UNIVERSAL REGISTRATION DOCUMENT

Annual Financial Report Fiscal 2021-2022

eliorgroup

Universal Registration Document
Annual Financial Report
Fiscal 2021-2022

***Société anonyme* (French joint-stock corporation)**

Share capital: €1,724,442.29

Registered office:

9 -11 Allée de l'Arche

92032 Paris La Défense Cedex, France

Registered in Nanterre under no. 408 168 003

The original French-language version of this Universal Registration Document (the *Document d'Enregistrement Universel*) was filed on December 23, 2022 with the Autorité des Marchés Financiers (AMF) in its capacity as the competent authority as defined in Regulation (EU) 2017/1129, without prior approval as provided for in Article 9 of said Regulation.

The *Document d'Enregistrement Universel* may be used in support of a public offering of securities or the admission of securities to trading on a regulated market if accompanied by a securities note and, where applicable, a summary and all amendments to the *Document d'Enregistrement Universel* filed since it was first approved. The prospectus formed by these documents must be approved by the AMF in accordance with Regulation (EU) 2017/1129.

Copies of the *Document d'Enregistrement Universel* in French and the English translation thereof (the Universal Registration Document) may be obtained free of charge from Elior Group's registered office, or may be downloaded from the websites of Elior Group (www.eliorgroup.com) and the AMF (www.amf-france.org).

e-accessibility An e-accessible version of this document is available at www.eliorgroup.com.

NOTE

General Information

This universal registration document (hereinafter referred to as the "Universal Registration Document") also constitutes:

- the annual financial report that must be drawn up and published by all listed companies in France within four months of their fiscal year-end, in accordance with Article L. 451-1-2 of the French Monetary and Financial Code and Article 222-3 of the General Regulations of the AMF; and
- the annual management report issued by Elior Group's Board of Directors that must be presented at the Annual General Meeting held to approve the financial statements for the past fiscal year, in accordance with Articles L. 225-100 *et seq.* of the French Commercial Code.

In the Universal Registration Document, the term "Company" refers to Elior Group SA, and the terms "Group", "the Elior group" and "Elior" refer to the Company and its consolidated subsidiaries as a whole.

Forward-Looking Statements

This Universal Registration Document contains various forward-looking statements regarding the Group's outlook and growth prospects. Words such as "expect", "anticipate," "assume," "believe," "contemplate," "continue," "estimate," "aim", "forecast," "intend," "likely," "plan," "positioned," "potential," "predict," "project," "remain" and other similar expressions, or future or conditional verbs such as "will", `should", "would" "could", "may", or "might", or their negative equivalents identify certain of these forward-looking statements. Other forward-looking statements can be identified in the context in which the statements are made. These statements do not reflect historical or present facts or circumstances. They are not guarantees of future performance and they involve uncertainties and assumptions on matters that are difficult to predict. These forward-looking statements are based on information, assumptions and estimates considered reasonable by Group management. They may change or be amended due to uncertainties related to, among other things, the economic, financial, competitive and/or regulatory environment. Forward-looking statements are included in a number of places in this Universal Registration Document, and consist of statements related to the Group's intentions, estimates and objectives concerning, among other things, its markets, strategy, growth, results, financial situation and cash position. The forward-looking statements in this Universal Registration Document are to be understood as at its filing date, and the Group does not accept any obligation to update forward-looking statements to reflect subsequent changes affecting its objectives or any events, conditions or circumstances on which the forward-looking statements are based, except to the extent required by the applicable laws and regulations.

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AFR: The sections of this document that constitute the Annual Financial Report are identified by the letters AFR in the contents table (see also cross-reference table in Section 6.8).

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THE ELIOR GROUP

1. THE ELIOR GROUP

1.1 INTERVIEW WITH BERNARD GAULT, CHAIRMAN AND CEO

After two years marked by the impacts of the Covid-19 crisis on your business, in 2022 can we say the worst of the crisis is now behind you?

Although the worst of the Covid crisis does seem to be behind us, its impacts – including the shift to home working – have definitely resulted in major and lasting transformations in the way we conduct our business. On top of that, the period of economic instability that we've been going through in the past two and half years isn't over, as inflation is at its highest level in decades.

As well as these economic factors, we're seeing more long-term developments – such as the transition in upstream agriculture and changes in consumer habits – which means we need to carry on innovating and speed up the rollout of new offerings and products. Our corporate mission is more crucial than ever: feeding a large number of people, at a fair price, and in an environmentally friendly way. So we have ended this year with an even stronger sense of duty, with absolutely no compromise on the quality of our services, right across the organization.

In this difficult context I would particularly like to thank each and every one of our people at Elior for their energy, resilience and determination. It's because of their professionalism that we're now seeing strong sales momentum, driven by huge efforts to manage and renegotiate contracts, but also by an unceasing focus on innovation.

I would also like to thank our shareholders, both those who have been with us for many years, and those who have recently joined us, such as the Derichebourg group, which shares our entrepreneurial vision and has the stated ambition of staying by our side for the long term. Il also would like to thank our guests, our clients and all our stakeholders.

The Covid crisis accelerated a number of changes in your industry. So how do you see your business today?

It is undeniable that the Covid crisis had an impact on our business, but we'd already started making changes before it hit. For several years, we have been overhauling our offering in response to the immense general shift in working patterns and consumer habits. Our new approach to giving guests exactly what they want includes the launch of new high-quality grab & go concepts like *Reset* and *Chaud Bouillant* in France, and increasing the number of vegetarian options we offer.

At the same time, we've worked extremely hard on changing our direct environment, by developing and favoring short supply chains and local suppliers, which is helping us deliver on our objectives of serving fresh produce, keeping costs down, staying local and regional, and protecting the environment. A quarter of our supplies are now organic and/or local.

But the changes we're making go further than the food on our guests' plates as we're also rethinking how our dining areas are used. For example, our corporate restaurants can be adapted to different uses throughout the working day to give people a place where they can come together to talk, whether about work or not. Although working methods are changing people still need to socialize and our dining areas can give them just that.

How would you sum up fiscal 2021-2022?

It was positive overall. Although our margins were affected by the pandemic again (due to the Omicron variant in the first half) and by inflation, we put in place a dynamic recovery plan which is starting to yield results. Revenue was up strongly during the fiscal year, fueled by robust sales momentum.

Our overall revenue came in at €4.45 billion in 2021-2022, representing year-on-year organic growth of 18.3%, with 9.8% coming from new business. And importantly, our client retention rate was 93.2% – a record high for the Group. This, more than any other indicator, clearly demonstrates our guests' satisfaction, the strength of our offering, our ability to constantly adapt to new expectations, and above all, the trust and confidence that our client partners place in us.

The margin recovery plan we announced in May 2022 has four key focuses: (1) a worldwide program for systematically renegotiating all of our pricing structures with our clients, (2) working with our clients to create new, more sustainable offerings, (3) systematically reviewing our contract portfolio, and (4) exercising even tighter control over operating costs. Launched six months ago, this plan is already starting to deliver. For example, the decision to close down Preferred Meals in the United States – as it has an industrial activity that's too far removed from our core business and was weighing very heavily on our finances – enabled our adjusted EBITA to very nearly break even, at a negative €6 million.

In short, we can see that the Group's performance has picked up sharply over the past year thanks to the recovery plan put in place. Our business model, which is not capex intensive, is proving its worth and is allowing us to keep up our cash levels despite the current inflationary pressures and the impact on our margin: this is the meaning of the action undertaken for several months, particularly in the school catering sector, because the revision of prices with public players is a task that is as demanding as it is necessary. The service we deliver each day to millions of children has to be recognized at its fair value. We owe that to our teams, our farming-sector partners, and our guests.

In this complex ecosystem, what are Elior's objectives for the coming year?

In addition to this work on renegotiating our prices, we are pursuing the measures that have made us, and will continue to make us, a responsible group respectful of individuals and the environment. Our non-financial indicators clearly illustrate our goals in this respect.

Just one example of our CSR-related actions is our introduction of the *Nutri-Score* food rating system, and we are the first and only contract caterer to use it. This system, that we have adapted for the catering business, enables guests to put their meals together based on the nutritional qualities of the dishes on offer, which are given a color-coded score from A to E. We conducted a survey on it this year and 94.4% of our guests who responded said they wanted it to stay in their restaurant or school canteen. This shows that we were right to introduce *Nutri-Score* as it's popular with our guests as well as meeting the need for transparent information to make healthy choices.

To cite another example, all of the sites where Elior is responsible for the electricity contract now have 100% renewable energy supplies. And we are also stepping up its anti-waste actions. Waste analyses were performed at 300 sites in France in fiscal 2021-2022 and over 50 tonnes of unused food were redistributed. The figures speak for themselves as we have reduced our total food waste by 9% during the year. Further proof of our sustainability efforts is that 50% of our recipes in France and Spain have a low carbon score and this percentage is set to steadily rise as we gradually deploy the carbon scoring system in our corporate restaurants.

Another priority for us in fiscal 2022-2023 will continue to be training our teams and adapting their skills to the changes in our industry. We offer our people over 300 training courses that lead to a qualification and which they can follow free of charge. The fact that 70% of our managers have been promoted from within the Group shows how successful our training system is. We also continued to make progress on our gender parity objectives during the year, with 43% of the Group's executive positions now occupied by women.

To sum up, although the unprecedented context has impacted our business, I've seen our impressive resilience and unshakable ability to innovate, which is undoubtedly our biggest strength. Despite the deep-seated changes taking place in our industry, some of which being unexpected, starting with home working, we have been able to hold firm, accelerate the transformation of our business, and stay agile and responsible for to the needs of our clients, our guests, and all our stakeholders.

1.2 SELECTED FINANCIAL INFORMATION

1.2.1 KEY PERFORMANCE INDICATORS

Organic growth in consolidated revenue: Growth in consolidated revenue expressed as a percentage and adjusted for the impact of (i) changes in exchange rates, using the calculation method described in Chapter 4, Section 4.2 of this Universal Registration Document, (ii) changes in accounting policies, and (iii) changes in scope of consolidation.

Revenue retention rate: Percentage of revenue for the previous fiscal year adjusted for the cumulative annual change in revenue from contracts or sites lost since the beginning of the previous fiscal year.

The method applied for calculating this indicator – which is one of the metrics used to analyze organic growth – has been revised in order to make it more consistent and facilitate comparisons between the Group and its peers.

Adjusted EBITA[1]:Recurring operating profit, including share of profit of equity-accounted investees, adjusted for share-based compensation (stock options and performance shares granted by Group companies) and net amortization of intangible assets recognized on consolidation.

The Group considers that this indicator best reflects the operating performance of its businesses as it includes the depreciation and amortization arising as a result of the capex inherent to its business model. It is also the most commonly used indicator in the industry and therefore enables more meaningful comparisons between the Group and its peers.

Adjusted EBITA margin: Adjusted EBITA as a percentage of consolidated revenue.

Adjusted earnings per share[1]: This indicator is calculated based on net profit from continuing operations attributable to owners of the parent, adjusted to exclude (i) non-recurring income and expenses, (ii) amortization of intangible assets recognized on consolidation, (iii) exceptional impairment of investments in and loans to non-consolidated companies, and (iv) the impacts of gains or losses on disposals of consolidated companies classified as held for sale. All of these adjustments in (i) to (iv) are net of tax.

Operating free cash flow[1]: The sum of the following items as defined elsewhere in this Universal Registration Document and recorded either as individual line items or as the sum of several individual line items in the consolidated cash flow statement:

- EBITDA.
- Net capital expenditure (i.e. amounts paid as consideration for property, plant and equipment and intangible assets used in operations less the proceeds received from sales of these types of assets).
- Change in net operating working capital.
- Other non-recurring income and expenses impacting cash.
- Other non-cash movements.

This indicator reflects cash generated by operations and is the indicator used internally for the annual performance appraisals of the Group's managers.

Free cash flow[1]: The sum of the following items as defined elsewhere in this Universal Registration Document and recorded either as individual line items or as the sum of several individual line items in the consolidated cash flow statement:

- Operating free cash flow, as defined above.

[1] These indicators are not measurements of financial performance under IFRS and should not be considered as alternatives to other indicators of the Group's operating performance, cash flows or any other measure of performance used in accordance with IFRS. These indicators as presented in this Universal Registration Document are for information purposes only and may differ from and may not be comparable to similarly titled measures used by other companies. Their calculations are based on various assumptions. These amounts have not been, and, in certain cases, cannot be, audited, reviewed or verified by an independent auditor. The information provided is inherently subject to risks and uncertainties and may not give an accurate or complete picture of the financial position and/or results of operations of acquired businesses. The Group presents these indicators because it believes they are helpful to readers of this document for understanding its operating performance. They have limitations as analytical tools and should not be considered as a substitute for an analysis of the Group's operating results as reported under IFRS.

- Tax paid, which notably includes corporate income tax, the CVAE tax in France the IRAP tax in Italy and State Tax in the United States.

Leverage ratio[1]: The ratio between (i) the Group's net debt (at the given period-end determined based on the definition and covenants in the Senior Facilities Agreement as described in Chapter 4, Section 4.8.3 of this Universal Registration Document: "Senior Facilities Agreement", i.e. excluding unamortized issuance costs and the fair value of derivative instruments) and (ii) adjusted EBITDA (EBITA adjusted to exclude the impact of stock option and performance share plans and depreciation and amortization) calculated on a rolling basis for the twelve months preceding the period-end concerned, further adjusted to exclude the impacts of acquisitions and divestments of consolidated companies during the twelve months preceding said period-end.

1.2.2 KEY FIGURES

€4,451 MILLION
IN CONSOLIDATED REVENUE

€1,943 MILLION GENERATED BY CONTRACT CATERING & SERVICES – FRANCE	€2,493 MILLION GENERATED BY CONTRACT CATERING & SERVICES – INTERNATIONAL
20,250 RESTAURANTS AND POINTS OF SALE	3 MILLION GUESTS EACH DAY
97,000 EMPLOYEES	OPERATIONS IN 5 MAIN COUNTRIES

[1] These indicators are not measurements of financial performance under IFRS and should not be considered as alternatives to other indicators of the Group's operating performance, cash flows or any other measure of performance used in accordance with IFRS. These indicators as presented in this Universal Registration Document are for information purposes only and may differ from and may not be comparable to similarly titled measures used by other companies. Their calculations are based on various assumptions. These amounts have not been, and, in certain cases, cannot be, audited, reviewed or verified by an independent auditor. The information provided is inherently subject to risks and uncertainties and may not give an accurate or complete picture of the financial position and/or results of operations of acquired businesses. The Group presents these indicators because it believes they are helpful to readers of this document for understanding its operating performance. They have limitations as analytical tools and should not be considered as a substitute for an analysis of the Group's operating results as reported under IFRS.

Income Statement Data

(in € millions)	Years ended September 30	
	2022	2021
Revenue from continuing operations	**4,451**	**3,690**
Contract Catering & Services	4,436	3,686
- France	1,943	1,711
- International	2,493	1,975
Corporate & Other	15	4
Revenue growth[1]	20.6%	(7.0)%
Organic revenue growth[2]	18.3%	(5.3)%
Recurring operating profit/(loss) from continuing operations	**(69)**	**(86)**
Recurring operating profit margin from continuing operations[3]	**(1.6)%**	**(2.3)%**
Net profit/(loss) from continuing operations attributable to owners of the parent	**(427)**	**(115)**
Adjusted attributable net profit/(loss) for the period	**(142)**	**(99)**
Adjusted earnings/(loss) per share (in €)[4]	**(0.83)**	**(0.58)**
Dividend (in €)	**-**	**-**

(1) Revenue growth corresponds to the percentage increase in the Group's consolidated revenue for a given accounting period versus the comparative period of the previous fiscal year.

(2) See explanation in Chapter 4, Section 4.2 of this Universal Registration Document.

(3) Recurring operating profit margin from continuing operations corresponds to recurring operating profit/(loss) from continuing operations as a percentage of revenue.

(4) See definition in Section 1.3.1 above.

Balance Sheet Data

(in € millions)	At September 30	
	2022	2021
Goodwill	1,577	1,731
Cash and cash equivalents	64	80
Equity	731	1,051
Gross debt	1,270	1,174
Net debt[1]	1,217	1,108
Leverage ratio (net debt[1]/adjusted EBITDA)	N/A[2]	N/A[2]

(1) Based on the definition and covenants in the Senior Facilities Agreement, as described in Chapter 4, Section 4.8.3, "Senior Facilities Agreement" of this Universal Registration Document, i.e. excluding unamortized issuance costs and the fair value of derivative instruments.
(2) Not applicable due to the covenant holiday obtained by the Group. The next leverage ratio test will take place on March 31, 2023.

Cash Flow Statement Data

(in € millions)	Years ended September 30	
	2022	2021
EBITDA	**108**	**100**
Net capital expenditure[2]	(64)	(62)
Share of profit of equity-accounted investees	-	1
Change in operating working capital[3]	(37)	16
Non-recurring income and expenses impacting cash	(46)	(43)
Other non-cash movements	5	7
OPERATING FREE CASH FLOW[4]	**(34)**	**19**
Tax paid	(14)	(6)
FREE CASH FLOW[5]	(48)	**13**

(2) (3) (4) (5) See definitions in Section 1.3.1 above.

(2) Net capital expenditure corresponds to amounts paid as consideration for property, plant and equipment and intangible assets used by contract catering and services operations as well as by support and corporate activities, less the proceeds received from sales of these types of assets. This net amount represents the sum of the following items as presented in the consolidated cash flow statement:

- Purchases of property, plant and equipment and intangible assets.
- Proceeds from sale of property, plant and equipment and intangible assets.

(3) Change in operating working capital corresponds to the net change during the period in the cash required for maintaining current assets and liabilities that are used by contract catering and services operations as well as by support and corporate activities. This cash flow is presented in the consolidated cash flow statement and covers the following current assets and liabilities:

- Inventories and work-in-progress.
- Trade receivables.
- Trade payables.
- Employee-related payables and receivables, including accrued income related to the CICE tax credit in France.
- Tax receivables and payables (excluding corporate income tax, deferred taxes and the CVAE and IRAP taxes).

1.3 INFORMATION ABOUT THE GROUP

Company Name

Elior Group

Registration Particulars and Legal Entity Identifier

The Company is registered with the Nanterre Companies Registry under number 408 168 003. Its legal entity identifier (LEI) is 969500LYSYS0E800SQ95.

Date of Incorporation and Term

The Company was incorporated on July 8, 1996 for a term of ninety-nine years from the date of its registration with the Companies Registry, expiring on July 8, 2095 unless said term is extended or the Company is wound up in advance.

Registered Office, Legal Form and Governing Law

The Company's registered office is located at 9-11 allée de l'Arche, 92032 Paris La Défense, France. The telephone number of the registered office is +33 1 71 06 70 00. Elior Group is a French joint-stock corporation (*société anonyme*) with a Board of Directors, and is governed by the laws and regulations applicable in France (notably Book II of the French Commercial Code) as well as the Company's bylaws (hereinafter the "Bylaws").

Website

The Company's website address is https://www.eliorgroup.com/

The information published on the website and referred to in hypertext links to https://www.eliorgroup.com/on pages 2, 13, 62, 105 (footnote), 142 (footnote), 328, 354 and 357 of this Universal Registration do not form part of the Universal Registration Document and have not therefore been reviewed or approved by the AMF.

History and Development of the Group

Since it was founded in 1991, the Group has grown from a contract caterer with operations only in France to an international group with two core businesses: contract catering and services. It currently operates in five main countries.

The Group was co-founded by Francis Markus and Robert Zolade who, together with 300 managers, acquired a 35% stake in Générale de Restauration, the contract catering subsidiary of the Accor group.

In 1993, the Group entered the French concession catering market and became the market leader in 1997. In 1998 it adopted the name "Elior", and in 1999 began accelerating its development in the European contract catering market through acquisitions in the United Kingdom, Spain and Italy.

