financial debts

The company did not use any loans.

Financial debt and related accounts amounted to €2,855,084 at December 31, 2023 vs. €61,296 at December 31, 2022. This mainly concerns amounts payable to affiliates.

k) Accounts payable

Accounts payable amounted to €1,556,478 on December 31, 2023, vs. €1,030,504 at the end of the previous fiscal year.
Invoices to be received totaled €364,691 at December 31, 2023.
They represent general costs, where the due date is less than one year.
Amounts due to affiliates totaled €1,042,477.

l) Tax and social security liabilities

Tax and social security liabilities (in €) are broken down as follows:

In €	2023	2022
Personnel	12,000	6,000
Social security bodies	52,302	50,575
Corporate tax	0	489,486
VAT	66,555	46,770
Other taxes	23,536	28,612
TOTAL	**154,393**	**621,443**

Tax and social security liabilities all have a due date of less than one year.

m) Unearned revenue

At December 31, 2023, deferred income represented €108,121, corresponding to the pro rata recognition of lease and maintenance contracts and royalties paid by our subsidiary Infotel Corp. They amounted to €391,502 at the end of the previous fiscal year.

n) Maturity of payables

In €	**Gross amount**	**Maturities of less than one year**	**Maturities of more than one year**	**Maturities of more than five years**
Bank loans and other financial debts	2,380	2,380		
Loans and other financial debts	8,077,113	8,077,113		
Accounts payable	1,557,864	1,557,864		
Tax and social security liabilities	154,393	154,393		
Fixed asset liabilities	0	0		
Other liabilities	600	0		
Deferred income	108,121	108,121		
Translation adjustments - Liabilities	19,516	19,516		
TOTAL	**9,919,987**	**9,919,987**	**-**	**-**

o) Operating income

The breakdown of revenue by geographical area is as follows:

In €	**2023**	**2022**
Non-group France	1,664,277	1,808,173
Non-group USA	4,746,587	5,024,279
Non-group Europe	442,890	293,727
Non-group Export (others)	0	0
SUB-TOTAL NON-GROUP	***6,853,754***	***7,126,179***
Group France	3,347,386	3,316,798
Group USA	484,295	222,773
Group Europe	3,163	1,075
SUB-TOTAL GROUP	**3,834,844**	**3,540,646**
TOTAL	**10,688,598**	**10,666,825**

Infotel SA operates in a single activity segment, the commercialization of software packages. For their implementation, it may occasionally provide services.

Internal invoicing concerns:

- for France, the Group's management fees and the internal invoicing of expenses;
- for Europe and the USA, royalties related to the sale of **Infotel** products abroad.

Provision write-backs and expenditure transfers of €1,645,553 concern the recognition of research and development costs for €1,637,699 (vs. €1,410,118 in 2022).

p) Net financial income

Net financial income amounted to €13,838,638 versus €10,808,245 in the previous fiscal year and consisted of dividends received, interest on term deposits in euros or US dollars, and capital gains on marketable securities or treasury stock.

In 2023, the company received €11,000,000 in dividends from Infotel Conseil, €650,004 from OAIO and €2,000,000 from Infotel Monaco.

Financial expenses amounted to €35,051 in 2023 vs. €27,384 in 2022. They mainly correspond to losses on the sale of treasury shares and the provision for foreign exchange losses for Infotel Corp.

q) Foreign exchange risks

The parent company bears the foreign exchange risk on intra-group invoicing outside the euro zone (mainly for Infotel Corporation) and on the revenue generated with the customer IBM. Foreign **Infotel** subsidiaries invoice their services in local currency.

The portion of the revenue that may be affected by a fluctuation in the US dollar is €5,230,882 or 49% of revenue (2 percentage points more than in the previous fiscal year).

r) Income tax

Infotel SA's recorded net tax income of €160,571 in 2023, compared with a net tax expense of €4,046 in 2022, calculated pursuant to tax rules and the applicable rates.

Infotel SA is head of a tax consolidation group comprising Infotel Conseil. Tax consolidation generated additional tax income of €19,796 recognized in Infotel SA's financial statements.

Changes in future tax liabilities

There are no longer any items that will increase or reduce future tax liabilities.

4. Headcount at End of Period

The workforce of **Infotel** at December 31, 2023 comprised four people, all corporate officers.

5. Compensation of Management Bodies

The gross compensation allocated to management and for functions performed in **Infotel** Group was €847,854 for 2023.
No advance or loan was granted to the Company's officers during the 2023 fiscal year.

6. Statutory Auditors' Fees

Statutory auditors' fees for the 2023 fiscal year amounted to €200,450.

7. Commitments

Pensions and other benefits

No additional or deferred defined-benefit or defined-contribution supplementary pension plans giving rise to future payments to **Infotel** retirees have been set up.

8. Post-Balance Sheet Events

None.

9. List of Subsidiaries and Holdings

Infotel SA is the parent company of **Infotel** Group.

In €k	**Infotel Conseil**	**Infotel Monaco**	**Infotel Corp**	**OAIO**	**Insoft Infotel Software**	**Infotel UK**	**Infotel Canada**	**Groupe Adaming Maroc**
Capital	20,000	150	0.91	133	50	0.12	1	174
Shareholders' equity (excluding capital stock and before earnings)	60,928	395	(791)	2,745	995	2,101	0	80
Holding	100%	100%	100%	91%	100%	51%	100%	65%
Gross carrying amount of securities held	6,269	128	0.87	4,814	2,000	0.07	0	892
Net carrying amount of securities held	6,269	128	0.87	4,814	2,000	0.07	0	892
Loans and advances granted	0	0	0	0	0	0	0	0
Guarantees and surety provided by the company	0	0	0	0	0	0	0	0
Revenue before VAT	287,693	7,646	1,059	9,877	933	7,752	122	1,602
Current	16,166	1,337	78	1,076	231	711	80	164
Dividends received by the company during the fiscal year	11,000	2,000	0	1,000	0	0	0	0

All companies close their accounts on December 31, 2023. All data relate to 2023 with the exception of Groupe Adaming Maroc, whose data cover the period from May 2023 to the end of the fiscal year.

The data for Infotel Corp. were converted at the following exchange rates:

- Average exchange rate of $ 1 = € 0.92456 for the income statement and $1 = € 0.90498 for equity.