In 2000, the Company was listed on the Premier Marché of Euronext Paris and shortly afterwards the Group expanded its concession catering business in Italy and Spain through partnerships with MyChef and Areas, and built up its presence in contract catering in Spain through an alliance with Serunion. The Group further diversified its business by entering the services industry in France in 2004 through the acquisition of Hôpital Service, a company offering specialized cleaning and hospitality services for healthcare establishments.

In 2006, the Company delisted from Euronext and was taken private by Charterhouse, Chequers and Robert Zolade.

As from 2010, the Group engaged in a number of acquisitions in various markets and businesses, beginning in that year with Copra, an Italian contract caterer, as well as Sin&Stes, one of France's leading corporate cleaning services firms, which pushed it up to the position of sixth-largest contract cleaning company in France. In 2011, the Group expanded its contract catering business in Spain by acquiring the Alessa Catering group. In early 2012, the Group consolidated its operations under the "Elior" brand name, which also became its trade name in France, the United Kingdom and Italy. Also in 2012, it acquired two contract catering companies: Gemeaz in Italy (which made it the country's leading contract caterer), and Ansamble in France (placing it as France's joint leader in the contract catering market). In 2013, the Group entered the US contract catering market by acquiring TrustHouse Services (subsequently renamed Elior North America), a leading player in the education and healthcare catering sectors in the United States. In October 2014, the Group acquired Lexington, a UK-based contract caterer specialized in high-end catering services in the City of London.

On June 11, 2014, the Company was relisted on the Premier Marché of Euronext Paris.

In 2015, the Group reinforced its position as a global player in the concession catering market by raising its stake in Areas to 100%. It also increased its contract catering presence in the United States by acquiring Starr Catering Group (subsequently renamed Constellation Culinary Group), a US market leader offering a full range of premium catering services.

In 2016, THS took on the Group's flagship contract catering brand name, becoming Elior North America. During that year, Elior North America acquired the US-based companies ABL Management (which operates in the university and corrections segments) and Preferred Meals (specialized in contract catering and home deliveries in the education and seniors markets).

In the United Kingdom, Elior acquired Waterfall Catering Group, which operates in the growth markets of education and healthcare, and as a result became the UK's fourth-largest contract caterer.

In 2017 the Group made its entry into India through the acquisitions of MegaBite Food Services and CRCL. Also in that year, it pursued the expansion of its contract catering activities in the United States by successively acquiring CBM Managed Services, Lancer Hospitality, Abigail Kirsch, Corporate Chefs, Design Cuisine and Sidekim. The acquisition of Corporate Chefs strengthened Elior North America's positions in the premium corporate catering market and the education sector. Lancer Hospitality provides professional food management services in a variety of settings including cultural venues, leisure attractions, business centers, schools and healthcare facilities. As it is based in Minnesota, the acquisition of Lancer Hospitality enabled the Group to broaden its presence in the US.

In 2018, Elior acquired a new company in the United States – Bateman Community Living – reinforcing Elior North America's position in the seniors catering sector. In total, the Group carried out 19 acquisitions in the United States in the space of three years.

In 2019, having reviewed the strategic options for its concession catering business, Elior sold its subsidiary Areas, opening up a new chapter in its history by refocusing on its long-standing businesses of contract catering and services. At the same time, the Group launched its New Elior strategic plan, setting out its roadmap up until 2024.

Also in 2019, Elior reinforced its leading position in senior nutrition and community meals in the United States, by creating TRIO Community Meals, bringing together three regional brands (Valley, Bateman Community Living and Lindley).

In the United Kingdom in 2019, then in the United States in 2020, Elior launched Lexington Independents to create a single brand to serve independent schools. This new rand strengthened the Group’s presence in the private education market, offering bespoke catering solutions for both pupils and teachers.

In 2021, the Group updated its New Elior strategic plan, renaming it Definitely New Elior, to take into account the impacts of the Covid crisis on the plan’s original underlying assumptions (priority segments, business development avenues, etc.) and to define a new financial trajectory until 2024. The structure and fundamentals of the plan remain unchanged however.

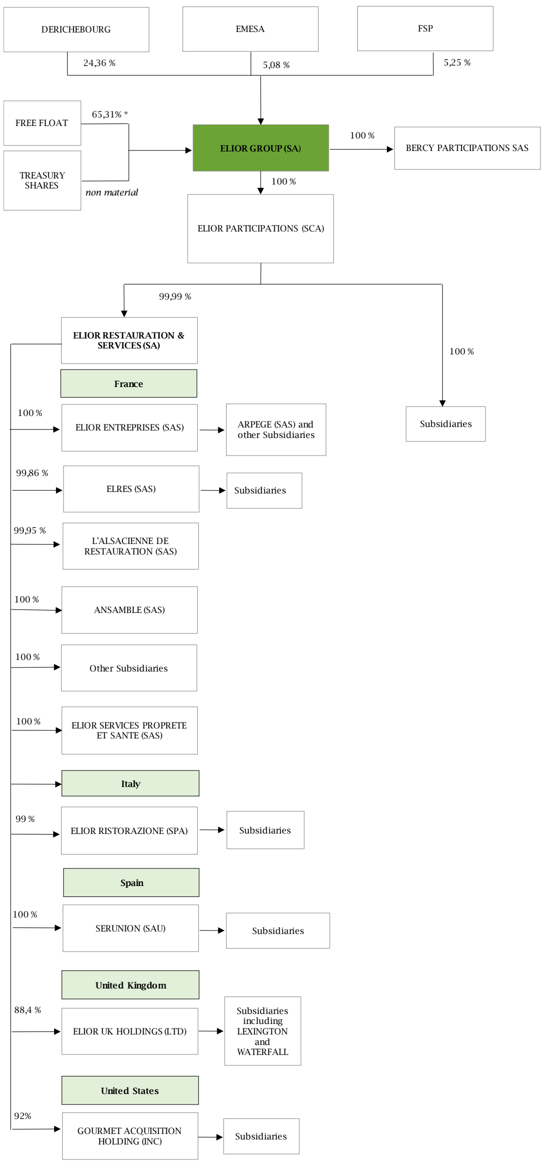
Also in 2021, Elior was the first contract caterer to launch the *Nutri-Score* food coding system in its school canteens and corporate restaurants, and it sold its majority stake in CRCL (India) to the company’s founder.

A new chapter in the Group’s history began in 2022 when Derichebourg became an Elior Group shareholder by purchasing the shares belonging to the Company’s founding shareholder, Robert Zolade.

For the year ended September 30, 2022, the Group's revenue totaled €4,451 million.

1.4 ORGANIZATIONAL STRUCTURE

The simplified organization chart below presents the Group's legal organizational structure at November 30, 2022[3].



* Including shareholders >5%. For more information, please refer to section 5.3.1 "Ownership structure at November 30, 2022 and changes in ownership structure during fiscal 2021-2022 and up until November 30, 2022"

[1] The percentage ownership figures stated in this organization chart correspond to the percentage of voting rights held in the Company's direct and indirect subsidiaries.See the list of consolidated companies in Note 12 to the consolidated financial statements (Chapter 4, Section 4.10).

1.5 THE GROUP'S BUSINESS MODEL

Our mission as a responsible caterer and facility management provider aiming for sustainable growth.
To earn our guests' trust, every day, by serving great tasting, healthy, and environmentally-friendly meals. To provide excellent services at our customer locations and those occupying them.

New Elior
Developed jointly by the Executive Committee and operations teams, this ambitious plan is built around five value creation drivers:

To ensure that our stakeholder impact is positive

Clients and guests

1st contract catering operator to launch Nutri-score, measure the carbon footprint of its meals and offer personalized nutritional diets for senior citizens.

2025 objectives

-12 % Reduction of our carbon emissions per meal between 2020 and 2025 for our direct and indirect emissions

-30 % Food waste

80 % renewable electricity and reduction of the energy consumption

Reduce the carbon impact of our food offer by offering more vegetarian meals and by substituting the most carbon intensive proteins.

Our partner networks

19,000 approved suppliers and partners

Crossover A commitment to working as part of multi-sector collectives

93 % overall client retention rate

Suppliers

800 M€ in annual purchases, more than 60% of which are ingredients

43.5 % of our seafood products are labelled

27.3 % of our supplies are responsibly sourced

Social commitment

Creation of an endowment fund to help socially supportive initiatives by Elior Solidarity.Community Meals in the USA, partnerships with food banks in Europe, etc.

Third parties recognitions / ESG

Elior Services, B&I, Arpège, Ansamble, Serunion have obtained Ecovadis medal

Given the ESG Gaïa scoring, Elior outperforms the sector 52 companies benchmark

Elior obtained a B score on the CDP Climate Change

Shareholders

A resilient model backing our communities

Closely controlled liquidity

we leverage our specialist skills and expertise

Contract catering

Education
Every day, we feed 1.7 million children and students of all ages in public and private educational settings.

Healthcare
Every day, we feed 475,000 patients and dependent people with nutritionally balanced and delicious meals as part of healthcare pathways and social care.

Corporate
Every day, we feed 795,000 guests who work for companies and government services of all sizes, and continue to develop new market segments, such as rail, museum and stadium catering.

Strong presence in 5 countries

N°4 Pure player in the contract catering

N°1 in the contract catering sector in Spain and Italy

N°2 in the contract catering sector in France

N°5 ou + in the contract catering sector in the UK and in the USA

Services

Leader in healthcare & hospitality cleaning in France

Elior Services leads the French hospitality and healthcare cleaning market through 500 medical establishments and their 50,000 beds. This resilient activity, which employs 21,100 people, also works with other sectors by providing cleaning and Facility Management services for offices, hotels, shopping and leisure centers.

1 strategic prioritization of our markets

2 offers that target our clients and guests' expectations

3 an unwavering focus on client's loyalty

4 an appropriate and closely controlled cost structure

5 secure cash generation

by making the most of our resources

2025 objectives

Between **30** and **40 %** of women by 2025 → Between **40** and **60 %** of women in 2030

Elior Group support WOMEN'S EMPOWERMENT PRINCIPLES

Member of WiHTL

Employees

97,000 employees

48.3 % of our managers are women

32,000 people under 25 years old recruited

52.8 % of the value we create is redistributed to our employees in the form of wages and benefits

59 % of management vacancies are filled internally

7 years of average seniority of our permanent staff

Our regional roots

22,650 restaurants and points of sale worldwide

3 M guests served daily

A robust governance structures

Governance
A solid and renewed shareholder base

Remuneration
Remuneration systems focused on profitability, ESG performance and share price

and putting our assets to work.

Innovation

Managerial & organizational innovation
This year, Elior group has organized its first internal incubation program with international teams. The objective is to accelerate the implementation and deployment of innovative initiatives and projects identified in the countries.

Technological innovation
In France, Elior is deploying an artificial intelligence-based solution to predict the level of attendance at its restaurants and thus adjust orders and the number of dishes to be produced. It is particularly useful in B&I because of the impact of hom-working and can significantly reduce food waste.

Marketing innovation
In 2022, Elior North America launched Livewell, an offer aimed at supporting patients leaving hospital to reduce readmissions by delivering personalized and nutritionally balanced meals.

Innovate for more transparency
Elior France displays the Nutri-Score now in nearly 455 school canteens and 642 B&I restaurants to help their guests make their choices during their daily meals.

Responsibility

Pledge
Ansamble reached a new milestone in becoming a "Société à mission", a new status introduced by the PACTE law in France, allowing voluntary companies to formalize their activity at the service of a social and environmental mission.

Environment
A scenario analysis of the impacts of climate change on Elior's operations and supplies (stress tests) made it possible to model their economic costs in order to anticipate the adaptations needed to improve Elior's resilience.

Plant based or low carbon offer
Vegebond, offer designed for US universities, is completely vegetarian and promoted by actor Terrence J. Wildgreen is the new fast food concept of Elior UK, composed of 50% plant based dish and centered on well-being.

TRENDING IN OUR MARKETS

#sociability #pleasure #local #ethics #wellness #health #transition #taste #wastereduction #transparency #origin #territories #digital #foodsafety #inflation

1.6 THE GROUP'S BUSINESSES AND STRATEGIES

1.6.1 BUSINESSES

The Elior group is an international player in contract catering & services, serving 3 million customers every day at approximately 20,250 restaurants and points of sale across the world, and looking after 2,400 sites for clients in France through its services offerings. It has some 97,000 employees based in 5 main countries, in Europe and North America.

The Group's contract catering business serves three key client markets: corporate entities and government agencies (Business & Industry), schools and higher education establishments (Education), and health and welfare establishments (Health & Welfare). It operates its contract catering activities in its traditional markets of France, Spain, Italy and the United Kingdom as well as in the United States since 2013.

The majority of our services business is conducted in France and involves the provision of soft facility management solutions, notably cleaning, reception, concierge, light maintenance and grounds maintenance services. Through this business, we provide public and private-sector institutional clients with a wide array of outsourced solutions ranging from cleaning and reception services through to the management of offices, hotels, shopping malls, leisure and vacation parks and office and apartment buildings. We estimate that we are the fifth-leading cleaning services provider in France and the number one provider of outsourced cleaning and hospitality services for the French healthcare sector (source: Xerfi).

In the year ended September 30, 2021, the Group generated total consolidated revenue of €3,690 million and its adjusted EBITA was a negative €64 million.

1.6.1.1 Contract Catering

2021-2022 key figures:

- An operating presence in five main countries: France, Italy, Spain, the United Kingdom and the United States
- 20,250 restaurants and points of sale
- 3 million guests per day
- 75,900 employees worldwide

The Group's contract catering business addresses three different client markets: Business & Industry (companies and government agencies), Education (private and public educational establishments, from nurseries to higher-education), and Health & Welfare (private, public and not-for-profit healthcare providers and the operators of care homes and welfare establishments). We serve all three of these markets in each of the countries in which we have contract catering operations.

Through this business, we offer dining services, meal deliveries, vending solutions and foodservices technical support.

1.6.1.1.1 The Business & Industry market

2021-2022 key figures:

- **€1,825 million in revenue** (41% of total consolidated revenue)
- 5,400 restaurants
- 795,000 guests per day

The Business & Industry market comprises private sector clients in the manufacturing and tertiary industries, including leisure and transport, as well as institutions such as public-sector companies, government agencies, cultural organizations, military bases and corrections facilities. The Group's expertise also enables it to offer catering services to small and mid-sized enterprises (SMEs), thanks to the development of dedicated technological solutions (mobile apps, smart fridges, etc.).

We propose varied offerings that are specifically targeted to our different market segments and we constantly innovate to create catering solutions that meet the changing needs and expectations of our guests. The ways we do this include taking inspiration from commercial catering, digitalizing certain services and broadening our offerings (in terms of serving times, venues, menus, recipes, etc.).

1.6.1.1.2 The Education market

2021-2022 key figures:

- **€1,415 million in revenue** (33% of total consolidated revenue)

- 11,800 school restaurants
- 1.7 million children and students catered for each day in Europe and the United States

Clients in the Education market include public and private education establishments covering a broad spectrum of ages, ranging from pre-school day-care centers and elementary and secondary schools through to universities and other higher education institutions.

School catering is one of the Group's long-standing markets. Thanks to our network of central kitchens in Europe and the United States, combined with our know-how in managing small sites, and our expertise in food hygiene, safety and traceability, we enjoy a solid leadership position in both the public and private education sector in Europe.

With 94 central kitchens in France, Spain and Italy, the Group has the largest central kitchen infrastructure in Europe, with a regional network that enables it to combine high productivity with a local presence. It has similar infrastructure in the United States, giving it a strong platform for consolidating its leadership positions.

Keenly aware of our role in educating tastes and encouraging healthy eating, we pay particular attention to the flavor of the food we serve, as well as to using local and certified food and "homemade" recipes. We also take care to pass on the message to our young guests about the importance of taking pleasure in eating well. One of the main challenges in the Education market for Elior, like other caterers, is to demonstrate the quality of its services and make market players aware that this quality has a price tag.

1.6.1.1.3 The Health & Welfare market

2021-2022 key figures:

- **€1,211 million in revenue** (27% of total consolidated revenue)
- 3,000 restaurants
- 475,000 guests per day

The Group's main clients in the Health & Welfare market are hospitals, clinics, retirement homes, residential homes and day-care centers for disabled, elderly and dependent people, as well as non-profit organizations that provide community meal services. Whatever the venue, meals form part of the overall care process in this market, and a good diet contributes to the recovery of patients and the well-being of care home residents.

We design catering offerings for health and welfare establishments that combine nutrition with the enjoyment of eating. In the hospital segment, catering solutions are tailored to each patient's pathology, and the new generation of cafeterias contributes to the well-being of both staff and visitors. For seniors, we draw on our expertise in food hygiene and safety, with a strong focus on innovation. We specialize in specifically adapted textures and nutrient-rich food for seniors, and have developed solutions for delivering meals to people at home and in congregate settings.

The Group's teams also offer support to clients that are adapting their business models to the increase in outpatient surgery and has developed new services for patients from before they are hospitalized until they go home, as well as original and specially-adapted on-site catering solutions.

1.6.1.1.4 Contract catering brands

The Group operates in the contract catering market through several different brands and trade names, which vary depending on the sector, client or country concerned.

France

Elior
Arpège
Ansamble
L'Alsacienne de Restauration

Spain

Serunion
Alessa
Arce
Arume
Hostesa
Ullasar
Singularis

Italy

Elior
Elior Servizi
Hospes
Artusio
IColti a Tavola

United Kingdom

Elior
Caterplus
Edwards & Blake
Lexington
Taylor Shaw

United States

Abigail Kirsch
Aladdin
A'viands
Constellation Culinary Group
Corporate Chefs
Cura
Design Cuisine
Lancer Hospitality
Lexington Independents
Summit
Traditions
TRIO Community Meals

1.6.1.2 Services

2021-2022 key figures:

- No. 1 for cleaning and hospitality services for the French healthcare sector
- 2,400 sites
- 21,100 employees

Elior Services is a French brand and has three main areas of expertise: cleaning and hospitality services in clinics, hospitals and specialized healthcare establishments; cleaning and hygiene services in offices and industrial premises (including in highly sensitive locations such as white rooms); and facility management (which includes reception, concierge, mail handling and grounds maintenance services).

In the healthcare sector – which has been Elior Services' principal market since the outset and where it is the leader in France – the Group offers a wide range of solutions including specialist cleaning, laundry services, in-room meal deliveries and hospitality services. One of the keys to our success in this sector is our continuous innovation approach.

Elior Services also meets the requirements of a wide range of clients in other sectors including large corporations, high-end hotels, leisure venues (stadiums, museums, movie theaters etc.), schools and sensitive industrial sites, as well as shopping malls, where cleanliness and services directly affect brand and image perception for end-customers.

Elior Services proposes value-added solutions to help its clients create pleasant working environments. Its corporate concierge services are also proving increasingly popular with companies looking to offer that little extra to attract and retain talent.

Thanks to Elior Services' in-depth expertise in hygiene and disinfection, it has been able to expand its offerings in order to swiftly propose responses to the challenges caused by the Covid-19 crisis.

1.6.1.3 Market trends

The Elior group – a worldwide player in contract catering and services – develops and provides catering and services solutions in three key markets – business & industry, education and health & welfare.

As a responsible and innovative caterer, the Group takes special care to propose healthy and responsible food, while changing and developing its offerings to meet the needs of its clients and guests.

In order to remain the leader in our field, we are adapting to the major trends shaping current society so we can respond to our guests' three main preoccupations, namely:

- **Health:** Is what I'm eating healthy and tasty? Is it good for me?
- **Conviviality** and flexibility: Will the time I use to eat also be a time to meet up with others and enjoy myself? Is it good for us?
- **The environment**: What impact will my consumption have on the environment? Is it good for everyone?

Elior is currently accelerating its transformation based on the above three pillars – health, conviviality and the environment.

1.6.1.3.1 Guaranteeing the health and well-being of our clients and guests

Our objective at Elior is to guarantee the well-being of our clients and guests by offering great-tasting, balanced meals in settings that meet the highest hygiene standards.

a) Offering high-quality ingredients

As a caterer, if we want our guests to enjoy the food we offer, we have to provide great cuisine with all the flavors of high-quality ingredients. Cooking has always been at the heart of our business and in all of the regions where we operate, we hire chefs and regularly train them in both traditional and innovative culinary techniques. For example, in Spain, Serunion Educa's chefs cook fish to perfection thanks to the *REAL FISH* project – Serunion's new online training program. This is an ambitious in-house training project with a dual objective: to provide high-quality professional training to Serunion's chefs and make fish more appealing to school children.

Proposing meals that are both great-tasting and in line with the latest food trends is a priority for the Group. In France, Arpège has introduced a Food Court offering in its 120 corporate restaurants, which is made up of several themed mini-restaurants where guests can choose their food based on their beliefs or lifestyle or just on what they feel like eating on a particular day. This new-generation corporate restaurant mixes cooking and culture for the first time and showcases the quality of the different products used, whether traditional, local or seasonal. And it allows guests to compile their own menus based on their individual food and lifestyle choices.

In all of our host countries our chefs work with nutritionists to devise recipes that taste great and are also nutritional. In France, our teams have launched a book on plant-based food, which demonstrates our expertise as well as our ability to reinvent ourselves in order to adapt to culinary trends. The book is an excellent way to communicate about Elior's culinary universe and to highlight our food offerings and latest innovations. It is a compilation of our best recipes cooked by our chefs using seasonal produce, with the overriding aim of making food that is both healthy and delicious.

To offer our guests the very best and stay ahead of the curve, we apply a highly innovative culinary approach. For example, we have teamed up with Prevent2Care Lab to work on creating new initiatives related to nutrition for health. We have also partnered with five start-ups whose aim is to use food as a path to better health, and are working on projects such as developing meat alternatives for a healthier diet and serving gourmet sauces to combat malnutrition.

b) Educating tastes

Because the enjoyment of food starts from a very early age, at Elior we place great importance on helping children discover taste and flavors. We do this by introducing them to new types of foods, proposing varied meals made from high-quality ingredients and serving our food in friendly, modern surroundings.

One example of this is *Jeunes Pousses*, an educational program we have launched for pre-school and primary school children in France to teach them about where the food on their plate comes from. This encourages them to savor it more and to eat more seasonal fruit and vegetables. Following successful tests carried out in schools in Courbevoie in the close suburbs of Paris, the program is now going to be rolled out on a larger scale.

At Elior France our chefs work hard to develop different tastes among children and people with disabilities, introduce them to different flavors and create recipes suited to individual preferences. In order to diversify our menus even more and meet the varied needs of our guests, we also work with external chefs specialized in a specific culinary field – such as ayurvedic or Japanese cuisine – to help us refresh our concepts, with on-trend offerings that are always healthy, balanced and adapted to the needs and food choices of guests of all ages, including people with disabilities. For example, we have partnered with France Franco, an ayurvedic chef who brings a different vision, way of thinking and culinary approach to vegetarian food. She has worked with Elior's teams to adapt her recipes to contract catering for healthcare establishments and school canteens.

Elior UK's teams have taken up the *Eat Them to Defeat Them* campaign designed to encourage children to eat more vegetables through fun activities. Focusing on a different vegetable each week, over a period of two months, Elior's teams work with children to sculpt, decorate and disguise all sorts of vegetables to transform them into funny characters, with food counters sometimes looking like scenes from a cartoon.

We work hard to ensure that our offerings are suited to a wide range of diets and we create recipes that enable everyone to try vegetarian, lactose-free or gluten-free cuisine. For example, one out of six of the Group's recipes is now vegetarian.

c) Catering for different nutritional needs

Proposing healthy meals to everyone is in our DNA, and we play a pioneering role in helping improve overall eating habits.

Because we believe that taking care of our guests starts with the food we serve them, we work with our more than 450 expert dietitians and nutritionists to create healthy, balanced menus that respect the main recommendations issued by the public health authorities.

In France, after successfully trialing the *Nutri-Score* food rating system at a number of pilot sites, in 2020-2021 we rolled it out to all of our school canteens. Learning good eating habits starts from a very young age, and in conjunction with children, parents, school heads and the local authorities, *Nutri-Score* raises awareness about eating healthy, great-tasting food. It gives children and their parents information about the nutritional values of the meals served in the school canteen and helps them manage their nutritional balance throughout the day.

Nutri-Score has also been rolled out to the corporate restaurants run by Serunion, Elior's subsidiary in Spain. Thanks to this pioneering approach to healthy, responsible eating, guests in these restaurants now have clear and transparent nutritional information about the meals they choose.

Taking care of our guests also means factoring in their specific needs and expectations. We need to make sure that each of our guests can have great-tasting food options that take into account any food intolerances they may have or their moral or religious beliefs. For example, we propose high-quality options for guests who want to reduce their intake of animal proteins, and vegetarian offerings are now available in our corporate restaurants and school canteens. In Spain, Serunion's teams are specially trained in vegetarian cooking to give them the skills they need to offer balanced, more plant-based recipes to suit the tastes of today's growing numbers of vegetarians, vegans and flexitarians.

The enjoyment of eating also plays a central role in hospitals and retirement homes as it is a key factor for the well-being of patients and residents. Old age and disabilities can lead to difficulties with eating due to dependency, illness or a loss of taste or smell. To help combat these problems we offer specially-textured foods so that meal times can continue to be enjoyable at any age.

In all of our host countries, we design menus that are adapted to the different pathologies of our guests in the healthcare and seniors markets.

In Spain, Serunion's Health & Welfare teams have developed a concept called *Better Taste in Older Age,* in partnership with the University of Barcelona, the Sant Pau hospital and the laboratories of the Lucta group. The underlying idea is to add natural aromas to seniors' meals, which stimulate their appetite through their sense of smell before they eat and enhance the flavors of their food.

In the United States, the teams at Trio Community Meals have launched *Livewell with Traditions* – an offering that expands the company's expertise in serving senior nutrition meals – to provide customized, home-delivered meals for members of certain health plans. By designing tailored meals for chronically ill and post-acute care individuals, *LiveWell with Traditions* helps improve individuals' health and significantly reduces hospital readmission and emergency room visits. The meals are designed by LiveWell's registered dietitians to meet people's specific dietary requirements, helping them maintain optimal health through enhanced nutrition.

d) Ensuring health and safety

Ensuring the health and safety of our guests is an absolute priority at Elior.

The Covid-safe measures put in place in our restaurants in France as a result of the pandemic were verified by AFNOR Certification, France's leading certification body. The "*Vérification de mesures sanitaires*" certificate granted by AFNOR clearly illustrates the deep commitment of Elior and its teams to health and safety. As part of the certification process, audits specific to the contract catering industry were carried out to verify numerous points, such as that cleaning and disinfection protocols were being followed, that workers were informed of the on-site health and safety measures, that masks were being worn and hands regularly washed, that sanitizing gel was available on entering the restaurant, that posters were clearly displayed explaining the Covid-safe measures to adopt, and that there was clear circulation signage. Elior was the first contract caterer to undertake this certification approach, which ensures effective organization and strict compliance with official health guidance. In so doing, the Group has also clearly demonstrated to its clients the professionalism of its teams in demanding, complex situations.

Likewise in Spain, Elior's subsidiary Serunion was the first Spanish contract caterer to be certified by AENOR (the Spanish Association for Standardization and Certification) for the health and safety measures it put in place during the Covid crisis.

Proposing a catering offering adapted to health restrictions has sometimes meant reinventing our catering concepts. For example, Elior UK's *Breaz* digital ordering app offers a service that allows guests to fully comply with all health restrictions while also saving them time. *Breaz* can be used to pre order online, click and collect, scan QR codes and pay contactlessly on site.

Elior Services – a benchmark player in France for cleaning services, hospitality services in the healthcare sector and facility management – also places care at the center of its corporate mission. This is clearly reflected in the company's corporate slogan – "Taking care of your environments and the people in them". Elior Services offers its clients a specific certification program developed with AFNOR called *Label Mesures Sanitaires*, which comprises an independent audit guaranteeing that the Covid-19 deployed at client sites meet the required health and safety standards. The certificate is valid for one year so it provides long-term assurance to our partners, employees, clients – whatever their field of activity – and other stakeholders, as well as to patients and residents in the health & welfare sector.

Elior Services also ensures the health and well-being of children and teachers in their classrooms by offering to install a smart sensor which measures air quality in indoor environments in real time. The data obtained from this IoT device can be used to make sure that enclosed spaces (such as classrooms, restrooms and canteens) are aired when required, which is essential for reducing the risk of viruses spreading.

e) Delicious food for all locations

Taking care of our guests and making them happy also means being there at cultural venues and big events.

In 2021, Elior UK won a new five-year partnership deal with Birmingham City Football Club, which will see it provide catering services for matchday fans as well as a range of other food services.

In Spain, Singularis – the Group's subsidiary that specializes in premium catering for prestigious sites – runs the Barça Cafe sportsbar at the famous Camp Nou stadium. Barça Cafe has become the meet-up place for both FC Barcelona fans and visitors to the stadium. The menu is based on local produce and inspired by the favorite dishes of the team's players.

In Italy, Elior Italia is out to capture a new market segment through Artusia, its new division dedicated to hospitality catering. Artusia will be offering premium bespoke solutions to hospitality venues seeking to invest in their catering services. Working with Elior Italia will be a strategic move for clients thanks to the experience our teams have built up with thousands of other clients in Italy and internationally.

Elior also manages passenger catering services on board trains and in airport VIP lounges. For example, Serunion runs VIP lounges at some Spanish airports and Elior Italia provides on-board catering for Trenitalia trains.

1.6.1.3.2 Warm and friendly settings and flexible offerings

We seek to give our guests the feel-good factor through warm and friendly settings and offerings that are closely tailored to what they are looking for.

a) Friendly, relaxed settings

An enjoyable dining experience is not just about what's on our plate. It's also about the atmosphere of the place we dine in. That is why we always strive to make our restaurants friendly, comfortable and relaxing spaces by continually developing new designs and concepts. In the Business & Industry market, the quality of the corporate catering offer is a sign of how employers value their staff. So it's not just a question of feeding guests but of making sure that meal times are moments to enjoy and savor.

Today's corporate catering concepts equally need to be geared to new work organization methods. In the current era of coworking, dining areas can double up as meeting spaces at any point in the day. Our guests like areas that can be adapted to their pace of work and life in general, and which meet a range of diverse needs. Elior has responded to these changing needs by introducing new concepts and solutions, such as more collaborative spaces, with longer opening hours, which propose customized offerings from breakfast through to dinner.

Post-Covid, having spent months working from home, employees began returning to the office and the catering staff in our restaurants welcomed them back with open arms. In France, our teams cooked up special summer recipes and put on sporting and musical events for the occasion. After months of being apart, workers were finally able to meet up again with colleagues to go for lunch in the company restaurant or pick up a take away meal to eat outside or in the office. One of our offerings that's particularly handy for people on the go is *Chefs & Go*, as they can pre-order and take away delicious seasonal meals that they can eat wherever they want.

In Spain, Serunion's *Naturally Honest Meals* cafeteria offering has been specially devised for hospitals and healthcare establishments. Based on local, healthy produce, eco-design concepts and close attention to detail, this solution is focused on well-being and a stand-out guest experience.

The Group's expertise in providing best-in-class services and solutions does not stop at catering. We use the hospitality concepts created by Elior Services and draw on its professionalism and expertise to help many high-end hotels in France nurture their reputation for excellence.

b) More agile and digital catering solutions

The Covid-19 pandemic heightened demand for more flexible, grab & go and digital catering solutions. In all of our host countries, we are fast-tracking our digital transformation process to cater for corporate guests' new eating patterns and give them the foodservice offerings they are looking for. We have developed customized offerings that are compatible with Covid-19 health and safety guidelines to prevent dining areas from becoming clogged while also meeting guests' requirements. The Covid crisis has strengthened our belief that, now more than ever, we have to think of new ways of encouraging guests to come, or come back, to our restaurants, and design original offerings that match their new consumption patterns. Guests no longer just come to us automatically; we now have to go and find them, wherever they may be. The apps we have developed make our guests' lives easier and make the dining experience relaxed and enjoyable.

In 2022 we launched an international idea incubation program in order to roll out Group-wide the innovative concepts devised by our local operating entities. The objective is to draw up a documented, structured approach for deploying the selected projects so that promising initiatives can be turned into tangible offerings made available to as many sites as possible, which will help the Group stand out even more from the competition. Because it's by drawing inspiration from our colleagues and deploying our innovations across the world that we’ll be able retain clients and guests and further develop our business. The Covid pandemic has transformed the way we live and consume, so we have needed to rethink our catering and services offerings in each of our markets to align them even more closely with guests’ new ways of working and living.

Keenly aware of the changing needs of the people we serve on a daily basis, we are diversifying our Business & Industry catering solutions so workers can eat at their desks but still have a healthy, balanced and environmentally friendly meal. We now offer a new range of catering solutions that are flexible in terms of when and where, but absolutely inflexible on quality.

And it’s with this underlying principle of anywhere, anytime eating in mind that we’re currently reinventing our corporate catering offerings. For instance, with our *Chaud Bouillant* concept, guests can take away a proper hot meal inspired by the menus of Parisian brasseries. Or with *Chefs & Go* in France, *Icolti* in Italy or *Bites to Go* in Spain, they can pre-order their meal online, collect it at a pre-selected time, or have it delivered directly to their office. All these different formats make for delicious lunch breaks while strictly respecting health and safety measures.

Because our guests are seeking more flexible foodservices without sacrificing taste or nutrition, Elior Italia is continuing to develop state-of-the-art digital solutions, with its own product line – *iColti in Tavola* – that combines practicality with healthy and great-tasting menus. The *Icolti in Tavola* range comprises various solutions targeted at different markets: *Food360* – a smart-fridge offering with major growth potential that addresses small and mid-sized businesses that don't have an on-site kitchen; *Urban 360*, which is an add-on takeaway offer for sites that have traditional corporate restaurants; and *Il Market*, which offers a show-cooking service for mid-sized sites.

In Spain, Serunion has developed the *Colechef* app to make things easier for parents and provide transparent information about the food it serves to its young diners. Designed to keep up with the changes taking place in school canteens and meet families’ needs, *Colechef* gives parents all the information they require at their fingertips.

1.6.1.3.3 Respecting the environment and people

The Group is committed to protecting the environment, and to ensuring the well-being of its employees and the communities they live in.

a) Taking care of the planet

Because we believe we can only really take care of our guests if we look after the planet, we take action on a daily basis to limit the impact of our business on the environment. The ways we do this include using sustainable ingredients, taking steps to prevent plastic pollution and implementing initiatives to reduce food waste – all of which are priority areas in the Group's CSR strategy: the Elior Group Positive Foodprint Plan. Elior is participating in society's transition towards low carbon operations and is involving its employees, clients and guests in the process. The Group's objective is to reduce its per-meal carbon emissions by 12% by 2025 compared with 2020, both for its direct emissions (scopes 1 and 2) and indirect emissions (scope 3). Every year, we measure our carbon footprint and put in place action plans to reduce our environmental impact.

We also pay great attention to choosing tasty, healthy and sustainable ingredients. To select the best ingredients, we use premium suppliers and favor local sourcing and seasonal, certified produce. Since 2017, every Wednesday the restaurants run by Arpège – Elior's Parisian brand – have offered Mr.Goodfish-certified seafood This helps guests become more aware about the importance of preserving fishery resources and enables them to taste less well-known seafood that they might not otherwise have tried.

We are committed to offering our guests regional produce grown in a way that respects both people and the environment. For example in France, all of the fresh poultry we serve is sourced from France, and more than 500 local bakers supply our restaurants with fresh bread. Similarly, over 35% of our fresh fruit and vegetable supplies in France are purchased through our responsible procurement process (local sourcing, organic and certified produce, etc.).

Because we are always seeking to offer our guests more seasonal, fresh, high-quality and local produce, we work closely with local producers to build up sustainable supply lines with them. Elior France has taken this a step further by reinforcing its network of local buyers via the creation of more than 12 regional supply catchment areas. These areas were defined based on the local agricultural offer, employment pools, municipal boundaries and regional culinary history. Specialized buyers have been allocated to each supply catchment area, who are solely in charge of listing and coordinating with the local partner producers out of the 400,000 farmers and growers we work with in France. Through this approach we are aiming to bring more opportunities and visibility to producers.

At Serunion, 49% on average of the company's purchases are sourced locally and the company promotes the use of seasonal produce as it is more tasty, nutritious and environmentally friendly than ingredients bought out of season.

Our Italian subsidiary organizes educational workshops for children to learn about Italy's food appellation system. Italy is the country that has the largest number of food products with appellations of origin and geographical indications recognized by the EU. We believe that by holding workshops in schools to teach children about food-related issues we can play a key role in helping them grow up into adults who are aware of the importance of eating healthy, balanced, tasty and sustainable food.

In the United Kingdom we have teamed up with JUST ONE Tree – a non-profit reforestation initiative – to encourage employees to make environmentally conscious food choices in their corporate restaurants. Through this scheme, for each vegetarian dish they purchase, guests build up loyalty points which Elior then converts into donations for JUST ONE Tree. This original approach raises consumer awareness about reforestation and enables trees to be replanted in various regions across the world.

Combating food waste is another of the Group's priority action areas. Our Italian subsidiary has launched a project that uses artificial intelligence to reduce food waste in contract catering settings – a first for Italy. Designed in conjunction with Winnow Solutions, this cutting-edge technology identifies all food waste and performs analyses that help our chefs to know where and how to take action to waste as little as possible. In the United States, Elior North America has launched the Rescue Recipe Throwdown, a contest that calls on the Group's American chefs to create recipes from food that could have been destined for landfill.

Elior is also playing a major role in shifting production models towards more sustainable practices. For instance, the Group has brought together leading players in the food and retail industries to exchange ideas about the challenges of packaging. The objective is to work together to find tangible and financially sustainable solutions to reduce the environmental impact of packaging, particularly plastic.

b) Supporting local communities

When we select the producers we work with, we place particular importance on the relations we build up with them and their geographical proximity to our sites, as part of a "keep-it-local" approach.

In 2013, Elior France set up a policy for purchasing regional products that respect strict specifications. Called "Selected Products", these give guests a real taste of France's regions while also raising their awareness about sustainably sourced food that respects nature and people.

Also in France, our subsidiary Ansamble has become a "*Société à Mission*" (a public-benefit company) – a first for the contract catering industry. This move testifies to Ansamble's long-standing commitment to providing healthy, natural, sustainable and local food.

With a view to encouraging the Group's people to take part in community-based ventures, each year Elior Solidarity launches a call for projects to support various non-profit initiatives. The more-than 50 projects supported over the last four years include initiatives to help people with social and/or professional problems, people with disabilities, children in difficulty, refugees and more.

Elior Solidarity also carries out charitable work through Refugee Food – an international solidarity initiative that helps refugees to integrate via the universal portal of cooking. As part of this initiative, Elior took part in the Refugee Food Festival in 2021-2022 for the fifth year in a row, welcoming refugee chefs into its corporate restaurants and helping raise public awareness about the plight of refugees. In parallel, Elior Solidarity is continuing to support actions that help refugee chefs find work. The Group's human resources teams and recruiters work together to help give refugee chefs training and job opportunities by organizing events such as job dating sessions and interview simulations.

c) Supporting and valuing our people

Helping our people build their careers and realize their full potential is one of the main pillars of the Group's CSR strategy. With this in mind we have adopted an ambitious policy aimed at ensuring our people have the best possible opportunities to develop their skills at every stage of their career. This involves risk prevention, setting individual and team targets and objectives, internal promotion, access to training and many other aspects. And as a responsible and committed employer, we work to ensure that our teams reflect the diverse society we live in.