The data for Infotel UK were converted at the following exchange rates:

- Average exchange rate of £ 1 = € 1.14954 for the income statement and £ 1 = € 1.15062 for equity.

The data for Infotel Canada were converted at the following exchange rates:

- Average exchange rate of CAD 1 = € 0.68513 for the income statement and CAD 1 = € 0.68296 for equity.

The data for Groupe Adaming Maroc were converted at the following exchange rates:

- Average exchange rate of MAD 1 = € 0.09122 for the income statement and MAD 1 = € 0.09141 for equity.

18.4. STATUTORY AUDITORS' REPORTS

18.4.1. Statutory Auditors' report on the consolidated financial statements

Fiscal year ended December 31, 2023

To the Shareholders of **Infotel**,

Opinion

In accordance with the terms of our appointment by your Shareholders' Meetings, we have audited the consolidated financial statements of **Infotel** for the fiscal year ended December 31, 2023, as published in this Report.
In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2023 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.
The opinion expressed above is consistent with the content of our report to the Board of Directors performing the duties of the specialized committee referred to in Article L.821-67 of the French Commercial Code.

Basis of opinion

Audit terms of reference

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.
Our responsibilities under those standards are further described in the section of this report entitled "Responsibilities of the Statutory Auditors in respect of the audit of the consolidated financial statements".

Independence

We conducted our audit assignment in compliance with the rules of independence provided by the French Commercial Code and the French Code of Ethics (*Code de Déontologie*) for statutory auditors, for the period from January 1, 2023 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Justification of the assessments - Key points of the audit

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the period, as well as how we addressed those risks.
These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on specific items of the consolidated financial statements.

Recognition of revenue from fixed-price services

Identified risk

As outlined in the section "Revenue recognition" of 2.6 of the notes to the consolidated financial statements, the Group performs its "Services" activity primarily via fixed-price contracts, which are characterized by a commitment in terms of price, compliance and deadline (service desks in particular).
For fixed-price contracts carried out over several years, in particular service desks, revenue is recognized as and when control of the service is transferred, in accordance with IFRS 15 "Revenue from Contracts with Customers".
A contract's percentage of completion is regularly monitored and estimated by the Operational Managers who compare the amount of costs incurred to the total estimated costs of the project. An incorrect estimate of estimated costs and the progress of contracts would be likely to distort the revenue and margin amounts recorded.
We considered that measuring the progress on fixed-price contracts was a key aspect of the audit in that (i) these contracts represent a significant portion of consolidated revenue, (ii) the estimated progress and costs on these contracts are based on operational assumptions, and (iii) their estimation has a direct impact on the level of revenue and margin recognized in the consolidated financial statements.

Our response

We reviewed the internal control system relating to the accounting recognition of contracts. We tested the effectiveness of the key controls implemented by the operational managers and Management (including the validation of time spent, and verifications of the invoicing of all outstanding amounts booked for the services in subsequent periods).
For a sample of contracts randomly selected in the application used for the operational monitoring of contracts:
- We compared the data from the operational monitoring application with the accounting;
- We met with the operational managers to understand how they determined the outstanding revenue to be generated and progress of the contract on which revenue and margin accounting is based;
- We reconciled the key data used with the contractual data and obtained, when required, confirmation of the progress of the contract validated by customers.

We also assessed the suitability of the information presented in the "Revenue recognition" section of Note 2.6 to the consolidated financial statements.

Specific verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law and regulations regarding the information on the Group provided in the Board of Directors' management report.

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

We certify that the Non-Financial Performance Statement provided for by Article L.225-102-1 of the French Commercial Code is included in the information on the Group provided in the management report, it being specified that, in accordance with the provisions of Article L.823-10 of said Code, we have not verified the information contained in this report with respect to its fair presentation or consistency with the consolidated financial statements, and the information must be the subject of a report by an independent third body.

Other verifications or information required by legal and regulatory texts

Format for the presentation of the consolidated financial statements for inclusion in the annual financial report

In accordance with professional standards on the statutory auditor's due diligence in relation to the annual and consolidated financial statements presented in accordance with the European single electronic format, we also verified compliance with this format as defined by Delegated European Regulation No. 2019/815 of December 17, 2018 in the presentation of the consolidated financial statements intended to be included in the annual financial report referred to in I of Article L.451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chief Executive Officer. With regard to the consolidated financial statements, our procedures include verifying the compliance of the markups of these financial statements in the format defined by the aforementioned regulation.

On the basis of our work, we conclude that the presentation of the consolidated financial statements intended for inclusion in the annual financial report complies, in all material respects, with the European single electronic format.

Due to the technical limitations inherent in the macro-markups of consolidated financial statements using the European Single Electronic Format, it is possible that the content of certain markups in the notes to the financial statements may not be reproduced in the same way as the consolidated financial statements appended to this report.

Furthermore, it is not our responsibility to verify that the consolidated financial statements that will actually be included by your company in the annual financial report filed with the AMF correspond to those on which we conducted our work.

Appointment of the Statutory Auditors

We were appointed statutory auditors of **Infotel** by the General Shareholders' Meeting of May 26, 2010 for Constantin & Associés and by that of December 7, 2011 for Mazars ACA.

As of December 31, 2023, Constantin Associés was in its fourteenth consecutive year in office and Mazars ACA in its thirteenth year.

Responsibilities of management and the persons in charge of corporate governance in respect of the consolidated financial statements

It is the management's responsibility to prepare consolidated financial statements that present a true and fair view in line with IFRS requirements as adopted in the European Union, as well as to implement the internal control that it deems necessary for the preparation of consolidated financial statements and that there is no material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management must assess the Company's ability to continue as a going-concern, present information relating to the continuity of operations in the financial statements, as appropriate, and apply the going concern accounting principle, unless the Company is to be wound up or cease trading.