Elior UK has launched a new platform called *Thrive@elior*, which employees can use to access training materials in a format that suits their learning style, in an interactive way. Team members can like, share and comment on content on the platform and can also connect up with colleagues who share the same interests or who have skills they'd like to draw on. The idea is to enable everyone to interact so as to create a social and collaborative learning experience. Users can even contribute content to the platform themselves by sharing videos, articles or other useful resources so everyone can learn from them. Through *Thrive@elior*, learning has become more accessible, engaging, interactive, fun and personalized.

For Elior Services, workplace health and safety is one of the major challenges it has to manage. To do so, it has set up dedicated teams to support its own employees as well as those of its clients. There is a specialized team in place that works across France on reducing the risk of repetitive strain injuries, workplace accidents and occupational illnesses.

Lastly, by becoming a member of WiHTL (Women in Hospitality Travel and Leisure), the Group has reaffirmed its commitment to bringing more diversity to its teams. WiHTL is a collaboration community devoted to increasing diversity – particularly gender and ethnic diversity – at all levels of organizations. Our participation in WiHTL means we can exchange ideas with other groups and access research on diversity as well as webinars, conferences, podcasts, training and development initiatives.

d) Taking care of vulnerable people

The Group has put in place many initiatives to meet guests' special nutritional and dietary requirements in healthcare establishments and residential homes for seniors. Our innovative food offerings are tailored to the health and tastes of each person in order to give them meals they can manage more easily, facilitate their medical care and contribute to their everyday well-being.

In France, Elior has provided catering services to the Henri-Becquerel cancer research hospital in Rouen since 2019. With a view to constantly enhancing the special support given to cancer patients, we worked with the Michelin-starred chef Olivier Da Silva to create menus that combine gourmet tastes with the right nutritional properties.

In Spain, Serunion has signed a partnership agreement with a food safety consulting firm specialized in multiple allergies, food intolerances and celiac disease with a view to eliminating food allergy risks as well as raising awareness among all contract caterers about those issues. Called "Teach and protect me", the project carries the "LAZTAN ATX-Allergy Protection" label which recognizes contract catering and hospitality companies whose offerings meet the needs of people with food allergies. It is a unique label and was specifically designed to protect individuals and families.

The social and economic changes caused by the Covid pandemic have underlined the essential role that contract catering plays in all of the Group’s host countries. Contract caterers are fundamental to society, offering healthy, balanced and affordable meals to many people, both at school and at work.

Elior Services also takes care of people in healthcare establishments, offering its expertise in managing health risks and healthcare hospitality. Hospital and operating rooms are kept spotlessly clean thanks to specialist cleaning and disinfection protocols adapted to each particular space. And hospitality services – comprising reception and other welcome services as well as meal and snack services – add to patients' comfort and well-being.

1.6.2 THE GROUP'S STRATEGY

New Elior ambitions

Following the sale of Areas in 2019, the Elior group refocused on its core business of contract catering in five main countries, plus services in France. Consequently, we redefined our corporate mission, ambitions and priorities for each of our markets and drew up a strategic plan called New Elior. This plan – which was the outcome of work carried out jointly by the Group's Executive Committee and operations teams – is based on five value-creation drivers:

– Shifting our business mix towards the most attractive segments (in terms of growth, profitability and resilience), in which we can create value for our clients through innovative offerings, and entering new markets, such as on-board catering for trains and meal deliveries to Small and Mid-size Enterprises (SMEs).
– Giving our client-facing teams the resources they need to always adapt our offerings to guests' expectations, by proposing dining options that are healthy and environmentally friendly – thanks to an approach based on the four pillars of the Group's CSR strategy (Healthy Choices, Sustainable Ingredients, Circular Model, and Thriving People and Local Communities), with concepts heavily inspired by commercial catering and drawing on online digital experience with Food Tech standards.
– Being constantly client- and guest-centric thanks to our top-quality offerings and by systematically applying customer loyalty best practices.
– Optimizing and continuously adapting our cost structure to operational requirements (procurement, payroll and overhead costs).
– Managing cash in a disciplined way and allocating investments to opportunities that guarantee the best returns.

With the New Elior plan, the Group had already begun its transformation process before the outbreak of Covid-19. The health crisis accelerated the implementation of the plan but did not affect any of its fundamental principles.

Some of the initial assumptions used in the plan were revisited, however, in view of the Covid situation, particularly the target market segments on which the Group intends to focus its expansion, due to opportunities that have emerged. For instance, outsourcing levels are expected to increase in some Education and Health & Welfare market segments where the in-house management model still dominates in several countries. There is also likely to be more outsourcing due to the current wave of inflation, with clients looking to work with major players who buy in bulk and therefore have more negotiating leverage with suppliers.

It is the Business & Industry market that is experiencing, and will continue to experience, the deepest and most lasting impacts of the crisis, and the Group has therefore accelerated its work on reinventing its offerings in this market in response to new working organizations, drawing on digital assets in line with best market practices.

We pay particular attention to the health and well-being of all our guests, the development of all our employees, and the environmental impact of all our businesses. This can be clearly seen in the Corporate Social Responsibility (CSR) action plans we have put in place for over ten years now. As a member of the UN Global Compact since 2004, we firmly believe that our responsibility extends beyond the direct impacts of our business and that we must make a positive contribution to our ecosystem right across our value chain. We have kept to our word of placing sustainable development at the heart of what we do, as proved by the launch in 2016 of our CSR strategy called "The Elior Group Positive Foodprint Plan". And the Group's CSR performance has been recognized by independent organizations such as Gaïa Rating and EcoVadis.

The objectives of the Elior Group Positive Foodprint Plan were further rounded out when the Definitely New Elior plan was updated, with a focus on reducing our carbon footprint. As part of this, we have accelerated the rollout of our non-financial performance indicators so we can more closely track the pledges we have made regarding our operations.

In view of the Covid crisis and market data volatility, the healthcare market information below is based on the research used for the Group's 2019-2020 annual report. The figures have not been updated because more recent data about these markets would not be representative.

The other market information provided below is based on research carried out for the Group in 2022 by Gira Food (for the French, UK, Italian and Spanish fast-food markets) as well as research purchased by the Group (Xerfi – Corporate cleaning services, June 2021; Ibis World – Foodservice contractors in the US, June 2022).

1.6.2.1 Key features of the contract catering market

In the countries and sectors where the Group is present, the contract catering market (also referred to as outsourced catering) represents a potential of

€150 billion. As the estimated outsourcing rate is 43% this implies that the market currently represents €65 billion (according to 2022 research based on 2021 figures).

The key features of the worldwide contract catering market are as follows:

- It is a market that is expected to continue to grow globally, with varying growth rates depending on the market segment concerned, as some segments will be more lastingly affected than others by the Covid crisis. In general, the growth of a given segment is contingent on several factors, particularly:
  1. Changes in per-meal prices in accordance with contractual repricing mechanisms depending on inflation;
  2. Changes in outsourcing rates, i.e. the proportion of clients who outsource their catering services rather than managing them in-house;
  3. Changes in the capture rate, i.e. the percentage of guests in an office building or at a site that eat lunch in one of our restaurants. This is a particularly important metric in the Business & Industry segment.

- It is a local market with a fairly limited number of multi-country invitations to tender as these do not generate operational synergies.

- It is a specific market, with few invitations to tender for catering services combined with other types of services, particularly in Continental Europe, the main exception being in the health & welfare sector.

- Before the Covid crisis it was a market that had low barriers to entry, apart from in the state education sector, where operators in most countries need to invest in central kitchens. The impact of the crisis on the business & industry segment led the Group to fast track its transformation process and the diversification of its offerings. In addition, stricter health and safety protocols benefit large players.

- It is a market with increasingly diverse and mobile service models (click and collect, smart fridges, micromarkets, etc.), driven by the faster penetration of digital technology.

- In most countries the market is structured around four main corporate profiles: international groups, like Elior; large companies with national coverage; regional and local players; and players specialized in a particular segment.

- Lastly, it is a market in which guests' expectations change in line with trends in society. The Covid crisis accelerated this underlying movement, with consumers paying increasing attention to issues such as nutritional balance, transparency and sustainability (local sourcing, eating less meat and more plant-based food, reducing food waste, the role of caterers in the community, etc.). To meet these expectations, the supply chain and digital technology are indispensable factors, particularly for millennials, who represent over half of the new hires taken on by large companies.

1.6.2.2 Key features of the services market

Services correspond to the Group's second-largest business. Elior Services is a major player in cleaning, healthcare hospitality and facility management (reception, mail and concierge services, etc.) in France.

The outsourced cleaning and related services market in France represents an estimated €42 billion (2020 data).

The key features of this market are:

- Low barriers to entry and low capex requirements, apart from in the healthcare sector which requires more advanced expertise.

- High fragmentation: the sector has over 17,000 companies, of which less than 3% have more than 250 employees. The sector's top 50 companies represent only 44% of its overall revenue (source: Xerfi).

- Steady annual growth of around 3% to 4% per year since 2015 (source: Xerfi).

- Very high weighting of payroll costs within the overall cost structure, and therefore sensitivity to changes in tax and social security laws and regulations.

1.6.3 THE GROUP'S COMPETITIVE STRENGTHS

As a leading player in contract catering and services, the Group believes that it has major competitive strengths, which have been reinforced by certain effects of the Covid crisis, particularly in relation to smaller-sized players.

1.6.3.1 An operating presence in growing markets with attractive fundamentals

1.6.3.1.1 Solid competitive positions in Europe, complemented by an operating presence in the buoyant US market

In the five main countries where the Group operates, contract catering is characterized by a highly competitive environment, with a large number of small and mid-size regional or specialized operators competing with a few large national or international players. In the Group's markets, critical mass is an essential competitive factor, as it creates the ability to offer prices that match market expectations. Large players like Elior tend to have more purchasing leverage as they buy in large volumes, and they are also better equipped to bid for the biggest contracts.

Thanks to its assets and financial solidity, the Group believes that it can consolidate its positions in a context where smaller-sized players are less attractive, are struggling financially, and have limited capacity to invest and enhance their supply chains to adapt to the transformational changes post-Covid.

In addition, the higher number of health and safety standards resulting from the crisis and/or the introduction of stricter standards require resources and expertise that larger groups tend to have.

a) In Europe

The addressable contract catering market in the European countries where the Group operates is estimated to represent almost €43 billion, of which only around €21 billion is currently outsourced. In all of the countries and sectors in which the Group operates in Europe, it has been able to reach critical mass and position itself among the main market participants. The Group's leading positions and its emergence as a local or national champion in almost all of its business sectors and host countries in Europe have been made possible due to a decentralized organizational structure that encourages a local entrepreneurial culture while drawing on Group support functions (procurement, finance, human resources, communications, innovation, digital and IT). The organizational and operational model for support functions is designed to align best practices so they can be deployed Group-wide, and accelerate the implementation of the Definitely New Elior plan in response to the unprecedented health crisis.

Based on revenue for fiscal 2021-2022, the Group estimates that:

- In France it is the joint leader in contract catering overall, number 1 in the Business & Industry and Education catering markets; and the leader in cleaning services for the healthcare sector.
- In Spain it is the leader in contract catering.
- In Italy it is the leader in contract catering.
- In the United Kingdom it is the sixth-largest contract caterer.

b) In the United States

The Group has a solid presence in the United States, where it first entered the contract catering market in 2013 via its acquisition of TrustHouse Services (subsequently renamed Elior North America). The US market represents a major growth driver for the Group, thanks to the solid positions it enjoys in the most attractive market segments of the contract catering industry. The Group has consolidated its position as the market's fifth-leading operator thanks to its strong resilience during the Covid crisis and robust business development which enabled it to return to pre-Covid revenue levels in fiscal 2021-2022.

1.6.3.1.2 Market dynamics still promising over the long term for contract catering and services

The Group is present in markets and sectors that tend to have high growth potential. In Europe, it estimates that the addressable contract catering market in which it operates is worth approximately €17 billion. In the United States, the addressable contract catering market in the segments in which the Group operates is estimated by the Group to represent $116 billion, of which only $49 billion is currently outsourced (corresponding to an outsourcing rate of just 42%).

The education market (particularly in the United Kingdom) and the health & welfare market (in the United Kingdom, Spain and Italy) also represent strong growth potential, with outsourcing rates still below 50%. Due to the Covid crisis and the current wave of inflation, the

Group expects to see an increase in outsourcing, which it believes will fuel growth in the coming years.

In order to create growth drivers, the Group analyzes the trends in each of the contract catering and services markets in which it operates, some of which have gained traction due to the Covid crisis. For example, the Group believes that:

The reorganization of work spaces and ways of working will have a lasting impact on consumption patterns in the business & industry market. In the private sector, again in the business & industry market, high-street brand and grab and go concepts, which were already popular pre-Covid, are expected to remain so. The development of new services is also intensifying thanks to digital technology (such as click & collect and take-away solutions), enabling catering services to cover wider areas and broader timeslots. The Group intends to make up for its reduced business volumes by increasing the capture rate at its sites and building up these new services.

In the education market, the move towards outsourcing will accelerate, in particular for secondary schools and universities, which still have relatively low outsourcing rates, especially in Italy, France and the United Kingdom.

The health & welfare market will continue to grow, notably in France and the United States, due to (i) general population aging, (ii) the market's still relatively low outsourcing rates, and (iii) the further development of value-added sub-segments, such as home meal deliveries, hospital after-care services, and new services related to an expected trend towards higher-end offerings in elder care facilities.

The Services business will continue to grow, driven by the combined effect of (i) an increase in outsourcing, as clients seek ways to cut costs, (ii) constraints related to an ever-stricter and more complex regulatory framework in this sector, and (iii) more stringent health and safety measures.

1.6.3.2 Carefully chosen strategic fit between contract catering and services

1.6.3.2.1 Two businesses with complementary features

The Group's two businesses have different financial models which require different types of management. The Definitely New Elior plan was structured using the same framework but independently for each business.

Commercial synergies

Commercial synergies between the contract catering and services businesses in France are targeted. They currently mainly concern the healthcare sector, in which joint service offerings can help meet the challenges arising from changes in the ways that hospital care is dispensed, particularly for short stays (e.g., delivered meals which are then served to patients in their rooms).

Sometimes, especially for key accounts, comprehensive catering and hospitality service offerings can help the Group stand out from its competitors, as was the case for the Airbus University in Toulouse.

Operational synergies and shared resources

Operational synergies between the two businesses mainly concern maintenance operations for some technical equipment in kitchens, which can be carried out by Elior Services on an outsourced basis.

Certain support functions (mainly IT and procurement) are shared between the two businesses in France.

Financial models

There are also differences in the two businesses' financial models. For instance, the proportion of purchases of equipment and consumables within the cost structure of the Services business is much lower than for Contract Catering. However, they both have low capital intensity (especially Services) and low working capital requirement, and therefore a high cash generation profile.

Image and reputation

Lastly, the Group's Elior and Elior Services brand names are growing more powerful in its business sectors and markets, which means that it can capitalize on the reputation for quality and excellence it has built up in certain operations over many years. The strong resilience shown by the Group's Services business during the Covid crisis enabled it to maintain high revenue levels in the health & welfare market.

1.6.3.2.2 Growth opportunities across all operations, fueled by higher production capacity and stronger innovation capabilities

In 2019, the New Elior strategic plan allowed the Group to define three growth priorities.

The first of these priorities concerns the most attractive market segments to which Elior had already shifted its focus. As the lasting effects of the Covid crisis will vary from one sector to another, in 2021 the Group readjusted its target growth segments.

The second growth priority is market segments and activities that are related to the Group's core business, particularly in Europe where it has leadership positions in generally mature markets. The aim is to capitalize on our existing expertise in these segments and activities in order to make them growth drivers. For example, the SME market in Italy, certain leisure activities in the United Kingdom and in-home services in Spain constitute growth drivers.

The third priority is to develop business with clients who have so far opted for in-house management of their catering and/or cleaning (in France). Due to the Covid crisis, the Group has seen an increase in demand for outsourced services from these clients, mainly in the health & welfare market and some segments of the education market. The fact that Elior can obtain better prices due to its large-volume purchases than individual clients that have opted for in-house management should encourage them to move towards outsourcing.

On-board train catering (a market worth around €500 million in Europe) is another related service the Group has decided to capitalize on as part of its business development drive. For example, it has provided the *Itinere* on-board train catering offering for Trenitalia in Italy since 2013.

The Group's objectives for the related services it has already targeted and that it may target in the future as a result of the Covid crisis have been set on a local basis for each of its host countries. Their development in terms of their sales pipeline and business segments is being tracked via the Group's CRM systems.

In order to drive profitable growth in these segments the Group has placed innovation at the heart of its operational strategy. Our approach is aimed at mobilizing, training and equipping our managers so as to accelerate our innovation capacity and maximize value creation. It is based on three pillars which will continue to apply in fiscal 2022-2023:

"Think": Staying up to date with the latest innovations thanks to trend intelligence and a digital platform grouping all players and innovative projects in the foodtech services ecosystem; mobilizing leaders and operations managers to devise the offerings and services of tomorrow through international working groups; and encouraging information sharing and feedback via events or digital tools in order to capitalize on best practices and accelerate the Group's innovation capacity.

"Test": Continuing to give our guests new experiences, whether they come physically to our restaurants or work from home. We are trialing and jointly creating innovations with our clients, turning their sites into veritable test incubators. We are also pursuing our intrapreneurship strategy, which values and rewards the creative potential of our teams and gives our people the innovation momentum required for our value creation drivers. A prime example is the idea incubation program we've set up to accelerate local projects. The program's objective is to fast track the rollout of these projects and support teams in managing proof of concept (POC) processes to demonstrate new catering models. At the same time, the Group is continuing to deploy its Open-Transformation strategy, drawing on strategic partnerships to help reinvent itself. For example, Arpège – the Group's premium brand in the French business & industry market – has teamed up with the culinary incubator United Kitchen to develop innovative, responsible and original food. Together, Arpège and United Kitchen are creating virtuous concepts for the future in areas such as working with unprocessed and seasonal produce, reducing food waste and contributing to social inclusion.

- **"Do"**: Supporting the deployment of mature projects and cutting-edge concepts; and providing training in the Group's innovation methods and tools and in nutrition and sustainable development. To this end, Elior France has rolled out the *Nutri-Score* food rating system at some 1,500 sites with a view to highlighting the nutritional values of its menus for clients and guests and enabling them to make fully informed food choices.

1.6.3.3 A resilient business model thanks to a loyal client base and long-term contracts

Complementary geographies and markets

The resilience of the Group's business model is mainly due to the wide diversity of its operations in terms of both the markets it serves and the geographies in which it conducts business. For example, in contract catering, the health & welfare and education markets are less exposed to economic cycles or the lasting impacts of the Covid crisis than the business & industry market. The effects of the Covid crisis and the current wave of inflation are expected to drive up the outsourcing rate in segments where it is currently low (healthcare & welfare and public sector education). Seasonal reductions in guest numbers in certain markets (notably education and business & industry) can be partly offset by increases in other sectors for which holiday periods are the high season, such as children's daycare facilities during school vacations.

Business volumes for Elior Services, on the other hand, are more stable throughout the year as its client contracts are mainly entered into on a flat-fee basis, and around half of its revenue is generated in the health & welfare sector.

Long-term contractual relations with clients

The Group's business model is also strengthened by the fact that it has a wide and diverse client portfolio. In 2021-2022, its ten largest clients accounted for 9% of total consolidated revenue.

Additionally, the Group has very long-standing relations with a number of large international firms and companies, such as Airbus, Trenitalia, Seat, Ramsay Santé and Linklaters. Our teams work closely with clients so they can align the services they offer with clients' own financial and HR imperatives and design bespoke solutions that are best suited to their new ways of working.

The Covid crisis was a period in which the Group was able to further tighten both the quality and stability of its client relations, by offering them solutions and services tailored to their specific needs during those unprecedented times. These included providing alternatives to on-site production, introducing digital order and payment systems and creating Covid-safe dining spaces. As well as the agility we showed during the crisis, the dedicated hard work put in by our teams in extremely difficult conditions in the Health & Welfare market was particularly appreciated by our clients. This recognition translated into a retention rate of 93% for the year ended September 30, 2022, up from 91.4% a year earlier.

Most of the Group's contract catering contracts include indexation clauses based on the prices of certain raw materials and labor costs.

Diverse contractual models

From the outset of the Covid crisis, the Group began renegotiating its contracts in all of its host countries in order to mitigate the effect on profitability of lower business volumes. In view of current inflation levels, the Group has reinforced this negotiation program, focusing on two different areas:

- Contractual terms and conditions: adapting price adjustment clauses to the context (reducing the timeframe for adjusting index-linked prices based on the publication of the indices concerned, increasing the number of scheduled price renegotiations, adjusting the applicable price increase caps, etc.) or changing the type of pricing structure (cost plus or management fee model).
- Operational aspects: adjusting the services provided in order to contain costs and limit the impact on clients. This particularly involves changing menus (replacing the most expensive types of meat with cheaper options, simplifying menus, etc.).

1.6.3.4 Operating excellence thanks to a tightly-controlled supply chain and cost base

The Group's cost base mainly comprises purchases of food products and raw materials, personnel costs and overheads. Faced with reduced footfall in the business & industry market due to the impact of new working patterns, and in view of the fact that clients are looking to save costs, the Group is working on proposing solutions to agilely manage fluctuations in volumes while maintaining its profitability despite lower business levels.

A tightly-controlled supply chain

Because of the large economies of scale resulting from its size and geographic reach, the Group is able to obtain highly favorable purchasing conditions. Due to the current wave of inflation and supply shortages for some product categories, the Group is focusing on securing its supplies and monitoring prices in real time so that on the one hand it can move swiftly when prices decrease and on the other hand delay the application of price increases for as long as possible. The Group strictly monitors the quality of its supplies, notably by performing quality audits when selecting new suppliers and periodic audits on existing suppliers, and by carrying out regular controls on the raw materials and products that it purchases.

Constant cost control

Cost control and continuously improving on-site operating efficiency are priorities for the Group and key measures of its successful management.

In view of the unprecedented wave of inflation that began in 2022, the Group has put in place dedicated monitoring systems in each of its operating countries so it can act rapidly to pass on the inflationary effects to its clients fairly. Local managers are on the front line when it comes to passing on or negotiating price rises, for both purchase costs of food raw materials and increases in employees' salaries. They are given specific support regarding the legal aspects of these negotiations as well as on the volume and scope of the contracts that need reviewing and require a dedicated monitoring process.

As well as implementing upstream procurement policies, the Group has put in place optimization processes in order to minimize waste. Our sites are continuing in this direction by implementing food-waste reduction solutions using analytical tools.

Additionally, wherever possible, our teams are working with clients to adapt menus by replacing the most expensive raw materials with cheaper alternatives (such as replacing beef with pork or chicken with turkey), adjusting the weight of foods, or opting for recipes whose preparation requires less energy.

As personnel costs represent the largest proportion of the Group’s cost base, we closely track movements in overall payroll in order to ensure we keep up our cost efficiency during local market cycles. During the Covid crisis, the Group worked on making its wage costs more flexible with the aim of improving its agility post-crisis so that it can respond to volatility in demand, which is expected to be ongoing, especially in the business & industry market. Since inflation began to rise again, and in view of the current pressures in the labor market, we have increased the frequency with which we monitor our overall payroll in order to forward plan salary increases, retain our competitive edge, and keep up our high-quality labor relations.

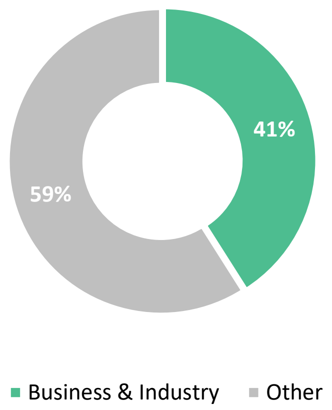
1.6.3.5 Experienced management teams with an entrepreneurial mindset and in-depth knowledge of their markets

The Group's highly decentralized organizational structure means that its managers have a resolutely entrepreneurial mindset. They share the Group's financial objectives and are involved in a number of strategic initiatives, but they remain autonomous from an operational and commercial point of view, which gives the Group a dynamic and agile profile. The Definitely New Elior plan – which is structured around five value creation drivers that apply Group-wide but with specific objectives for each country – is a clear illustration of this approach.

1.6.4 THE GROUP'S MAIN OPERATING MARKETS

1.6.4.1 The Business & Industry market

Contribution of the Business & Industry market to the Group's 2021-2022 consolidated revenue



Key Figures

- No. of sites: 3,818
- No. of restaurants and points of sale: 5,401
- Number of guests per day: 0.6 million
- Elior's position in the Business & Industry market in its operating countries (contract catering):

  France: no. 1; Italy: no. 2; UK: no. 6;
  Spain: no. 3; USA: no. 5
- Client base:
  Trenitalia, Enel, Hera, Poste Roma, Italian Ministry of the Interior, Seat, La Poste, Airbus, Renault, CMA CGM, Préfecture de Police de Paris, Safran, Thalès, TF1, California Academy of Sciences, The Carnegie Hall Corporation, Honeywell international, RTVE, Birmingham City Football Club, New York Botanical Garden, Linklaters, , RATP, Apollo Global Management, Phoenix Zoo, Unum Group, Bank of England, Scottish Rugby Union Limited, Futbol Club Barcelona, British Telecommunications, L'Oréal, Yellowstone County Detention Facility, and more.

Elior proposes catering services and cleaning services (in France) to businesses in all types of sectors, ranging from manufacturing to financial services, and of all sizes, from SMEs to international corporations, adapting its offerings to their varied and specific needs. The Business & Industry market comprises several segments, which have different levels of exposure to economic cycles and the lasting impacts of the Covid crisis.

Offerings adapted to all segments of the Business & Industry market

We are keenly aware that the needs and expectations of our clients and guests differ depending on their profiles, for example whether they operate in the manufacturing or services sector. We are agilely adapting our production and service models to accompany the changes in work organization methods that were already happening pre-Covid and have accelerated as a result of the crisis. In addition, as a benchmark player in industrial ultra-cleaning, Elior Services provides cleaning and hygiene services for production areas and highly specific environments such as white rooms.

Tailored offerings for government agencies

We also provide services that are tailored to the specific needs of different types of government agencies (e.g. 7/7 and night services), including ministries and regional authorities, as well as military bases and correction facilities.

Eating well, even on the move

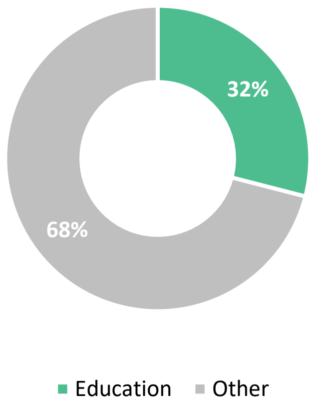
We have built up real expertise in on-board rail catering – primarily in Italy – with original offerings made from fresh and seasonal produce. Passengers can sit down to eat or can grab & go, or book a meal online for direct delivery to their seat. An even broader range of services is now available on night trains, including packed meal boxes and bed-making.

Sport and leisure

We offer both sit-down dining and snack options to enjoy at venues such as stadiums (Murrayfield, etc.), zoos, museums and prestigious cultural sites (the Vatican, for example).

1.6.4.2 The Education market

Contribution of the Education market to the Group's 2021-2022 consolidated revenue



Key Figures

- No. of sites: 6,068
- No. of restaurants and points of sale: 11,808
- Number of guests per day: 1.7 million
- Elior's position in the Education market in its operating countries (contract catering):

  France: no. 1; Italy: no. 4; UK: no. 7;
  Spain: no. 1; USA: no. 5
- Client base:

Comune di Pisa, Comune di Genova, the municipalities of Toulon, Strasbourg and Lyon, Collège Stanislas, Ecole nationale vétérinaire d'Alfort, Conseil départemental des Hauts-de-Seine, London Business School (LBS), New Haven Public Schools, the University of Sunderland, Reading School District, Colegio Mater Salvatoris Madrid, Télécom ParisTech, Savannah State University, Roosevelt University, Babilou, and more.

Source: Elior

The Education market comprises three main segments (pre-school; elementary, middle and high schools; and higher education) and our clients in this market include both state-run and private establishments.

The central kitchens network – a powerful asset

The Group's historic clients in the Education market are local authorities, which for a long time have outsourced their catering to organizations that can guarantee a high level of food safety and constant production volumes, with the necessary logistics capabilities. With 94 central kitchens in France, Spain and Italy, the Group has the largest central kitchen infrastructure in Europe, with regional coverage that enables us to combine high productivity with a local presence. These kitchens prepare and deliver several hundred thousand high-quality meals a day. We have created a new generation of central kitchens in France – *Les Pépinières du Goût* – which focus on training and sustainability and are underpinned by three key commitments: taste, nutrition and respect for the environment.

Catering solutions for every age

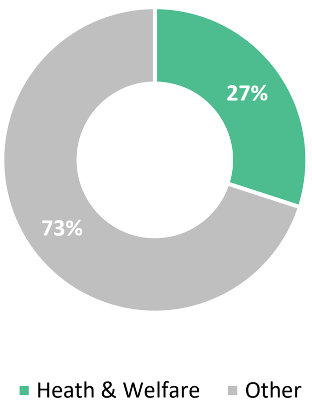
Thanks to the expertise we have honed over the years, we create innovative catering solutions tailored to the specific needs of each age group, from pre-school right through to university. We offer comprehensive catering solutions to help children make good food choices by themselves. And we are committed to providing transparent information about allergens (e.g. the *Lunchhound* solution in the UK) as well as the origin of the food we serve and its nutritional values (as illustrated by the rollout of the *Nutri-Score* system in France).

Giving children a taste for healthy eating

The ingredients we use are selected by dieticians who ensure that our menus are balanced and varied. In order to help us propose innovative and diverse menus with great-tasting food, in France, ten new recipes are tested every month by a panel of fifty children. We also organize nutritional campaigns and anti-food-waste events to get the healthy and responsible eating message across to children, such as "Let's have breakfast together", which helps children understand how important it is to eat breakfast, and "Vegetable day". We have also developed and launched a flexible home meal pack program offering breakfast and lunch for two, three or five days depending on the home-learning schedules of the schools concerned.

1.6.4.3 The Health & Welfare market

Contribution of the Health & Welfare market to the Group's 2021-2022 consolidated revenue



Key Figures

- No. of sites: 3,012
- No. of restaurants and points of sale: 3,039
- Number of guests per day: 0.5 million
- Elior's position in the Health & Welfare market in its operating countries (contract catering):

  France: no. 3; Italy: no. 6; UK: no. 6;
  Spain: no. 1; USA: no. 5
- Client base:

Hôpital Foch, Ramsay Santé, Univi, ASST Valle Olona, Ospedale Luigi Sacco, Barts Health NHS Trust, CHU de Toulouse, Allegheny Valley Hospital, Louisiana Department of Health, Association Entraide Universitaire, Hospital Universitario de Burgos, Hospital Universitari i Politècnic La Fe, Mississippi Department of Human Service, Hôpital de Murcie, Clinique Diagonal, and more.

Source: Elior

The Health & Welfare market covers the following main segments: health (public hospitals and groups of private clinics), seniors, residential homes and day-care centers for disabled and/or dependent people, and non-profit organizations that provide community meal services.

Taking care of dependency

Some elderly care home residents and people with disabilities are dependent, which means they have difficulties with basic actions, such as eating or drinking. To help make their everyday lives easier, we have designed specific solutions both for their meals (such as texture-modified foods) and their other needs (Elior Services' hospitality solutions).

Eating well to get better

A healthy, balanced diet is often the first step to getting better. At Elior, we design concepts tailored to each type of patient and resident depending on their specific needs (e.g. for the elderly and people with disabilities) or on their pathology (for example cancer or Alzheimer's). We also address the public health problems of malnutrition and weight loss in the elderly by creating bespoke offers for seniors. These include concepts based on modified textures to help with chewing and swallowing (*Idéquatio* in France), as well as meal formats and portions suited to eating small amounts at frequent intervals (*Grazing Boxes* in the UK), and natural aromas to stimulate the appetite (*Better Taste in Older Age* in Spain).

Nurturing autonomy and social inclusion

We partner our clients in health and welfare establishments in designing innovative solutions that help their residents and patients either retain or regain their independence. We also distribute meals for charitable organizations and to centers for vulnerable people. And during the Covid crisis, we reacted quickly to help people in need, notably through our TRIO Community Meals brand in the United States.

Fostering synergies between businesses

Health & Welfare is the market that offers the most opportunities for synergies between catering and services, such as for meals served in rooms. Elior Services' offerings comprise many high added-value services, including specialized cleaning and a wide range of hospitality services (concierge services, pre- and post-hospitalization support, etc.).

1.6.5 GEOGRAPHIC MARKETS

1.6.5.1 Contract catering in France

With estimated addressable revenue of over €6.5 billion in 2021 (source: Girafood), based on external data, the Group believes that it is the joint leader, just behind Sodexo, in the French contract catering market, holding the leading position in business & industry and education, and third position in health & welfare (based on outsourced sales in 2021). The French market is relatively concentrated, with the three largest players accounting for 56% of its overall sales in 2021. The Group's main competitors in the French contract catering market are large multinationals, such as Sodexo and Compass, but it also faces competition from smaller national caterers such as Api Restauration, Dupont Restauration and RestAlliance.

The outsourcing rate in France corresponds to approximately 38% of the overall in-house and contract catering market, which the Group estimates was worth approximately €17 billion in 2021. This represents 89% of its 2019 pre-Covid level.

1.6.5.2 Services in France

France is the Group's principal geographic market for its Services business. The Group estimates that the French outsourced cleaning services market generated €12.6 billion in revenue in 2017 (source: Xerfi, June 2021). After a slight 1.2% fall in revenue in 2020 due to the Covid crisis, this market grew by 9% in 2021, which means it has increased by more than 22% since 2017.

The standard property cleaning services segment, which represents 71% of the market, contracted by a slight 1.5% in 2020 before swinging back up in 2021, with 8.5% growth.

For industrial cleaning (accounting for 21% of the market) growth merely slowed in 2020 (to 1.1%), before picking up to 12% in 2021.

The French cleaning services market is highly fragmented, with SMEs and microenterprises accounting for 71% and the five leading players generating just 25% of the sector’s overall revenue. The Covid crisis strengthened the position of large players, with companies that generate over €20 million in revenue seeing slight growth of 0.5% in 2020 whereas the smaller participants experienced negative growth rates of 1.5% (for players that generate between €500,000 and €20 million in revenue) and 4% (for players with revenue of less €500,000).

The Group's Services business faces competition from large, multinational providers such as Sodexo and ISS, as well as from smaller, regionally-based service providers.

Key Figures

Market positions

No. 2
in contract catering

No. 1
in cleaning services for the healthcare sector

Elior Services key figures

2,391
sites

20,987
employees

1.6.5.3 International contract catering

In the countries where the Group operates, contract catering is characterized by a highly competitive environment, with a large number of small and mid-size regional or specialized operators competing with a few national and international players. In the Group's markets, critical mass is an essential competitive factor, as it creates the ability to offer prices that match market expectations. At the same time, large players such as Elior are better equipped to compete for major contracts.

Key Figures

5
countries

Market positions

No. 1
in Spain and Italy

No. 3
in Europe

No. 7
in the United Kingdom

No. 5
in the United States

1.6.6 LAWS AND REGULATIONS APPLICABLE TO THE GROUP

The Group is subject to various laws and regulations issued by local, national and other government entities in each of the countries in which it operates, as well as at European Union level (the "EU"). Its contract catering business is particularly subject to laws and regulations regarding hygiene, food safety and food labeling.

Additionally, the Group is subject to labor and employment laws and regulations across all of its operations and host countries.

In 2020, new laws and regulations were introduced in the countries where the Group operates as part of the fight to contain the spread of Covid-19. For example, in Italy a temporary governmental decree was published which almost totally prohibited the movement of people throughout the country.

A raft of rules and guidelines were also issued concerning social distancing, wearing face masks and limiting the number of people in the workplace.

In response to the crisis, the Group introduced new health and safety protocols in all of its host countries to ensure a safe environment for its clients and employees. In the United Kingdom, the Group's Covid safety measures were officially approved by the Cheshire East Primary Authority, and in Italy, Elior developed its Covid safety plan in collaboration with the University of Milan. In France, a Covid-19 prevention guide was drawn up in association with Dr. François Henri Bolnot and its content was approved by the Group's occupational physician.

The quality of Elior Services' processes in France have been certified via Le système commun MASE–UIC and the Group's procedures in Spain have been certified by AENOR.

1.6.6.1 Food safety regulations

Food safety is a fundamental aspect of the Group's business as a food services provider. Serving food that is safe and has been prepared and distributed in accordance with the applicable regulations is an absolute prerequisite for Elior vis-à-vis its clients and is the foundation for the trust they place in the Group. In its contract catering operations, the Group is subject to extensive laws, regulations and other requirements relating to food safety, hygiene and nutrition standards in each of the countries in which it operates, whether at local, national or EU level (for its operations in the European Union).

1.6.6.1.1 Food safety and hygiene

a) European Union

A set of rules known as the "Hygiene Package" has been applicable in the European Union since January 1, 2006. The introduction of this legislation was aimed at creating a single, transparent hygiene policy for food and animal feed, together with effective instruments to manage safety alerts throughout the food chain.

For its catering operations the Group is subject to five of the Hygiene Package's regulations:

Regulation (EC) No. 178/2002 dated January 28, 2002 (also called the "General Food Law") lays down the general principles of food safety and covers foodstuffs intended for human consumption and animal feed.

This Regulation also established the European Food Safety Authority (EFSA) and the Rapid Alert System for Food and Feed (RASFF) in the European Union.

The EFSA assesses and communicates on all risks associated with the food chain in order to provide guidance and clarity for the policies and decision making of food safety risk managers. A large part of the EFSA's work entails issuing scientific opinions on matters that affect food safety. In particular, it plays an advisory role for European legislation on food safety, deciding whether to approve regulated substances such as pesticides and food additives and developing regulatory frameworks and policies in the field of nutrition.

The RASFF is an alert system that warns each EU country's health authorities whenever a risk is identified for a food product.

The General Food Law establishes general principles (e.g. use of risk analyses by the relevant authorities, the precautionary principle, the principle of transparency and the protection of consumers' interests) and sets out specific obligations for professionals, including traceability, recalling any products that may present a public health risk, and informing the relevant inspection authorities.

The General Food Law notably requires food business operators to ensure that businesses under their control satisfy the relevant requirements and to verify that such requirements are met at all stages of production, processing and distribution. It also imposes a mandatory traceability requirement along the entire food chain that applies to all food and all types of operators in the processing, transportation, storage, distribution and retail stages. Each food operator is required to register and retain for a period of five years detailed product information (including the name and address of the producer, the nature of the product and the transaction date) and make such records immediately available to the relevant authorities upon request.

Regulation (EC) No. 852/2004 dated April 29, 2004 on the hygiene of foodstuffs applies to all food businesses (including caterers, primary producers, manufacturers, distributors and retailers).