The Board of Directors performing the duties of the specialized committee as referred to in Article L.821-67 of the French Commercial Code is responsible for monitoring the process used to prepare the financial information and for verifying the effectiveness of internal control and risk management systems, and of the internal audit, as applicable, regarding the procedures for the preparation and treatment of accounting and financial information.
The consolidated financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors in Respect of 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 taken as a whole are free from material misstatements. Reasonable assurance is a high level of assurance, but it does not guarantee that an audit performed in accordance with professional standards will systematically detect any material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code, our statutory audit does not include assurance as to the viability of the Company or the quality of its management.
As part of an audit conducted in accordance with the professional standards applicable in France, the statutory auditors exercise their professional judgment throughout this audit. In addition:

- They identify and assess the risks that the consolidated financial statements contain material misstatements caused by fraud or by error, establish and implement audit procedures to address these risks, and gather sufficient and appropriate information to be able to form an opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- They are informed of relevant internal controls for the audit in order to establish appropriate audit procedures, and not for the purposes of expressing an opinion on the effectiveness of the internal control system;
- They assess the appropriateness of the accounting policies used and whether the accounting estimates made by management are reasonable, and verify the information contained in the consolidated financial statements;
- They verify that management applies the going-concern accounting principle appropriately, and, based on the information gathered, establish whether or not there is significant uncertainty arising from events or circumstances that may undermine the Company's ability to continue its operations. This assessment is based on the information collected up to the date of his report, although it should be noted that subsequent circumstances or events could jeopardize the continuity of operations. If the auditors conclude that there is material uncertainty, they will draw the attention of readers of the report to the information provided in the consolidated financial statements regarding this uncertainty, or, if such information is not provided or is not relevant, they will issue a qualified opinion or refuse to issue an opinion;
- They assess the overall presentation of the consolidated financial statements and decide whether they reflect the underlying transactions and events in such a way as to present a fair view thereof;
- Concerning the financial information of the persons or entities included in the scope of consolidation, they collect information that they deem 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 and the opinion expressed on these statements.

Report to the Board of Directors performing the duties of the specialized committee referred to in Article L.821-67 of the French Commercial Code

We submit a report to the Board of Directors performing the duties of the specialized committee referred to in Article L.821-67 of the French Commercial Code setting out our audit work and the audit plan as well as the conclusions of our work. We also indicate, where appropriate, any significant weaknesses of internal control that we have identified with respect to the procedures relating to the preparation and processing of accounting and financial information.

The information contained in the report to the Board of Directors performing the duties of the specialized committee referred to in Article L.821-67 of the French Commercial Code includes the biggest risks of material misstatements that we identified during our audit of the consolidated financial statements for the period, which constitute the key audit matters that we are required to describe in this report.

We also issue the Board of Directors performing the duties of the specialized committee referred to in Article L.821-67 of the French Commercial Code with the statement required under Article 6 of Regulation (EU) No. 537/2014 confirming our independence within the meaning of the rules applicable in France as stipulated in Articles L.821-27 to L.821-34 of the French Commercial Code and in the Statutory Auditors' Code of Ethics. Where applicable, we consult with the Board of Directors performing the duties of the specialized committee referred to in Article L.821-67 of the French Commercial Code regarding the risks to our independence and the safeguard measures applied.

Paris and Paris-La-Défense, April 25, 2024

The Statutory Auditors

Mazars ACA	Constantin Associés
Romain Maudry	Cécile Rémy

18.4.2. Statutory Auditors' report on the annual financial statements

Fiscal year ended December 31, 2023

To the Shareholders of **Infotel**,

Opinion

In accordance with the terms of our appointment by your Shareholders' Meeting, we have audited the annual financial statements of **Infotel**, for the year ended December 31, 2023, as published in this Report.

In our opinion, the annual financial statements give a true and fair view of the assets and liabilities and of the financial position of the company as at December 31, 2023 and of the results of its operations for the year then ended, in accordance with French accounting principles.

The opinion expressed above is consistent with the content of our report to the Board of Directors performing the duties of the specialized committee referred to in Article L.821-67 of the French Commercial Code.

Basis of opinion

Audit terms of reference

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

Our responsibilities under these standards are set out in the "Responsibilities of the Auditors for the Audit of the Annual Financial Statements" section of this report.

Independence

We conducted our audit assignment in compliance with the rules of independence provided by the French Commercial Code and the French Code of Ethics (*Code de Déontologie*) for statutory auditors, for the period from January 1, 2023 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Justification of the assessments - Key points of the audit

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the annual financial statements for the period, as well as how we addressed those risks.

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

Valuation of equity investments

Identified risk

As set out in the note entitled "Equity investments" of the accounting principles of the notes to the annual financial statements, equity investments are recorded in the balance sheet at their acquisition cost. A provision is recognized if this value is higher than the value in use. The value in use is assessed based on the medium-term growth prospects of the investments and an expected discounted cash flow valuation of the companies concerned, adjusted for the net cash position at the closing date.

Equity investments represented a significant balance sheet amount at December 31, 2023 and amounted to €14.1 million, i.e. 38% of **Infotel**'s balance sheet total. Determination of their value in use requires management's judgment to determine the inputs to be taken into account, in particular cash flow forecasts and the discount rates used.

We therefore considered the value in use of equity investments to be a key audit matter.

Our response
In order to assess the reasonable nature of the estimate of the value in use of equity investments, based on the information provided to us, our work consisted mainly in:

- familiarizing ourselves with the methods used to calculate value in use, and in particular net cash flow forecasts;
- verifying that the equity investments acquired over the period are recognized at their acquisition cost on their initial recognition date;
- assessing and reviewing the reasonable nature of assumptions used for these net cash flow forecasts, by conducting interviews with Management, comparing the forecasts used for previous periods with actual results, and assessing the assumptions used in the projections considered in the business plans approved by Executive Management;
- reviewing, with the support of our specialists, the discount rates used by the company;
- testing the arithmetic accuracy of the calculations of values used by the company.

We also assessed the suitability of the information presented in the "Equity investments" sections of Note 1. "Accounting principles" and "Financial assets" of Note 3. "Notes to the financial statements" in the notes to the annual financial statements.

Specific verifications
We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law and regulations.

Information given in the management report and in the other documents on the financial position and the financial statements provided 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 financial statements provided to shareholders.

We certify the accuracy and the consistency of the information related to the payment deadlines referred to in Article D.441-6 of the French Commercial Code with the annual financial statements.