This Regulation requires, among other things, that food chain players set up procedures based on the principles of Hazard Analysis Critical Control Points (HACCP) which should take account of the seven Codex Alimentarius principles (a program set up jointly by the United Nations Food and Agriculture Organization (FAO) and the World Health Organization). HACCP is a process control system which is used to identify potential food safety hazards and take action to reduce or eliminate the risks related to the various stages of the product manufacturing process, including ensuring the safety of raw materials, validating internal processes, shelf life and end-consumer usage. The Regulation also requires that employees undergo training on food hygiene matters and the application of HACCP principles. In addition, it sets out obligations for meal-delivery firms in terms of declaring and registering food information with the food control authorities and requesting authorizations.

Regulation (EC) No. 853/2004 dated April 29, 2004 includes more stringent requirements for food products of animal origin, such as meat, fish and dairy products, and foods containing such products. European legislation regulates the temperatures at which these products must be kept, as well as the length of time for which they can be displayed.

Regulation (EC) No. 2073/2005 dated November 15, 2005, as amended by Regulation (EC) No. 2019/229 dated February 7, 2019, is an implementing regulation covering microbiological criteria for foodstuffs. These criteria are used for assessing the compliance of products when setting the shelf life of products or for health and hygiene controls.

Regulation (EC) No. 2017/2158 dated November 20, 2017, establishing mitigation measures and benchmark levels for the reduction of the presence of acrylamide in food.

Regulation (EC) No. 2021/382 amending the Annexes to Regulation (EC) No. 852/2004 of the European Parliament and of the Council on the hygiene of foodstuffs as regards food allergen management, redistribution of food and food safety culture.

b) France

In France, the main food safety regulator is the Agency for Food, the Environment and Occupational Health and Safety (Agence Nationale de Sécurité Sanitaire de l'Alimentation, de l'Environnement et du Travail, or "ANSES"). Formed on July 1, 2010, ANSES is a governmental agency that is overseen by the Ministries of Health, Agriculture, the Environment, Labor and Consumer Protection. It acts as a watchdog and advisory specialist for a wide range of issues related to human and plant health and animal health and welfare, and also carries out research activities in these areas. It applies a holistic approach to health issues by analyzing all of the related risks and benefits. It assesses all of the risks (chemical, biological, physical, etc.) to which an individual may be exposed - voluntarily or involuntarily - at all ages and times of their life, whether at work, when traveling, during leisure time, or through the food they eat.

French food safety regulations incorporate the standards provided for in EU legislation on food safety. They also include the requirements of:

The governmental decree of December 21, 2009 (consolidated version of May 25, 2020) concerning the temperature settings at which animal-derived products must be kept, and specific provisions relating to contract catering establishments (display dishes, the obligation to report to the authorities any suspected cases of food poisoning, procedures for managing unsold food etc.), supplemented by the decree dated October 8, 2013 relating to foodstuffs that are not derived from animal goods.

The governmental decree of February 2, 2015 relating to the definition of the concept of local distribution, implementing Regulation (EC) No. 37/2005 and rescinding the decree dated July 20, 1998 setting the technical and hygiene conditions for food transportation.

The governmental decree of June 8, 2006 concerning health and hygiene ratings for companies that market products of animal origin and foodstuffs containing animal products, as amended by the decrees dated May 19, 2020 and October 12, 2022.

In addition, Elior France is subject to certain provisions of the French Rural Code (*Code rural*) dealing with food safety, epidemiology issues related to products of animal origin, animal feed, and animal health.

Elior France also has to follow the instructions issued by the French Food Safety Agency ("DGAL"), notably:

- Technical Instruction DGAL/SDSSA/2022-349 dated April 25, 2022, which sets out the procedure for the registration and approval of establishments in accordance with Regulation (EC) No. 853/2004.

- Technical Instruction DGAL/SDSSA/2020–289, which specifies the health and hygiene regulations applicable to the retail trade of animal-origin products and foodstuffs containing animal products. It presents the consequence of synchronous amendments to several ministerial decrees, including those of December 21, 2009 and April 12, 2017 defining the foodstuffs that cannot be included in donations to charitable organizations. It also merges and updates information previously included in several separate technical instructions in order to take into account recent regulatory and infra-regulatory developments.
- Technical Instruction DGAL/SDSSA/2019-861, which provides a general description of the resources available to food industry players for determining, validating and verifying the microbiological shelf-life of the foodstuffs they produce and sell.

Lastly, Elior France is subject to Article 50 of the so-called "EGALIM" Act (French Act no. 2018-938 dated October 30, 2018) concerning balanced trade relations in the agriculture and food sector and access to healthy and sustainable food, as well as the French Safety Agency's Technical Instruction DGAL/SDSSA/2019-555 dated July 30, 2019. This article incorporates one of the basic principles of Regulation (EC) no. 178/2002 in that it introduces a requirement for food operators to immediately inform the competent authorities if, based on their own risk assessment, they consider that a product may be injurious to human or animal health.

c) Italy

In Italy, the main regulatory authority for food safety is the Ministry of Health. Decree no. 123 dated March 3, 1993, transposing into Italian law the European Council Directive 89/397/EEC of June 14, 1989 on harmonizing the official control of foodstuffs in the European Union, covers all stages of the food industry: production, manufacture, processing, storage, transport, distribution and trade. It authorizes the performance of the following operations: inspections, sampling, laboratory analysis of samples taken, verification of staff hygiene, and a review of formal documentation and systems used by companies. Italian food safety regulations incorporate the standards provided for in EU legislation on food safety.(Regulation (EC) No. 852/2004, Regulation (EC) No. 2073/2005 - 1441/2007, Regulation (EC) No. 1935/2004 on materials and articles intended to come into contact with food and repealing Directives 80/590/EEC and 89/109/EEC, and subsequent amendments and additions).

Another major food safety regulation applicable in Italy is legislative decree 193, dated November 6, 2007, which entered into force on November 24, 2007 and concerns the implementation of Directive 2004/41/EC relating to safety controls on foodstuffs and the application of European Community regulations concerning such controls. This legislative decree sets out the sanctions that apply in the event of non-compliance with EU food safety regulations, notably regulations 852/2004 and 853/2004.

The other major food safety regulations applicable in Italy are Regulation no. 1169 of October 2011 relating to labeling, and legislative decree 231 of December 2017 concerning sanctions.

In addition to national and European-level food safety and hygiene regulations, the Group is subject to regional and provincial food safety obligations in Italy.

Another regulation is the legislative decree of 2 February 2021, n. 32 that provide for the methods of financing the official controls performed by the competent authorities to verify compliance with food safety legislation.

The main food safety supervisory bodies in Italy are:

- The Ministry of Health, notably through programs set up by the food safety and nutrition department (*Direzione generale per l'igiene e la sicurezza degli alimenti e la nutrizione*).
- The public health institute (*Istituto Superiore di Sanità*).
- The Italian police's food and drug control unit (*Nuclei Antisofisticazione e Sanità (N.A.S.) dei Carabinieri*), whose role is mainly to prevent and sanction.
- The local health authorities (*Aziende Sanitarie Locali*) which have inspection powers.
- The government's veterinary services.
- The Ministry of Agriculture (*Ministero delle politiche agricole alimentari e forestali*).

d) Spain

In Spain, the main food safety regulator is the Spanish Agency for Food Safety and Nutrition (*Agencia Española de Seguridad Alimentaria y Nutrición*, or the "AESAN"). The Group is subject to food safety regulations promulgated and enforced by the AESAN at national level, such as the General Health Act 14/1986, the Consumers and Users Protection Act 1/2007 and the Food Safety and Nutrition Act 17/2011.

As well as being required to hold specific authorizations to conduct business as a food operator in Spain, since the promulgation of Royal Decree 3484/2000 of December 2000 and Royal Decree 126/2015 of February 2015, the Group is also subject to specific hygiene rules for preparing pre-cooked meals as well as requirements to ensure that food handlers are supervised and instructed in food hygiene matters in a way that is commensurate with their professional activities. In addition to national food safety laws and regulations, the Group is also subject to specific obligations under local regulations applicable in the Spanish autonomous regions in which it operates.

e) United Kingdom

In the United Kingdom, the main food safety regulators are the Food Standards Agency (the FSA) for England, Wales and Northern Ireland, and Food Standards Scotland (FSS) for Scotland. The FSA and FSS are responsible for food safety and food hygiene across the United Kingdom. They work with local authorities to enforce food safety regulations and inspect meat plants to check compliance with the applicable regulations. The FSA also commissions research related to food safety. Key laws applying to food safety and hygiene in the UK include the General Food Law Regulation (EC) 178/2002 as well as the Food Safety Act of 1990 and Northern Ireland's Food Safety Order of 1991, as amended to bring them into line with the EU General Food Law.

The four regions of the United Kingdom have their own statutory rules which are detailed in:

- The Food Safety and Hygiene (England) Regulations 2013.
- The Food Safety and Hygiene (Scotland) (Amendment) Regulations 2012.
- The Food Hygiene (Wales) (Amendment) Regulations 2012.
- The Food Hygiene (Northern Ireland) Regulations 2006.

In conjunction with the legislation, the FSA issues guidance when there is a significant risk to food safety within the UK.

In the United Kingdom, the FSA, FSS and local authorities work in partnership to operate three food safety rating schemes: The Food Hygiene Rating System (FHRS) in England and Northern Ireland, the Food Hygiene Rating Act (Wales) 2013 and the Food Hygiene Information Scheme (FHIS) in Scotland. Within the UK, there is a statutory scheme called Primary Authority – established by the Regulatory Enforcement and Sanctions Act 2008 – which allows an eligible business to form a legally recognized partnership with a single local authority in relation to regulatory compliance. Elior UK has a direct partnership with Cheshire East Council, which acts as the company's Primary Authority, giving it authorizations and advice in relation to its management systems for food safety, hygiene and other safety issues.

f) United States

In the United States, food safety regulations are promulgated at the federal, state and local level. State and local agencies issue the regulations to be applied by restaurants and other catering establishments located within their jurisdiction. The US Food and Drug Administration (FDA) publishes the Food Code, a model that assists food control jurisdictions at all levels of government by providing them with a scientifically sound technical and legal basis for regulating food safety within the food services industry. Most States use the FDA Food Code as a model to develop or update their own food safety rules and to be consistent with national food regulatory policy. The FDA also regulates foods and food ingredients introduced into or offered for sale in interstate commerce, with the exception of meat, poultry, and certain processed egg products, which are regulated by the US Department of Agriculture.

For the Group's US operations, hygiene and food safety are principally governed by local and federal rules and regulations.

The Group's regulatory compliance measures in the United States include:

i) Outsourcing food safety and hygiene audits to an approved independent organization.
ii) Pest management.
iii) Using the services of an independent inspection company.
iv) Using "safety information sheets" drawn up by a specialized chemical safety services firm.
v) Commissioning an accredited laboratory to carry out tests.
vi) All of the Group's distributors and suppliers are authorized and approved by local and state regulatory bodies and comply with the Food Safety Modernization Act (FSMA).
vii) All of the Group's food managers are required to follow a food safety training course and to obtain food manager certification.

The Group operates in 48 different US States, which each have their own food hygiene rules and regulations.

As well as its foodservice and catering activities, Elior North America has food production and processing operations which are governed by federal regulations, including HACCP (Hazard and Critical Control Points) and HARPC (Hazard Analysis and Risk-based Preventive Controls) rules.

g) India

In India – where the Group has a non-significant operating presence – food safety regulations are promulgated at federal and state level. At federal level, the main food safety agency is the Food Safety and Standards Authority of India (the FSSAI). The FSSAI regulates all foods proposed for sale, including dairy products and products containing poultry. It also certifies all commercialized food ingredients and products and each operator and vendor must have FSSAI certification, which is renewed annually following a detailed inspection. A state-level liaison officer regularly verifies that the applicable regulations and requirements are complied with. In addition, a regulatory authority carries out compliance inspections at regular intervals, and all operators have to follow a certified food safety training program and have a supervisor who has received training under the Food Safety Training and Certification (FoSTaC) program.

Elior India only deals with suppliers that are FSSAI certified and uses an independent national company for performing prevention checks.

1.6.6.1.2 Food labeling

Prepacked food that the Group sells must comply with European Union labeling requirements, notably European Directive 2000/13/EC of March 20, 2000 relating to the labeling, presentation and advertising of foodstuffs.

The applicable EU Law on the provision of food information to consumers was consolidated and updated by EU Regulation 1169/2011 of October 25, 2011, which has been effective since December 13, 2014.

This Regulation makes a distinction between the information that must be given for prepacked food and non-prepacked food, and provides for harmonized and compulsory nutritional information labeling for prepacked food.

In its catering activities, the Group is required to provide information on whether its food contains any of the 14 major allergens set out in Annex II of this Regulation.

Other EU regulations concerning food labeling include Regulation (EC) No. 1379/2013, which amends the labeling requirements for fishery and aquaculture products, and Regulation (EC) No. 1337/2013, which amends the labeling requirements for meat from pigs, sheep, poultry and goats.

Local and national authorities may also introduce specific regulations or decrees clarifying particular points in the European regulations. For example:

In France, the implementing decree 2015/447 dated April 17, 2015 – which has been effective since July 1, 2015 – clarifies the procedures for applying Regulation (EC) No. 1169/2011; decree 2022-65 dated January 26, 2022 (amending decree 2002-1465 dated December 17, 2022) regulates the labeling of beef in catering establishments; and the government order dated May 5, 2017 sets out the conditions for labeling manufactured nanomaterials in foodstuffs.

In Italy, several documents have been published relating to Regulation (EC) No. 1169/2011, including two memoranda issued by:

- the Ministry of Health on February 6, 2015 related to information on the presence of allergens in food and beverages; and
- the Ministry of Health/Ministry of Economic Development on November 16, 2016 related to foodstuffs that are not subject to nutritional disclosure requirements.

The Italian government has also issued a Legislative Decree related to EC Regulation No. 1169/2011 (decree No. 231 dated December 15, 2017, which came into force on May 9, 2018):"Sanctions applicable in the event of a breach of Regulation (EC) No. 1169/2011 on the provision of food information to consumers, and alignment of national legislation with Regulation (EC) No. 1169/2011 and Directive 2011/91/EU, in accordance with Article 5 of Act no 170-2015 dated August 12, 2016 on European delegation".

These provisions are in line with the following standards of the Codex Alimentarius international food safety standards:

- CODEX STAN 1–1985 (Rev.1-1991), Codex General Standard for the Labelling of Prepackaged Foods, and the subsequent amendments thereto.
- CAC/GL 1-1979 (Rev.1-1991), General Guidelines on Claims, and the subsequent amendments thereto.
- CAC/GL 2-1985 (Rev. 1-1993), Guidelines on Nutrition Labeling, and the subsequent amendments thereto.
- CAC/GL 23-1997 (Rev. 1-2004), Guidelines for Use of Nutrition and Health Claims, and the subsequent amendments thereto.

In Spain, food labeling is governed at national level by Royal Decree 126/2015, which sets out disclosure requirements concerning ready-to-eat, non-prepacked food.

In the United States, food labeling is generally regulated by the US Department of Agriculture (USDA), the Food and Drug Administration (FDA) and the Federal Trade Commission (FTC).

The Federal Food, Drug and Cosmetic Act (FFDCA) prohibits false and misleading labeling and sets out the labeling requirements for processed and prepacked food.

Prepacked food provided in locations where food is "served for immediate consumption", such as catering establishments, hospitals, schools, cafeterias, bakeries, etc., must comply with sections 101.1 et *seq.* of Title 21 of the Code of Federal Regulations (21 CFR) which state that labels must show the common name of the food item, its ingredients, the name/place of sale, its net quantity and its nutrition claims.

In addition, any potential presence of the main food allergens must be stated on the labels (and any other forms of display).

Since May 7, 2018, restaurants and similar retail food establishments that are part of a chain with 20 or more locations, doing business under the same name, and offering for sale substantially the same menu items have also been subject to "menu labeling regulations". These regulations state that such establishments have to provide calorie information for standard menu items and ensure that additional nutrition information is available on request.

1.6.6.1.3 Other food service-related regulations

In recent years, a number of national and local authorities have introduced specific regulations motivated by concerns about public health and environmental protection. These regulations cover, among other things, enhanced nutritional information for foodstuffs, requirements to use recyclable packaging, and additional taxes on food and beverages with high sugar content.

Additionally, the Group's operations in the education sector can be subject to specific regulations concerning the nutritional quality of meals served in school restaurants. This is notably the case in France (Decree 2011-1227 of September 30, 2011). Pursuant to this decree, the Group has a number of obligations it is required to respect in relation to drawing up menus for restaurants in state-run and private schools, in accordance with the recommendations set out in the French National Nutrition and Health Program (Programme National Nutrition Santé) and those issued by the GEMRCEN (a French governmental think-tank specialized in nutritional issues in the contract catering industry).

New food service-related regulations were introduced in France in 2020: Act 2020-105 dated February 10, 2020 concerning the fight against food waste and for a circular economy, which includes anti-food waste provisions and provides for ending the sale of single-use plastic packaging; and the related Decree (no. 2020-731 dated June 15, 2020) relating to the VAT exemption on donations of unsold goods to state-recognized social charities.

Restaurant facilities are also subject to regulations promulgated by national, regional and local authorities covering a wide range of matters such as the utilization and maintenance of restaurant sites and equipment and waste storage and disposal.

In addition, for catering sites or points of sale at which the Group serves alcohol, it is required to obtain liquor licenses and is subject to ongoing alcoholic beverage control obligations.

Elior UK has developed tailored learning programs for its employees on legislation related to serving alcohol, and in Scotland all employees who handle and serve alcohol are required to follow a two-hour training course.

In Portugal, Decree Law no. 10/2015 dated January 16, 2015 approved the legal framework for (i) accessing and exercising trade activities and food and beverage services and (ii) accessing trade, services and catering activities (RJACSR).

The Group is also required to comply with anti-smoking laws prohibiting smoking at dining establishments, such as the laws applicable in France since January 1, 2008 and in Italy since January 10, 2005 (Law no. 3/2003 dated January 16, 2003).

1.6.6.2 Labor and employment laws and regulations

In general, labor and employment laws and regulations have a significant impact on the Group's operations because of its large headcount, which, at September 30, 2022, comprised 97,000 employees. The Group is particularly affected by French legislation due to the high proportion of its employees based in France (over 40%).

Specific context of the Covid-19 crisis

In all of the Group's host countries, the Covid-19 crisis has led to changes in the regulatory framework in two main areas: (i) health and safety protocols to protect employees, guests and clients, and (ii) measures to adapt resources to business volumes in order to limit the impact of the crisis to the extent possible.

The regulatory framework evolved rapidly as the crisis worsened and as governmental decisions were taken. The fast-moving changes required all of our teams to be highly reactive and adaptable, not only in the sectors that were initially heavily impacted by reduced activity (business & industry and education) but also in sectors that were stretched for resources, such as health & welfare.

In each of its operating countries, the Group implemented all of the measures it could to adjust its resources and organization to the situation. In particular, employees were asked to take paid vacation, internal mobility was encouraged, and short-time working and furlough programs were used.

The Group was often one step ahead concerning health and safety protocols, advising its clients how to define and implement them, which meant it could provide a continuity of service that matched their needs.

1.6.6.2.1 Laws and regulations governing employment contracts

In most of the countries in which the Group operates, the traditional model of employment law is based on an employment contract signed between the employer and employee before or at the time the employee is hired. Fundamentally, the employment contract defines the employee's and employer's responsibilities, sets out the wage to be paid to the employee in return for his or her services, establishes the employee's working time and is entered into for an indefinite or pre-determined duration. Many features of employment contracts are subject to mandatory provisions of labor laws and regulations as well as to the provisions of collective bargaining agreements.

1.6.6.2.2 Collective bargaining agreements

Under French, Spanish and Italian law, the employer-employee relationship is not only regulated by applicable legislation and the employment contract executed between both parties, but also by industry-wide collective bargaining agreements ("CBAs"). CBAs may exist at national, regional or local level or be specific to a particular company. CBAs are agreements entered into between one or several trade union organizations representing employees, on the one hand, and an employer, or group of employers, on the other hand. National labor laws and CBAs constitute important sources of obligations relating to working conditions and govern the individual and collective relationships between employers and employees for the relevant industry. CBAs typically address (for individual employees) matters such as working conditions and employment-related benefits, pay scales (with an industry specific minimum wage), working time, sickness and maternity leave, professional training, paid vacation, social welfare coverage and retirement fund contributions, year-end bonuses and financial terms of dismissals or retirement.

The scope of each national CBA is defined by reference to a given industry or type of business. Therefore, the applicable CBA for a company depends on its principal business activity. Owing to the broad range of the Group's services, from diverse catering services to facility management services, it is subject to several different CBAs. As the terms of CBAs can vary significantly from one activity to another, within the same country the Group may have different responsibilities towards different categories of employees based on the business in which they operate.

All CBAs provide for a minimum wage that varies according to the classification of employees and the applicable pay scale. However, the wage of an employee cannot be below the statutory minimum wage that is set for all employees, regardless of classification, at national level. Trade unions renegotiate the terms of the industry-wide CBAs almost every year, including the terms of any increase in the minimum wage for each employee category. Companies to which the CBAs apply have an obligation to comply with these provisions by granting at least a corresponding salary increase every year, failing which employees may make legal claims for the enforcement of the industry-wide CBAs, back pay and damages.

In France, employers may also enter into company-wide CBAs to address specific matters such as working time, salary levels, and welfare benefits.

1.6.6.2.3 Part-time and temporary work

At September 30, 2022, almost half of the Group's staff were employed on a part-time basis. Part-time employment is subject to specific laws and regulations in some of the countries where the Group operates. For example, under French law, part-time employment contracts must include certain mandatory provisions, such as the number of hours worked per week or per month, the arrangements for communicating the scheduling of hours worked per week or per month, and the maximum number of overtime hours that the employee can work per month. If a company is found not to be in compliance with regulations on part-time employment, the employee concerned may seek to reclassify his or her part-time employment contract as a full-time employment contract, and may also claim back pay and damages.

The Group is likewise restricted in the manner in which it may hire temporary workers. For example, under French law, an employer wishing to take on non-permanent workers may either hire an employee under a fixed-term employment contract or take on a temporary worker through an agency. Fixed-term employment contracts or temporary workers must only be used for the performance of clearly defined and temporary tasks in specific circumstances provided by law (e.g., (i) to replace an employee on a temporary leave of absence or whose employment contract is suspended, (ii) to temporarily fill a position before an employee can be hired under a permanent employment contract or, after a permanent employee has left, before the position is eliminated, or (iii) to cover a temporary increase in the company's business). In particular, the Group may not use fixed-term employment contracts or temporary workers to fill a post on a long-term basis in connection with the ordinary and ongoing business of any of its companies.

1.6.6.2.4 Employee representation

a) Right to representation and trade unions

In the majority of the countries in which the Group operates, its employees have the legal right to elect representatives from among their ranks to act as a liaison between the workforce and management. Such employee representatives are responsible for presenting to the employer all requests and grievances from employees, notably regarding wages and salaries and compliance with applicable labor laws and CBAs. The employer is required to regularly provide the employee representatives with information regarding various matters such as working conditions and the company's financial situation. Depending on the country, employee representatives may also be responsible for notifying the relevant labor regulation enforcement authority of any claims or grievances from employees related to a breach of labor laws or regulations. Employers may also be exposed to the risk of strikes and work stoppages.

In addition, employees may choose to join a trade union to represent their interests. Depending on the country concerned and the size of any given worksite, the Group may be obliged to recognize the trade union and allow employees to unionize. In certain countries, such as France, there is a limited number of nationally-recognized trade unions that are given the legal authority to negotiate national and company-specific CBAs.

b) Employee representative bodies

In accordance with EU law, the Group has a European works council in place that serves as a forum for employee representatives to engage in direct discussions with members of Group management. EU law requires any company that has (i) subsidiaries in at least two different EU member states, (ii) at least 1,000 employees in EU or EEA member states, and (iii) a minimum of 150 employees in at least two EU member states, to set up a European works council (an "EWC"). EWCs bring together employee representatives from the different European countries in which a multinational company has operations. During EWC meetings, employee representatives are informed and/or consulted by Group management on transnational issues that concern the Group's employees.

National labor laws in most of the countries in which the Group operates also require the establishment of a local Social and Economic Committee ("SEC"). The frequency of SEC meetings, the amount of information that must be provided to its members, and how SEC opinions must be taken into account vary from country to country. In France, certain employer decisions relating to issues such as workforce reductions or changes in the legal and/or financial organization of the company (in particular in the case of a merger or a sale of assets or shares) require a prior information and/or consultation process with the relevant SECs (local and/or central and/or European). In such cases, no final decision may be taken before the relevant employee representative body has delivered its formal opinion (whether negative or positive) on the proposed decision.

c) Employee representation on corporate boards

In France, employees may be represented on their company's Board of Directors (or Supervisory Board where applicable).

Companies that for the past two consecutive fiscal years have had either (i) 1,000 permanent employees or more on their payroll who work for the company or its direct or indirect subsidiaries with registered offices located in France, or (ii) 5,000 permanent employees or more worldwide who work for the company or its direct or indirect subsidiaries with registered offices located in France and abroad, must appoint at least one Board member representing employees, and in certain cases two, in accordance with conditions provided for in the company's bylaws.

Article L. 22-10-7 of the French Commercial Code provides that a holding company whose principal activity is to acquire and manage subsidiaries and affiliates is not subject to this requirement concerning employee representation on its board, if it meets both of the following criteria:

- It is not required to put in place a social and economic committee pursuant to Article L. 2311-2 of the French Labor Code.

- It owns, either directly or indirectly, one or more subsidiaries that are subject to the above requirement.

- Its shares are not traded on a regulated market or at least four-fifths of its shares are held, directly or indirectly, by one person or legal entity, acting alone or in concert.

Consequently, in accordance with the French Commercial Code, at Elior Group's Annual General Meeting of March 20, 2020, the shareholders approved amendments to the Company's bylaws providing for the appointment of two employee representative members of the Board of Directors.

In addition, for companies whose shares are traded on a regulated market, if at the close of the last fiscal year employees held more than 3% of the share capital, the company's shareholders must appoint one or more employees to the Board of Directors or the Supervisory Board to represent employee shareholders, who are put forward by the shareholders, in compliance with Articles L. 225-23 (para.1) and L. 22-10-5 of the French Commercial Code.

d) Workplace health and safety

The Group is also subject to regulations related to employees' health and safety in the workplace. Such regulations may require companies to put in place operational procedures to ensure that their working practices are safe and to reduce potential workplace hazards.

Occupational health and safety matters are regulated and enforced by a variety of authorities, including the European Agency for Safety and Health at Work, the French *Directions régionales des entreprises, de la concurrence, de la consommation, du travail et de l'emploi* (regional directorates of companies, competition, consumption, labor and employment), the UK Health & Safety Executive, and the US Occupational Safety and Health Agency.

1.7 ELIOR GROUP ON THE STOCK MARKET

1.7.1 FINANCIAL COMMUNICATIONS AND SHAREHOLDER RELATIONS

1.7.1.1 Preparation of financial communications

The Chief Executive Officer and the Chief Financial Officer are responsible for the Group's financial communications.

In application of the Board of Directors' Rules of Procedure, any key data due to be released to the market and any major press releases must be approved in advance by the Board of Directors.

1.7.1.2 Financial communications policy

The Chief Executive Officer, the Chief Financial Officer, and the Head of Investor Relations are the Company's sole spokespeople for financial communications.

Information is released either before the opening or after the close of trading on Euronext Paris so as not to influence the share price.

In order to respect the principle of fair access to information, press releases are issued simultaneously to the whole of the financial community and the market authorities.

Additionally, for the purpose of transparency and in accordance with the applicable regulations, Elior Group has drawn up a directors' charter as well as a code of conduct applicable to its directors, officers and employees. These documents cover the procedures to adopt concerning privileged information to prevent conflicts of interest and avoid risks related to insider trading.

All of the Group's directors, officers and employees have a duty of confidentiality and discretion.

The Group's risk prevention measures related to financial information are described in Chapter 3, Section 3.2, “Risk management” of this Universal Registration Document.

1.7.1.3 Regular contact with shareholders and investors

Elior Group regularly organizes meetings during the year to keep communication channels open at all times with shareholders and the financial community at large. A financial calendar setting out the Company's publications and events for the financial community is available on the Elior Group website.

On May 18, 2022, the Chief Executive Officer and the Chief Financial Officer held a webcast during which they presented the Group's results for the first half of fiscal 2021-2022 and answered questions from the financial community.

On November 23, 2022, the Chairman and CEO and the Chief Financial Officer held a webcast during which they presented the Group's results for fiscal 2021-2022 and answered questions from the financial community.

The Annual General Meeting is an excellent forum for the Company to exchange information directly with its shareholders. Official notice of the meeting is published in the press and in the French official legal journal (BALO). The Annual General Meeting pack is available on the Elior Group website at least 21 days before the Meeting takes place and is sent to shareholders on request.

The Chairman and CEO, the Chief Financial Officer and the Head of Investor Relations regularly participate in roadshows and investor meetings in order to maintain a regular dialog with the financial community.

1.7.1.4 A steady flow of information

In order to ensure information transparency, an "Investors" section is available on the Elior Group website, which enables shareholders, analysts and investors to access at any time all the information required under the applicable regulations. The website serves as a database of the Group's main financial communications and allows investors to keep up to date in real time. The documents available on the website include the Company's Bylaws, the Board of Directors' Rules of Procedure, the financial publications calendar, press releases, and financial reports.

The Elior Group share price is also shown in real time.

All of the Group's statutory documents are available at the Company's headquarters.

The Universal Registration Document as filed with the AMF is posted on both the Elior Group and AMF websites, in French and English.

Provisional financial calendar for fiscal 2022-2023

Thursday, January 26, 2023	Release of first-quarter fiscal 2022-2023 revenue figures
Thursday, February 23, 2023	2023 Annual General Meeting
Wednesday, May 17, 2023	Release of first-half fiscal 2022-2023 results
Thursday, July 27, 2023	Release of third-quarter fiscal 2022-2023 revenue figures
Wednesday, November 22, 2023	Release of full-year fiscal 2022-2023 results

Any changes to this provisional calendar will be posted on Elior Group's website.

Investor Relations Department

+33 (0)1 71 06 70 08

investor@eliorgroup.com

Registered shares

Elior Group's shares are managed by BNP Paribas Securities Services, which can be contacted at the following address:

BNP Paribas Securities Services

Grands Moulins de Pantin

9 rue du Débarcadère

93761 Pantin Cedex – France

+33 (0)1 57 43 02 30 Open from Monday through Friday, between 8:45 a.m. and 6:00 p.m. (CET).

1.7.2 THE ELIOR GROUP SHARE

Elior Group's shares have been listed on Euronext Paris (Compartment A) since June 11, 2014 under ISIN FR0011950732. Their initial listing price on June 11, 2014 was €14.75 per share.

On March 6, 2015, Elior Group announced that the authority responsible for the various indices of Euronext Paris – the Conseil Scientifique des Indices Euronext Paris – had decided to include the Company's shares in the SBF 120 index as from the close of trading on March 20, 2015.

Elior Group’s closing share price was €17.23 at December 29, 2017, €13.06 at December 31, 2018, €13.10 at December 31, 2019, €5.52 at December 31, 2020, and €6.37 at December 31, 2021. At November 30, 2022, Elior Group’s closing share price was €2.89.

Elior Group’s share performance since October 1, 2021*:

Date	Trading volume	End-of-month share price (in €)	Monthly high (in €)	Monthly low (in €)
October 2021	13,437,975	6.82	7.40	6.32
November 2021	25,628,641	5.67	7.04	5.51
December 2021	45,876,214	6.37	6.37	5.34
January 2022	46,036,901	5.32	6.57	4.86
February 2022	54,687,086	4.14	5.35	3.97
March 2022	77,506,671	3.04	4.18	2.78
April 2022	101,828,530	2.94	3.20	2.39
May 2022	86,323,497	2.78	3.44	2.56
	83,994,851	2.12	3.02	2.06
June 2022				
July 2022	56,053,235	3.16	3.28	1.99
August 2022	55,215,556	3.20	3.63	3.00
September 2022	62,552,986	1.89	3.40	1.84
October 2022	51,019,342	2.25	2.29	1.67
November 2022	82 134 615	2,90	2.93	2.09

** Source: Bloomberg; ticker: ELIOREUR EU Equity*

Per-share data

	Year ended September 30, 2022
Weighted average number of shares (in millions)	172
Attributable net profit/(loss) (in € millions)	(142)
Earnings/(loss) per share (in €)	(0,83)
Net dividend per share (in €)	-

2

CORPORATE SOCIAL RESPONSIBILITY

2. CORPORATE SOCIAL RESPONSIBILITY

2.1 SUSTAINABLE GOVERNANCE

With operations in five main countries, the Elior group has some 97,000[1] employees who work dedicatedly every day to feed 3 million people in 20,250 restaurants and points of sale in the Education, Business & Industry and Healthcare & Welfare markets. The Group also takes care of 2,400 sites for its clients, through Elior Services.

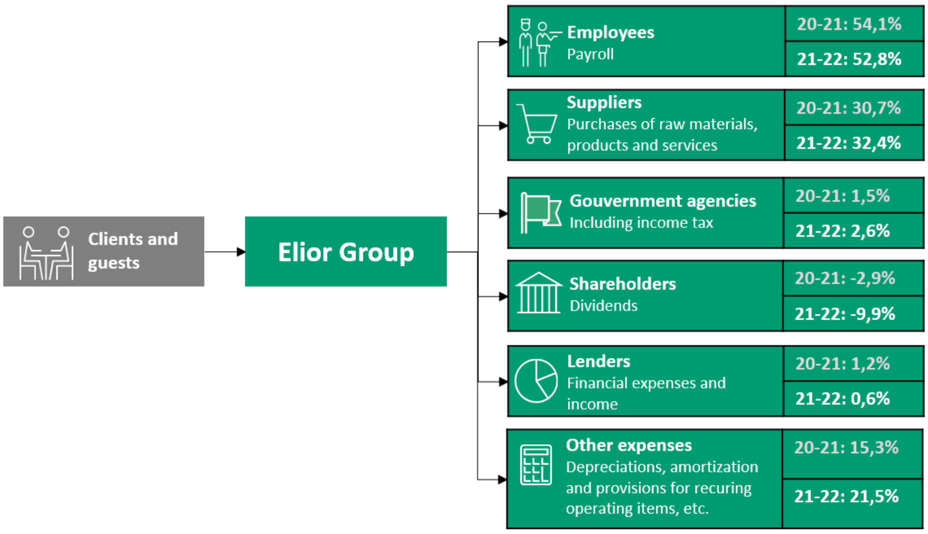
Particularly aware of our footprint and the responsibility we have towards all of these stakeholders, we have been implementing Corporate Social Responsibility (CSR) action plans for over ten years now. As a member of the UN Global Compact[2] since 2004, we firmly believe that our responsibility extends beyond the direct impacts of our business and that we must make a positive contribution to our ecosystem right across our value chain.

We have kept our promise to place sustainable development at the center of what we do, as proved by the launch in 2016 of our CSR strategy called "The Elior Group Positive Foodprint Plan"[3].

In 2022, one of the Group's subsidiaries, Ansamble, took its sustainability commitments a step further by becoming an "*Entreprise à Mission*" (a public-benefit company). This legal framework was introduced under France's PACTE law on Business Growth and Transformation and gives a specific status to companies that pursue a set social or environmental purpose with specific sustainability goals.

In 2021-2022, Elior generated €4,451 million in revenue and this value was shared between its various stakeholders (employees, suppliers, government agencies, shareholders and lenders) as shown in the diagram below.

VALUE SHARING IN 2021-2022



[1] Including Elior India, Société Monégasque de Restauration and Elior Luxembourg.
[2] Further information about the ten principles of the United Nations Global Compact and the disclosures required in an Advanced-level COP are available on the Global Compact website at www.unglobalcompact.org.
[3] Referred to as the Positive Foodprint Plan in the rest of this document.

"By publishing this Universal Registration Document and qualifying this CSR chapter as an Advanced-level Communication on Progress (COP)[1], I am pleased to reaffirm Elior Group's commitment to respecting and promoting the ten fundamental principles of the United Nations Global Compact[2] and to ensuring that these principles will continue to play a central role in its organization and business strategy."

Bernard Gault, Chairman and Chief Executive Officer of Elior Group

In 2021, the Group updated its New Elior strategic plan – which has been renamed Definitely New Elior – to take into account the impacts of the Covid crisis on the plan's original underlying assumptions (priority segments, business development avenues, etc.) and to define a new financial trajectory up until 2026. The structure and fundamentals of the plan remain unchanged however. The Definitely New Elior plan reaffirms the central role that ESG objectives play in our everyday work and actions in order to create long-term value not just for Elior but also for all of its stakeholders (see Chapter 1, Section 1.7.2, "The Group's strategy").

2.1.1 INTEGRATING ESG GOVERNANCE INTO OUR BUSINESS STRATEGY

The Group's governance

Elior Group is a French *société anonyme* (joint-stock corporation) with a Board of Directors comprising ten members. There are five women on the Board, four independent directors and two directors representing employees. The Board examines and approves all major decisions concerning the business, human resources, environmental, social and financial strategies of Elior Group and oversees their implementation by Management (see Chapter 3, Section 3.1, "Administrative and Management Bodies").

The Board has set up three specialized committees whose roles and responsibilities and operating procedures are described in the Board of Directors' Rules of Procedure and in this Universal Registration Document. The three committees are:

- The Audit Committee, which obtains assurance concerning the effectiveness of internal control and risk management systems and is responsible for overseeing issues relating to the preparation and verification of accounting and financial information and the statutory audit of the accounts.
- The Nominations and Compensation Committee. The main roles of this Committee are to assist the Board of Directors in its tasks of (i) appointing the members of the Company's administrative and management bodies, and (ii) setting the compensation and benefits packages of the Company's officers and the Group's key executives.
- The ESG Committee, in charge of assessing the Company's values and undertakings in the fields of sustainability and corporate responsibility and ensuring they are reflected in the Board's decisions.

The Executive Committee examines and approves major operational contracts under negotiation in France and other countries, and the related capital expenditure projects. It also carries out a monthly review of the Group's operating and sales performance and shares the information resulting from the performance reviews carried out by each of the Group's divisions. It initiates and oversees cross-functional programs involving the sales and marketing, human resources, financial and management control, and procurement functions, as well as optimization and productivity programs. The Executive Committee has 11 members (four women and seven men).

The Group places particular importance on ensuring that there is balanced representation of men and women in its management bodies. As at the date of this Universal Registration Document, 27% of the members of both the Group Executive Committee and the Corporate Committee are women (versus 25% a year ago for the Group Executive Committee).

The Group has put in place, and intends to continue to implement, measures to promote gender diversity in top management posts. To this end, since 2020 there has been in place within Elior:

[1] For further information, see http://cop-advanced.org/en/content/global-compact
[2] For further information, see https://www.unglobalcompact.org/what-is-gc/mission/principles

- A working group dedicated to gender diversity, comprising 17 representatives from the Group's various businesses and host countries.
- A new gender diversity steering committee, made up of 11 executives including Bernard Gault.

One of the main objectives of this approach is for the Group's management bodies (the Group Executive Committee, the country-level Executive Committees and the Leaders Committee) to have between 30% and 40% women members by 2025, then between 40% and 60% by 2030 (see Section 2.5.4. below, "Diversity & Inclusion").