Report on Corporate Governance
We certify that the Board of Directors' report on corporate governance includes all 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 in accordance with the provisions of Article L.22-10-9 of the French Commercial Code on the compensation and benefits paid or awarded to corporate officers and the commitments made in this respect, we verified its consistency with the financial statements and with the data used to prepare the financial statements and, where applicable, with the information gathered by your Company from the companies controlled by it that are included in the scope of consolidation. Based on this work, we attest to the accuracy and fair presentation of this information.

Concerning information that your company considered likely to have an impact in the event of a takeover bid or public exchange offer, provided in accordance with the provisions of Article L.22-10-11 of the French Commercial Code, we verified its compliance with the documents from which it originated and which were communicated to us. Based on this work, we have no observation to make on this information.

Other information
In accordance with the law, we have verified that the information relating to equity investments and the identity of the principal shareholders or holders of voting rights has been disclosed in the management report.

Other verifications or information required by legal and regulatory texts
Format for the presentation of the annual financial statements for inclusion in the annual financial report
In accordance with professional standards on the statutory auditor's due diligence in relation to the annual and consolidated financial statements presented in accordance with the European single electronic format, we also verified compliance with this format as defined by Delegated European Regulation No. 2019/815 of December 17, 2018 in the presentation of the annual financial statements intended to be included in the annual financial report referred to in I of Article L.451-1-2 of the French Monetary and Financial Code, prepared under the responsibility of the Chief Executive Officer.

On the basis of our work, we conclude that the presentation of the annual financial statements intended for inclusion in the annual financial report complies, in all material respects, with the European single electronic format.

It is not our responsibility to verify that the annual financial statements that will actually be included by your company in the annual financial report filed with the AMF correspond to those on which we conducted our work.

Appointment of the Statutory Auditors

We were appointed statutory auditors of **Infotel** by the General Shareholders' Meeting of May 25, 2010 for Constantin & Associés and by that of December 7, 2011 for Audit Consultants Associés.

As of December 31, 2023, Constantin Associés was in its fourteenth consecutive year in office and Mazars ACA in its thirteenth year.

Responsibilities of management and the persons in charge of corporate governance in respect of the annual financial statements

Management is responsible for preparing true and fair annual financial statements in compliance with French accounting rules and principles and for setting up the internal controls it deems necessary to ensure the preparation of annual financial statements that are free of material misstatements, be they caused by fraud or by error.

In preparing the annual financial statements, management must assess the Company's ability to continue as a going concern, present information relating to the continuity of operations in the financial statements, as appropriate, and apply the going-concern accounting principle, unless the Company is to be wound up or cease trading.

The Board of Directors performing the duties of the specialized committee as referred to in Article L.821-67 of the French Commercial Code is responsible for monitoring the process used to prepare the financial information and for verifying the effectiveness of internal control and risk management systems, and of the internal audit, as applicable, regarding the procedures for the preparation and treatment of accounting and financial information.

These annual financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors in respect of 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 annual financial statements taken as a whole are free from material misstatements. Reasonable assurance is a high level of assurance, but it does not guarantee that an audit performed in accordance with professional standards will systematically detect any material misstatement. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As specified in Article L.821-55 of the French Commercial Code, our statutory audit does not include assurance as to the viability of the Company or the quality of its management.

As part of an audit conducted in accordance with the professional standards applicable in France, the statutory auditors exercise their professional judgment throughout this audit. In addition:

- They identify and assess the risks that the annual financial statements contain material misstatements, caused by fraud or by error, establish and implement audit procedures to address these risks, and gather sufficient and appropriate information to be able to form an opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- They are informed of relevant internal controls for the audit in order to establish appropriate audit procedures, and not for the purposes of expressing an opinion on the effectiveness of the internal control system;
- They assess the appropriateness of the accounting policies used and whether the accounting estimates made by management are reasonable, and verify the information contained in the annual financial statements;
- They verify that management applies the going-concern accounting principle appropriately, and, based on the information gathered, establish whether or not there is significant uncertainty arising from events or circumstances that may undermine the Company's ability to continue its operations. This assessment is based on the information collected up to the date of his report, although it should be noted that subsequent circumstances or events could jeopardize the continuity of operations. If the auditors conclude that there is material uncertainty, they will draw the attention of readers of the report to the information provided in the annual financial statements regarding this uncertainty, or, if such information is not provided or is not relevant, they will issue a qualified opinion or refuse to issue an opinion;
- They assess the overall presentation of the annual financial statements and decide whether they reflect the underlying transactions and events in such a way as to present a fair view thereof.

Report to the Board of Directors performing the duties of the specialized committee referred to in Article L.821-67 of the French Commercial Code

We submit a report to the Board of Directors that notably sets out our audit work and the audit plan as well as the conclusions of our work. We also indicate, where appropriate, any significant weaknesses of internal control that we have identified with respect to the procedures relating to the preparation and processing of accounting and financial information.

The information contained in the report to the Board of Directors includes the biggest risks of material misstatements that we identified during our audit of the annual financial statements for the period, which constitute the key audit matters that we are required to describe in this report.

We also provide the Board of Directors with the statement required under Article 6 of Regulation (EU) No. 537/2014 confirming our independence within the meaning of the rules applicable in France as stipulated in Articles L.821-27 to L.821-34 of the French Commercial Code and in the Statutory Auditors' Code of Ethics. Where appropriate, we discuss with the Board of Directors the risks to our independence and the safeguards applied.

Paris and Paris-La-Défense, April 25, 2024

The Statutory Auditors

Mazars ACA	Constantin Associés
Romain Maudry	Cécile Rémy

18.4.3. Statutory Auditors' special report on related-party agreements

General Shareholders' Meeting called to approve the financial statements for the year ended December 31, 2023

To the Shareholders of **Infotel**,

In our capacity as statutory auditors of your company, we hereby present our report on related-party agreements and commitments.

We are required to inform you, on the basis of the information provided to us, of the key features and terms and conditions of, as well as the reasons behind, the contractual agreements indicated to us or that we may have identified in the performance of our assignment. It is not our role to comment as to whether they are beneficial or to ascertain whether any other agreements and commitments exist. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code, to assess the benefits arising from the conclusion of these agreements and commitments before approving them.

Furthermore, it is our responsibility to provide you with the information stipulated in Article R.225-31 of the French Commercial Code relating to the implementation, during the past fiscal year, of the agreements and commitments previously approved at the General Shareholders' Meeting, if any.

We performed the procedures we considered necessary in accordance with the professional standards issued by the *Compagnie Nationale des Commissaires aux Comptes* (French National Auditing Authority) relating to this assignment.

Agreements and commitments submitted to the General Shareholders' Meeting for approval

We were not notified of any agreements and commitments authorized and implemented during the past year to be submitted to the General Shareholders' Meeting for approval in accordance with Article L.225-38 of the Commercial Code.

Agreements and commitments previously approved by the General Shareholders' Meeting

We inform you that we have not been given notice of any agreement or commitment already approved by the General Shareholders' Meeting whose execution would have continued during the past fiscal year.

Paris and Paris-La-Défense, April 25, 2024

The Statutory Auditors

Mazars ACA	Constantin Associés
Romain Maudry	Cécile Rémy

18.5. DATE OF THE MOST RECENT FINANCIAL INFORMATION

The last year for which financial information was audited was the fiscal year ended December 31, 2023.

18.6. INTERIM FINANCIAL INFORMATION

The Company publishes financial information on a quarterly basis. The most recent publication concerns the results for fiscal year 2023 published on March 13, 2024. This information was assessed and audited by the statutory auditors.

18.7. DIVIDEND POLICY

The Company is willing to pay dividends but does not have a firm policy regarding the allocation of its profits between the payment of dividends and the financing of its activities.
Since its listing on the stock market, **Infotel** has always issued a dividend.

In previous years, these dividends amounted to:

- 2020: €1.60 dividend per share;
- 2021: €1.60 dividend per share;
- 2022: €2.00 dividend per share.

The Board of Directors' meeting on March 13, 2024 proposed the payment of a dividend of €2.00 per share, to be approved by the General Shareholders' Meeting on May 22, 2024.

Dividends not claimed within five years from the date of payment will be transferred to the French State (Article 2277 of the French Civil Code).

18.8. LEGAL AND ARBITRATION PROCEEDINGS

To date, there are no government, legal or arbitration procedures, including any procedures of which the Company is aware, which are pending or threatened, that are likely to have or, during the last twelve months, have had a significant impact on the financial situation or the profitability of the Company.

18.9. SIGNIFICANT CHANGE IN THE FINANCIAL OR TRADING POSITION

There have been no significant changes in the Group's financial or trading position since the end of the last fiscal year.

19. ADDITIONAL INFORMATION

19.1. CAPITAL STOCK

At December 31, 2023, the capital stock was €2,756,223.20 divided into 6,890,558 shares with a par value of €0.40.

19.1.1. Changes in Capital Since the Creation of the Company

Date	Nature of the transaction	Increase in capital	Transfer or issue premium	Total number of shares	Par value	Capital amount
December 31, 1979	Incorporation	FF150,000	0	1,500	FF100	FF150,000
June 3, 1982	Capitalization of reserves	FF450,000	0	1,500	FF400	FF600,000
June 7, 1983	Capitalization of reserves	FF1,800,000	0	1,500	FF1,600	FF2,400,000
June 17, 1987	Capitalization of reserves	FF900,000	0	1,500	FF2,200	FF3,300,000
June 17, 1987	Par value split by 22		0	33,000	FF100	FF3,300,000
May 30, 1988	Capitalization of reserves	FF1,200,000	0	45,000	FF100	FF4,500,000
December 31, 1992	Contributions in cash (1)	FF14,800	FF525	45,148	FF100	FF4,514,800
December 31, 1995	Contributions in cash (1)	FF33,200	FF525	45,480	FF100	FF4,548,000
July 8, 1998	Capitalization of reserves	FF4,548,000	0	90,960	FF100	FF9,096,000
July 8, 1998	Par value split by 10		0	909,600	FF10	FF9,096,000
January 21, 1999	Contributions in cash	FF2,550,000	FF165.99	1,164,600	FF10	FF11,646,000
May 31, 2001	Capitalization of reserves	FF3,632,550	0	1,164,600	FF13.11	FF15,278,550
December 31, 2003	Contributions in cash (1)	€4,000	€7.91	1,166,600	€2	€2,233,200
December 31, 2004	Contributions in cash (1)	€17,000	€7.91	1,175,100	€2	€2,350,200
December 31, 2005	Contributions in cash (1)	€22,160	€24.58	1,186,180	€2	€2,372,360
December 31, 2006	Contributions in cash (1)	€7,876	€28.46	1,204,140	€2	€2,408,280
December 31, 2007	Contributions in cash (1)	€30,040	€24.75	1,219,160	€2	€2,438,320
May 23, 2008	Capitalization of reserves (2)	€70,480	0	1,254,400	€2	€2,508,800
December 31, 2008	Contributions in cash (1)	€33,760	€28.34	1,271,280	€2	€2,542,560
October 12, 2009	Capitalization of reserves (2)	€106,770	0	1,324,665	€2	€2,649,330
October 12, 2009	Contributions in cash (1)	€252	€28	1,324,791	€2	€2,649,582
December 31, 2009	Contributions in cash (1)	€200	€33.50	1,324,891	€2	€2,649,782
December 31, 2010	Contributions in cash (1)	€9,400	€21.94	1,329,591	€2	€2,659,182
December 31, 2011	Contributions in cash (1)	€2,200	€35.91	1,330,691	€2	€2,661,382
December 31, 2012	Contributions in cash (1)	€1,400	€37.30	1,331,391	€2	€2,662,782
May 21, 2014	Shares split by 5		0	6,656,955	€0.40	€2,662,782
January 23, 2020	Capitalization of reserves (2)	€30,998.80	0	6,734,452	€0.40	€2,693,780.80
January 27, 2021	Capitalization of reserves (2)	€34,729.20	0	6,821,275	€0.40	€2,728,510
October 21, 2021	Capitalization of reserves (2)	€27,713.20	0	6,890,558	€0.40	€2,756,223.20

(1) subscription by employees who are beneficiaries of a stock option plan.
(2) final allocation of free shares.

The Company's shares and assets are not pledged.

19.1.2. Shares Authorized and not yet Issued

AGM	Delegation type	Amount granted	Date	Amount exercised
May 19, 2021	Stock options and securities issued	€1,350,000	July 19, 2023	0
May 17, 2023	Stock repurchase	10% of the capital of the Company calculated on the purchase decision date, less any shares resold as part of this authorization	November 17, 2024	0
December 15, 2022	Allocation of free shares to employees	5% of the share capital at the date when the Board of Directors decides to allocate them	February 15, 2026	0.64%

At December 31, 2023, there were no non-issued dilutive shares likely to lead to the potential dilution of the capital stock at that date.

19.1.3. Shares Not Representing Capital

There are no shares that do not represent capital.

19.1.4. Treasury Shares

In accordance with Article L.22-10-62 of the French Commercial Code on commercial companies, the General Shareholders' Meeting may authorize the Company to purchase its own shares on the stock exchange for a maximum amount of 10% of the shares comprising the capital stock, in order to manage the market or liquidity of the share, through an investment service provider, carry out acquisitions, cancel the shares thus acquired, allocate them to holders of securities giving access to the Company's capital, or allocate them to employees and corporate officers under stock purchase options, free share awards, or a company savings plan.

All authorizations by the General Shareholders' Meeting must establish the conditions for the operation and notably, the maximum purchase price and the timeframe in which the acquisition may be made, not exceeding eighteen months.
Accordingly, the General Shareholders' Meetings called to approve the annual financial statements for fiscal years 2001 to 2023 granted such authorizations.

The General Shareholders' Meeting of May 17, 2023 authorized the Board of Directors to acquire on the stock market a maximum number of shares corresponding to 10% of the capital stock of the company calculated on the day of the purchase decision, less any shares sold during the period of authorization, in accordance with the provisions of Article L.22-10-62 of the French Commercial Code, and set the maximum purchase price at €120.

This authorization is valid for a period of eighteen months. It cancels and replaces the authorization given by the General Shareholders' Meeting of May 25, 2022.

No purchase of treasury shares was carried out under the repurchase program between January 1 and December 31, 2023. As of December 31, 2023, the Company held 2,462 treasury shares repurchased under the liquidity contract. As of December 31, 2023, the Company did not hold any treasury shares purchased under previous buyback programs.

The transactions carried out under the liquidity contract entered into with Gilbert Dupont between January 1, 2023 and December 31, 2023 are as follows:

	Quantity	Weighted average price	Gross amount
Purchase	26,428	€53.0090	€1,400,922.81
Sale	27,396	€53.0828	€1,454,256.10

19.1.5. Complex Securities

There are no convertible or exchangeable securities or securities with warrants.

19.1.6. Acquisition and/or Bond Rights in Respect of Unpaid Capital

There are no acquisition and/or bond rights attached to subscribed capital that is not paid up.

19.1.7. Options or Conditional Agreements for Members of the Group

There are no capital shares belonging to a Group member subject to an option or a conditional or unconditional agreement.

19.1.8. History of Capital Stock

See table above in section 19.1.1 “Changes in Capital Since the Creation of the Company” on page 169.

19.2. MEMORANDUM AND ARTICLES OF INCORPORATION

The company was registered with the Trade and Companies Register (RCS) on December 31, 1979.

The latest version of the Articles of Incorporation is that dated January 31, 2024.

19.2.1. Corporate Purpose

Article 3 of the Articles of Incorporation defines the purpose of the Company as follows:
The Company’s purpose is as follows, in France and abroad:

- consulting and provision of IT and telematics services;
- analysis, programming, production and sale of software;
- consulting, expertise, and audit services in relation to the purchase of IT hardware, the development of applications or systems, and the organization of IT departments;
- support in the implementation of teletransmission networks;
- employee training;
- hire, sale of electronic equipment or for its partial use;
- and, generally, any industrial, commercial, real estate, movable property or financial transactions relating directly or indirectly in whole or in part to any of the aforementioned purposes and any similar or related purposes”.

19.2.2. Capital Stock and Shares

The Articles of Incorporation updated on January 31, 2024 show a capital stock of €2,773,916.40 divided into 6,934,791 shares of par value €0.40 each.
The shares are all of the same category. There are also shares with double voting rights. This right is conferred on shares registered to the same shareholder for two years.
The company has no provisions in its Articles of Incorporation or other provisions having the effect of delaying, deferring, or preventing a change of control.

19.2.3. Members of the Administration and Management Bodies

Articles 16, 18, and 21 of the Articles of Incorporation respectively define the composition of the Board of Directors, its organization and its management structure and Executive Management as follows:

Article 16 - BOARD OF DIRECTORS

1 - Unless otherwise stipulated by legal exemptions, the Company shall be managed by a Board of Directors with three members at least, and eighteen members at most.

2 - During the course of the Company's existence, the directors shall be appointed or reappointed by ordinary General Shareholders' Meeting. However, in the event of a merger, directors may be appointed by the Extraordinary General Shareholders' Meeting called to approve the transaction.

3 - The term of office for directors shall be SIX years.

This term shall end following the ordinary General Shareholders' Meeting called to approve the financial statements for the past fiscal year and held in the year during which the term of office of the director expires.

Directors may be re-elected. They may be removed at any time by the Ordinary General Shareholders' Meeting.

4 - Individuals over 90 years of age may not be appointed as director if their nomination means that more than a third of the members of the Board are over this age. If this proportion is exceeded, the oldest director is deemed to have withdrawn from office following the ordinary General Shareholders' Meeting called to approve the financial statements for the fiscal year in which this proportion is exceeded.

5 - The directors may be individuals or legal entities. Legal entities, on their nomination, must designate a permanent representative who is subject to the same conditions and obligations and who incurs the same liabilities as if they were a director themselves, without prejudice to the joint and several liability of the legal entity they represent.

When the legal entity decides to terminate the mandate of its permanent representative, it must notify the Company immediately, by registered mail, of its decision and the identity of the new permanent representative. The same applies in the event of the death or resignation of the permanent representative.

6 - In the event of vacancy due to death or resignation of one or more directors, the Board of Directors may, between two Annual General Shareholders' Meetings, proceed to appoint a director or directors temporarily in order to complete the positions of the Board. These appointments must take place within three months of the vacancy, where the number of directors falls below the minimum set by the Articles of Incorporation, without however falling below the legal minimum.

Provisional appointments made by the Board are subject to ratification at the next Ordinary General Shareholders' Meeting. Pending such ratification, decisions made and the actions carried out shall remain valid.

When the number of directors falls below the legal minimum, the directors in office must immediately convene the ordinary General Shareholders' Meeting in order to complete the Board.

A director appointed to replace another director shall only remain in office for the remainder of the predecessor's term of office.

7 - Individuals may not simultaneously hold a position on more than five Board of Directors or Supervisory Boards of public limited companies with their corporate address in mainland France, except in those cases stipulated by law.

8 - A Company employee may only be appointed as director if their contract is an actual position in the company. They shall not lose the benefits of this employment contract. The number of directors who have an employment contract with the Company may not exceed a third of the directors in office.

9 - Director representing employees
Provided that the company does not benefit from the exemption provided for in the second paragraph of I. of Article L.225-27-1, I of the French Commercial Code, an employee representative is appointed to the Board of Directors.

When the number of members of the Board of Directors appointed by the Ordinary General Shareholders' Meeting is less than or equal to twelve, one director representing the employees shall be appointed. If the number of

members of the Board of Directors is greater than twelve, two directors representing the employees shall be appointed.

In accordance with Article L.225-27-1 of the French Commercial Code, the director representing the employees is elected by the employees of the company and its direct or indirect subsidiaries whose registered office is established in France under the conditions set out in Article L.225-28.

The term of office of a director representing the employees is three years and takes effect on the date of his appointment. This term shall end following the Ordinary General Shareholders' Meeting ruling on the financial statements for the past fiscal year held in the year during which the term of office of the director expires. It is renewable.

In the event of a vacancy due to the death, resignation or dismissal, termination of the employment contract or for any other reason whatsoever, of a director elected by the employees, his or her alternate shall take office immediately. In the absence of an alternate able to perform the duties, a new election shall be held within three months.

If the terms of application provided for in Article L.225-27-1 of the French Commercial Code are not maintained at the end of a fiscal year, the term of office of the director representing the employees shall end at the end of the General Shareholders' Meeting called to approve the financial statements for said fiscal year.

Article 18 - ORGANIZATION AND MANAGEMENT OF THE BOARD OF DIRECTORS

1 – The Board of Directors shall elect a chairman from among its individual members and set the chairman's compensation. The Board shall set the term of office of the chairman, which may not exceed that of his term as director.

2 – No one over the age of 90 may be appointed Chairman of the Board of Directors. If the chairman in office exceeds that age, he is deemed to have withdrawn from office.

3 – The chairman represents the Board of Directors. He shall organize and manage the work of the Board, reporting back at the General Shareholders' Meeting. He shall be responsible for the proper operation of the Company's bodies and for ensuring, in particular, that the directors are able to fulfill their tasks.

4 – If the chairman is absent or unable to attend, the Board of Directors shall nominate the chairman of the meeting.

5. The Board of Directors shall appoint a secretary who may be chosen from among or outside its members. The secretary shall be replaced by simple decision of the Board.

Article 21- EXECUTIVE MANAGEMENT

Forms of exercise

In accordance with Article L.225-51-1 of the French Commercial Code, the executive management of the Company is entrusted to either the Chairman of the Board of Directors or to another individual appointed by the Board of Directors and bearing the title of Chief Executive Officer.

The choice between these two forms of exercise of Executive Management is made by the Board of Directors. The Board's decision relating to the choice of the form of executive management is taken by a majority of the directors present or represented. The Board of Directors' decision shall be communicated to shareholders and third parties according to the terms and conditions stipulated by applicable regulations.

The option chosen by the Board of Directors remains valid for as long as the Board of Directors does not decide to change the method of executive management.

The change in the method of executive management does not result in an amendment to the Articles of Incorporation.

Executive Management

According to the form of exercise chosen by the Board of Directors, the Chairman or Chief Executive Officer shall be responsible for the executive management of the Company.

The Chief Executive Officer is appointed by the Board of Directors which sets his term of office, compensation and, where appropriate, the limitations of his powers.

To carry out his duties, the Chief Executive Officer must be under 90 years of age. If this age limit is reached during his term of office, the Chief Executive Officer shall be deemed to have withdrawn from office and a new Chief Executive Officer shall be appointed.

The Chief Executive Officer may be dismissed at any time by the Board of Directors. The dismissal of the Chief Executive Officer who is not Chairman may give rise to compensation if it is decided without just cause.

Powers of the Chief Executive Officer

The Chief Executive Officer has the broadest powers to act in all circumstances on behalf of the Company. He exercises these powers within the corporate purpose, and subject to the powers expressly allocated by law to General Shareholders' Meetings and to the Board of Directors.

He shall represent the Company in all its dealings with third parties. The Company is bound even by decisions of the Chief Executive Officer that do not follow the corporate purpose, unless it can prove that the third party knew that the decision in question fell outside said purpose or that in, the circumstances, they must have been aware of this, it being stipulated that the publication of the Articles of Incorporation does not constitute sufficient proof to this end.

Executive Officers

On the proposal of the Chief Executive Officer, regardless of whether this function is performed by the Chairman of the Board of Directors or by another person, the Board of Directors may appoint one or more individuals with the title of Executive Officer to assist the Chief Executive Officer.

The maximum number of Executive Officers is five.
In agreement with the Chief Executive Officer, the Board of Directors determines the extent and duration of the powers granted to the Executive Officers and sets their compensation.

With regard to third parties, the Executive Officers have the same powers as the Chief Executive Officer.

In the event that the Chief Executive Officer ceases or is unable to perform his duties, the Executive Officers retain, unless otherwise decided by the Board of Directors, their functions and powers until a new Chief Executive Officer is appointed.

The positions of Executive Officers may be revoked at any time, on the proposal of the Chief Executive Officer. The dismissal of an Executive Officer may give rise to compensation if it is decided without just cause.

19.2.4. Rights, Privileges, and Restrictions Attached to the Shares

Each share entitles the holder to a share in the profits and assets in proportion to the fraction of the capital that it represents. Shareholders are only liable for losses up to the amount of their contributions.
The rights and obligations attached to the shares remain with the shares regardless of their owner. Ownership of a share automatically involves full acceptance of the Articles of Incorporation and decisions of General Meetings.

The heirs, creditors, beneficiaries or other representatives of a shareholder may not require seals on the assets and values of the Company or request their division or sale. Under no circumstances may they interfere in the administration of the shares. To exercise their rights, they must refer to statements of company assets and liabilities and decisions at General Meetings.

Whenever it is necessary to own several shares in order to exercise any right, or in the event of an exchange, grouping or allocation of shares, or as a result of an increase or reduction in capital, a merger or any other transaction, the holders of single shares or fewer than the required number of shares may only exercise this right

provided that they personally see to the grouping and, where applicable, the purchase or sale of the necessary shares.

Unless prohibited by law, in the course of the Company's existence or on its liquidation, all the tax exemptions and charges as well as any taxes that may be borne by the Company shall be aggregated between all the shares before making any payment or redemption, in such a way that, taking into account the par value and their respective dividend rights, the shares of the same class receive the same net sum.

Double voting rights

There are also shares with double voting rights. The General Shareholders' Meeting of July 8, 1998 decided to grant double voting rights to all fully paid-up shares registered in the name of the same shareholder for at least two years, and to the registered shares granted to a shareholder in the event of a capital increase through the incorporation of reserves, profits or issue premiums, in respect of existing shares for which the shareholder is entitled to such right. Pursuant to this decision, the holding period allowing the allocation of double voting rights shall be retroactive from the General Shareholders' Meeting of July 8, 1998. The double voting right ceases *ipso jure* for any share converted to bearer form or transferred in ownership.
The double voting right may be waived by a decision of the Extraordinary General Shareholders' Meeting and after ratification of the special meeting of shareholders who own shares of the class concerned.

As of December 31, 2023, the number of shares with double voting rights was 3,089,028.

19.2.5. Changes in Shareholder Rights

Any change in possible shareholder rights is associated with the acquisition of double voting rights (see paragraph 19.2.4 above).

19.2.6. Convening of Ordinary and Extraordinary General Meetings

General Meetings shall be convened and held, and votes shall be organized, in accordance with the Act. The General Shareholders' Meeting shall consist of all shareholders holding at least one share, who exercise their voting rights under the conditions laid down in the Articles of Incorporation. The right to attend or to be represented at the Meeting is subject to the registration of the shareholder in the Company's registers two business days before the date of the Meeting.
The General Shareholders' Meeting is chaired by the Chairman of the Board of Directors or by a member of the Board of Directors delegated for this purpose by the Board or, failing that, by a person appointed by the Meeting. The duties of returning officer shall be performed by two members of the meeting with the greatest number of votes and accepting these functions. The officers appoint a secretary who can be chosen from outside the shareholders. The deliberations of the General Shareholders' Meeting shall be recorded in minutes in accordance with the Act. Ordinary and Extraordinary Annual General Meetings, voting under the conditions of quorum and majority specified by the provisions which respectively govern them, exercise the powers allocated to them by law.
In the event of a public offer of financial securities, a meeting notice containing the information provided for in Article R.225-73 of the French Commercial Code shall be published in the French Official Journal at least thirty days before the meeting of shareholders.
As a reminder, the concept of "public offering for savings" has been replaced by the concept of "public offer of financial securities" since the Ordinance of January 22, 2009 relating to public offerings and various provisions in financial matters.

19.2.7. Change of Control

There are no provisions in the Articles of Incorporation that could have the effect of delaying, deferring, or preventing a change of control.

19.2.8. Threshold Crossings

The Company's Articles of Incorporation do not require the disclosure of threshold crossings other than when provided for by the legal provisions in force. It should be noted that the threshold of 30% was added to the legal thresholds by French Act no. 2010-1249 of October 22, 2010, on banking and finance regulation.

Consequently, any shareholder who comes to hold, directly or indirectly, within the meaning of the provisions of Article L.233-7 of the French Commercial Code, a number of shares that would represent a percentage holding at least equal to the following legal thresholds: 5%, 10%, 15%, 20%, 25%, 30%, 33.33%, 50%, 66.66%, 90%, 95% of the capital stock, must inform the Company of the number of shares held within fifteen days of crossing any of these thresholds.
In the event of non-compliance with this obligation, the shares exceeding the fraction that should have been disclosed shall be stripped of voting rights under the conditions and limits provided for by law.
Similarly, any shareholder whose shareholding falls below one of the aforementioned thresholds is also required to inform the Company within fifteen days.

19.2.9. Changes to the Capital Stock

The Articles of Incorporation do not provide for any stricter conditions than those provided for by law in the event of a change in the capital stock, whether it is an increase or a reduction.

The conditions laid down by law must be complied with.

20. SIGNIFICANT CONTRACTS

Significant contracts were concluded in the normal course of business (Article 22 of Regulation No. 809/2004).

21. AVAILABLE DOCUMENTS

Legal documents concerning the Company may be consulted at the registered office:
Le Valmy
4/16 avenue Léon Gaumont
75020 Paris

Corporate information is available on the company's website at: www.infotel.com.
More specifically, the following information is available:

- Financial reporting calendar;
- Press releases;
- Annual reports;
- Analysis notes;
- Shareholders' questions;
- The Articles of Incorporation updated on October 21, 2021.

21.1. FINANCIAL REPORTING CALENDAR

For information purposes, the financial reporting calendar for 2024 is as follows:

• January 31, 2024	Q4 2023 revenue
• March 13, 2024	Audited 2023 full-year results
• March 14, 2024 (morning)	Analyst meeting
• April 26, 2024	Publication of the Universal Registration Document
• May 22, 2024 (afternoon)	Annual General Meeting
• May 22, 2024 (evening)	Q1 2024 revenue
• July 31, 2024	Q2 2024 revenue
• September 25, 2024	Audited H1 2024 results + H1 financial report
• September 26, 2024 (morning)	Analyst meeting
• October 23, 2024	Q3 2024 revenue
• January 29, 2025	Q4 2024 revenue

22. CSR REPORT - CROSS-REFERENCE

15.5 Report on Corporate Social Responsibility (CSR) – Corporate Social Information 92
3.8 Report on Corporate Social Responsibility (CSR) - Environmental Information 22
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