Governance of the ESG strategy

In order to help achieve the objectives in the Positive Foodprint Plan as well as to face emerging ESG risks and the fast-changing pace of regulatory requirements, a specific governance system has been set up to fluidify CSR decision-making and actions, from our management bodies through to our operations teams.

In 2021-2022, the Board of Directors set up a specialized ESG Committee, tasked with ensuring that the ESG strategy put in place is in line with the Group's overall short-, mid- and long-term strategy (see Chapter 3, Section 3.1, "Administrative and Management Bodies"). As part of this role, the Committee's members verify that the Group's ESG values and commitments are taken into account and reflected in the Board's decisions.

The Group CSR Committee, set up in 2019, is chaired by Elior Group's Chairman and CEO, Bernard Gault, and its permanent members include the people responsible for each of the Positive Foodprint Plan's priority areas at Group level. Eighty percent of this Committee's members are also members of the Executive Committee: the Chief Procurement and Logistics Officer, the Chief Human Resources Officer, and the Chief Communications, CSR and Public Affairs Officer, which ensures that the CSR approach is harmonized between the CSR Committee and the Executive Committee. The CSR Committee's role is to validate strategic decisions relating to the Positive Foodprint Plan's priority areas, monitor the Plan's developments and adjust its priorities in line with changes in the Group's operating environment. It meets at least four times a year and, depending on the matters addressed, may invite other participants to attend, either from within or outside the Group.

The Group also has a network of CSR officers, who are in charge of deploying the Positive Foodprint Plan's commitments in the Group's various operational entities. They are appointed by the entities' CEOs and are tasked with defining and implementing action plans adapted to their respective markets and businesses. In fiscal 2021-2022, 100%[1] of the Group's consolidated revenue was covered by the network of CSR officers.

Variable compensation contingent on ESG criteria

In order to demonstrate the importance that Elior places on ESG issues, acting on the recommendation of the Compensation Committee, the Board of Directors approved the inclusion of ESG criteria in the Chairman and Chief Executive Officer's variable compensation. Out of his annual variable compensation for 2021-2022, 25% is based on two ESG indicators: the frequency rate of workplace accidents and the rate of employee participation in the Group's employee engagement survey.

The compensation packages of the Leadership Team – made up of the members of the Group Executive Committee and Regional Management Committee, certain Operations Directors and a number of key Support Services Directors – also includes a variable component based on ESG criteria. This is because their roles within the business mean that they are major contributors to defining and implementing the Group's strategy and they have a significant impact on its results. They make up Elior's top 120 managers. Out of the Leadership Team's total long-term variable compensation, 37.5% is contingent on three ESG indicators: the frequency rate of workplace accidents, gender diversity within top management, and the Group's CDP score[2].

[1] Excluding Elior India, see Section 2.7.1 below, "Non-Financial Reporting Process".

[2] Independent assessment of an entity's climate strategy (score ranging from F to A)

2.1.2 CSR STRATEGY

Elior has built its Positive Foodprint strategy around four pillars of responsibility, which were identified based on a materiality analysis performed in 2015:

- Healthy Choices
- Sustainable Ingredients
- Circular Model
- Thriving People and Local Communities

The relevance of these four priority areas was confirmed by the results of the non-financial risk mapping process carried out in 2018, which is updated annually (see Section 2.1.3 below, "Non-Financial Risk Map").

Restated goals

We have defined the objectives for the priority areas set in the Positive Foodprint Plan in order to align them as closely as possible with the reality of our operations and the ESG expectations of our stakeholders. Performance indicators have been put in place to guide the Group's action plans and assess the progress made (see table below).

As a group committed to the transition to better food habits, Elior seeks to transparently measure and constantly improve the value of its meals in terms of their impact on society, people and the environment. We endeavor to achieve this through offerings that:

- Are healthy: preparing great-tasting, balanced meals, while raising the awareness of our guests about nutrition and public health issues and implementing rigorous food quality and safety standards.
- Are good for the planet: supporting the transition to better food habits by promoting agricultural practices that respect the environment and animal welfare and focusing on operational and regional approaches that reduce food waste and our greenhouse gas emissions.
- Provide moments to savor: satisfying our 3 million daily guests by leveraging the commitment of our *circa* 97,000[1] employees and our culinary expertise.

In order to meet these objectives, each Elior Group subsidiary puts in place action plans and develops systems and processes in line with the constraints and challenges of its particular market. The effectiveness of the Group's CSR policies and action plans as well as its transparent approach are clearly demonstrated in the various ratings it has been assigned, such as by Gaïa Rating (for ESG performance) and EcoVadis (Elior Services et Propreté and Elior Entreprises are rated Gold and Elior Services Facility Management is rated Platinum). In addition, the Group has made CSR training for employees a key aspect of its overall corporate strategy. For example, all site managers in France have been offered a CSR training program so they can fully integrate sustainable development into their operations.

Stronger oversight

Elior assesses all of its non-financial indicators at least once a year. For some of the Positive Foodprint Plan's key performance indicators, however, we have set up a quarterly tracking process. On an aggregate basis, the Group's non-financial performance indicators cover all of the geographic regions in which it operates.

In addition, so as to give a straightforward and transparent overview of the Group's approach, management has decided to report on some of these non-financial performance indicators when it releases its quarterly financial results. This means that all of its stakeholders can follow developments in the Group's non-financial performance.

Contributing to Sustainable Development Goals

The objectives in the Positive Foodprint Plan are aligned with the United Nations Sustainable Development Goals (SDGs). Elior has chosen to particularly focus on the seven SDGs that directly relate to its operations, and particularly its catering business, by setting quantitative objectives as well as progress objectives for some specific areas.

[1] Including Elior India, Société Monégasque de Restauration (SMR) and Elior Luxembourg.

Positive Foodprint Plan	Sustainable Development Goals	Elior's aims and objectives for 2025
Healthy choices	SDG 3: "Good health and well-being":	Increase % of purchases of healthy and plant-based ingredients[1] and % of vegetarian recipes.
Sustainable ingredients	SDG 2: "Zero hunger"	Reduce food waste in our restaurants by 30% on average by 2025.
A circular model	SDG 7: "Affordable and clean energy"	Obtain at least 80% of electricity from renewable sources at sites where the Group is contractually responsible for the electricity, and decrease overall energy use.
	SDG 12: "Responsible consumption and production"	Increase % of purchases of certified food produce and responsible packaging and consumables.
	SDG 13: "Climate action"	Reduce per-meal carbon emissions (scopes 1, 2 and 3) by 12% by 2025 (versus 2020).
Thriving people and local communities	SDG 8: "Decent work and economic growth"	Reduce the frequency and severity rates of workplace accidents.
	SDG 5: "Achieve gender equality and empower all women and girls"	Increase the proportion of women in the Group's management bodies to between 30% and 40% by 2025 and between 40% and 60% by 2030.

The EU Taxonomy Regulation

Context of the regulation

Regulation (EU) 2020/852 dated June 18, 2020 (known as the "Taxonomy Regulation") establishes new reporting requirements for both non-financial companies and financial market participants, based on a classification system designed to identify economic activities that make a "substantial contribution" to at least one of the environmental objectives set in the regulation. Its aim is to help channel capital flows toward sustainable investments and guide the transition of companies toward sustainable economic activities.

Elior is therefore required to report on three indicators based on the Group's consolidated financial statements: the proportion of revenue, capital expenditure (CapEx), and operating expenses (OpEx) associated with economic activities considered as "eligible" under the Taxonomy Regulation and its related delegated acts.

The Taxonomy Regulation applies to all of the companies included in the Group's financial scope of consolidation in the fiscal year from October 1, 2021 to September 30, 2022.

Eligibility is based on whether an activity substantially contributes to one or more of the six environmental objectives set out in the regulation. For this reporting year, only the climate objectives have to be taken into account for calculating the three indicators. These six objectives are:

1. **Climate change mitigation**
2. **Climate change adaptation**
3. Sustainable use and protection of water and marine resources
4. Transition to a circular economy
5. Pollution prevention and control

[1] Fruit, dried fruit – Vegetables – Beans and pulses: black beans, chick peas, red lentils, etc. – Seeds: sesame, chia, etc. – Nuts: almonds, pistachios, pecan nuts, etc. – Berries: acai berries, cranberries, blueberries, blackberries etc. – Wholegrain cereals: wholegrain oats, wholegrain muesli, wholegrain bread, brown rice, wholegrain pasta, semi-wholegrain cereals etc.

6. Protection and restoration of biodiversity and ecosystems

Around a hundred priority economic activities that may substantially contribute to one of the six environmental objectives have been selected at this stage. But if an activity is not in the list it does not mean that it is not beneficial for the environment.

Analysis of the Taxonomy Regulation indicators

Revenue: €4,451 million

The catering and food industries are not considered to substantially contribute to the regulation's first two environmental objectives, which relate to the climate. Elior's activities are therefore not eligible activities as defined in the Taxonomy Regulation and none of its revenue for fiscal 2021-2022 can be classified as derived from eligible activities.

CapEx: 0.4%

A detailed review has been conducted of Elior Group's CapEx associated with eligible activities. The activities that could be classified as eligible in this context are the installation and maintenance of heating systems and the acquisition or leasing of service vehicles. Based on the review, its seems that none of the CapEx directly associated with the Group's business, or related to reducing its environmental footprint or improving or adapting its catering or services offerings, can be classified as associated with eligible activities.

OpEx: 0%

In view of the above, the analysis performed on the proportion of OpEx associated with eligible activities only covered "individual measures" carried out to reduce the Group's environmental footprint. That is why the amounts identified were so low, and non-material for the Group overall, i.e., because its activities are focused on contract catering and facility management services.

2.1.3 NON-FINANCIAL RISK MAP

In 2015, Elior created a materiality matrix, which it then used in 2016 as the basis for its first non-financial risk map validated by the Group's governance bodies. A restricted risk universe was mapped out based on the Group's business sectors, geographic locations and main strategic goals, incorporating around twenty risks (identified via the materiality analysis) that could significantly impact its business or stakeholders. Out of this mapping process, 12 main environmental, HR and social risks were identified in 2018-2019 and were validated by the Group Internal Control and Risks Department.

In 2020-2021, Elior reviewed its non-financial risk map and two of the CSR risks were redefined: the "waste management" risk was changed to "environment and waste" and "poor use of water and energy" and "environmental pollution" were combined together to become "climate" risk. Consequently the overall number of CSR risks was reduced from 12 to 11. These risks cover the Group's entire value chain (from upstream to downstream). In 2021, the CSR Department – with the assistance of the Internal Control and Risks Department – completed its work on integrating these 11 priority non-financial risks into the Group's internal risk management system. The update to the non-financial risk map confirmed that the four pillars of the Positive Foodprint Plan are still highly relevant.

In 2021-2022, the identified risk tasks and controls were tested by the Group's internal control teams, which enabled management to analyze the effectiveness and deployment of its CSR strategy within its entities.

Methodology

To measure the impacts of its non-financial risks, the Group analyzes quantitative and qualitative factors and ranks them based on four categories of criticality, ranging from low to strategic. For each risk, two factors are measured: occurrence and potential impact. In relation to occurrence, four categories have been identified: rare (once every ten years or more); probable (at least once every ten years); possible (at least once every three years); and frequent (one or more times a year).

For the potential impact of a risk, two factors are taken into consideration: revenue and operating profit. For revenue, for example, the categories are low impact (less than 3% of revenue); moderate impact (3% to 5% of revenue); critical impact (5% to 10% of revenue); and strategic impact (over 10% of revenue). Five qualitative factors are analyzed: reputation/image; sales; people; operations and legal. For the sales factor, for instance, the impact categories are low (loss of prospects); moderate (loss or cancelation of orders); critical (loss of several clients or one key client; and strategic (loss of a significant portion of the client base or several key clients).

Once the assessment is carried out, each risk is scored between 1 and 16 based on occurrence and impact. The risk is then placed in one of the four criticality categories (negligible, acceptable, tolerable or significant), with risks that would have a substantial impact on the Group's business being categorized as "significant". The classification of risks affects how they are managed and the level of risk control applied.

All non-financial risks are tracked by the Group and have been incorporated into its governance system and its methodology for assessing gross and net risks (see Chapter 3, Section 3.2, "Risk Management").

Non-financial risks	Integration into one or more existing risks in the Group's risk management system	Risk management policies	Performance indicators (see Sections 2.6.3, "Summary of Main Social and Environmental Indicators", and 2.6.4, "Summary of Main HR Indicators") – Non-exhaustive list
Unethical practices and lack of transparency	Supply chain and logistics	2.1.5 Ethical Principles & Preventing Corruption	· Number of employees having participated in a training or awareness-raising session about ethical business conduct
Failure to include CSR criteria in procurement practices	Food safety and menu quality Supply chain and logistics	2.2 Limiting the Impact of Our Supplies	· % purchases of certified food products · % purchases of local food produce · % purchases of organic food produce · % cage-free eggs · % responsibly-sourced seafood · % sustainable single-use packaging · Number of supplier audits performed
Failure to adapt to guests' new expectations	Food safety and menu quality Loss of key contracts	2.3 Designing Responsible Offerings	· % vegetarian recipes · % healthy and plant-based ingredients · % sites that communicate about at least one item of nutritional information or offer nutritional advice · Number of nutrition specialists · Number of restaurants that carried out at least one guest satisfaction survey
Poor hygiene and food safety	Food safety and menu quality	2.3.4 Food Quality & Safety	· Number of hygiene audits performed · Number of sites that carried out at least one hygiene audit during the fiscal year · Number of product analyses performed · Number of supplier audits performed
Poor working conditions for employees	Changes in hygiene and health and safety rules	2.5.3 Health & Safety	· Frequency rate of workplace accidents · Severity rate of workplace accidents
Inequality and discrimination	Changes in legislation	2.5.4 Diversity & Inclusion	· Breakdown of workforce by gender · % of employees with a disability
Failure to attract and retain talent Failure to include CSR criteria in pay structures	Key personnel	2.5 Talent & Culture	· Average seniority (permanent workforce) · % internal recruitment for managerial posts

Failure to protect employees' health and safety	Changes in hygiene and health and safety rules	2.5.3 Health & Safety	· Frequency rate of workplace accidents · Severity rate of workplace accidents
Environment and waste	Food safety and menu quality	2.4 Limiting the Impact of Our Operations	· % sites collecting organic waste for recycling · Average % food waste reduction · Water use in central kitchens · % sustainable single-use packaging · % renewable electricity used · Average use of electricity and gas per meal (in kWh)
Climate	Mismatch between revenue growth and increase in current and planned operating costs	2.1.4 Governance and Climate Strategy: Transition Plan	· Carbon footprint assessment (scopes 1, 2 & 3) · kgCO_2e per meal

2.1.4 GOVERNANCE AND CLIMATE STRATEGY: TRANSITION PLAN

Highly committed to the transition to better food habits, the Group is focusing on four action areas that cover its entire value chain: healthy eating, sustainable supplies, fighting food waste, and realizing the potential of our people. Through our action in these areas we are contributing to the transition to less carbon-intensive operations and are involving our employees, clients and guests in the process. Every year our in-house experts measure our carbon footprint and put in place tangible action plans to reduce the environmental impact of our business. For each action area we act transparently with respect to our stakeholders, putting in place measures that are ambitious yet achievable for our restaurants. Our aim is to involve the whole group in a continuous improvement approach, while taking into account the specific local characteristics of each country where we do business. Lastly, as a major player in the French economy, Elior has signed up to the French Business Climate Pledge[1].

Climate strategy governance

The Group's climate strategy is a core element of its overall CSR strategy (see Section 2.1.1, "Integrating ESG Governance into our Business Strategy") and is therefore overseen by the CSR Committee. This Committee's members work together to ensure that the Group's climate strategy is realistic and factors in social and market challenges. In line with this approach, a new "Climate Coordinator" position has been created. The Climate Coordinator attends CSR Committee meetings and presents the main changes in the Group's climate strategy. It is the CSR Committee that is coordinating the work on setting up and monitoring the objective of reducing the Group's carbon emissions and the related operational objectives (see Section 2.1.1, "Integrating ESG Governance into our Business Strategy"). Elior's aim is to reduce its per-meal carbon emissions by 12% by 2025 compared with 2020, both for its direct emissions (scopes 1 and 2) and indirect emissions (scope 3).

In early 2022, Elior decided to hold a climate awareness-raising session for its Board of Directors. During this half-day event, the Board was given detailed information about how climate change works and the predicted impacts if the global temperature increases by between 1.5°C and 3°C between now and 2050. The importance of both reducing greenhouse gas emissions and adapting our society and our group to climate change was explained, with both physical climate risks and transition risks addressed.

In addition, on International Climate Day, Elior offered all of its employees the possibility of calculating their carbon footprint with a view to raising their awareness about the climate challenges the planet is facing and the actions we can all take to reduce greenhouse gas emissions.

As explained above, the members of the Group's Leadership Team are encouraged to play a very active role in CSR matters through the long-term incentive mechanism (LTI) included in their compensation

[1] A voluntary initiative, partnered by Global Compact France, aimed at accelerating investment in low-carbon solutions by French businesses.

packages. This LTI was reviewed in 2021, with objectives set for 2024.

To demonstrate how seriously we take our climate strategy at Elior, the Group has taken part in the CDP scoring process since 2020 and in 2022 it scored a B.

Lastly, in order to maintain a high level of expertise in the challenges related to carbon emissions and measuring their impact, the Climate Coordinator has followed a training course delivered by ABC (a French non-profit specialized in the low carbon transition) and on climate risks (OCARA method) delivered by a consultancy firm called Carbone 4.

Analysis of climate scenarios

In 2021-2022, Elior carried out an analysis of qualitative scenarios (based on three climatic shock scenarios) and quantitative scenarios (based on modeling the financial costs caused by the impact of climate change on the supplies and operations of Elior's kitchens). The analysis was performed using climate data from the GIEC RCP8.5 warming scenario and based on a near-future timeframe (2035). For the Group's supply chain, the relationship between lost production for certain vegetables and retail price inflation was modeled based on a review of the relevant documentation and a study of past production trends arising from climate issues. A relationship between lost production and inflation was then developed for each of the ingredients studied.

The question addressed was as follows: What impacts could the consequences of climate change have on Elior's fresh produce supplies and the operations of its central kitchens? To answer this, three separate scenarios were examined, which involved:

- Calculating the additional costs in France caused by higher prices for carrots, potatoes and bread due to a record-level drought between May and June followed by a heatwave.
- Calculating the additional financial costs in France caused by higher prices for bread and potatoes due to a mild winter followed by an episode of late frost.
- Calculating the additional costs for French and Spanish central kitchens caused by an intense and exceptionally long heatwave in June and July.

For the first two scenarios concerning the supplies of Elior's kitchens, two economic impacts were assessed: the costs caused by higher prices for fruit and vegetables due to lost production triggered by the climate situation (carrots, soft wheat, potatoes and apples), and any penalties imposed on Elior by its clients. Other, non-quantifiable, impacts were also identified.

For the last scenario, three economic impacts were modeled: the additional costs caused by the greater need for cooling the interior of kitchens; breakdowns of cooling equipment for the most exposed central kitchens; and any revenue losses caused by certain clients having to close.

This dual task of analyzing the physical risks and establishing the scenarios for the impacts of climate change enabled Elior to continue to make climate issues an essential consideration for all of its operations. The various findings of the overall assessment have facilitated dialog and collaboration between departments. The Group's support functions, as well as the risks and insurance departments, now form part of the internal risk map of business units involved in building up Elior's climate strategy. In addition, the scenario analyses and the quantification of the probable impacts of climate change on the supply chain have shown the tangible consequences that the climate crisis could have on the Group. By demonstrating how significant and diverse those impacts are and that they could occur in the near future, the data revealed in the scenarios has removed certain psychological barriers and has brought the Group's decision-makers and employees fully on board for the climate resilience project. Also, by getting a glimpse of probable futures through climate modeling, we can reconcile the long-term timeframes of climate change with the timeframes of corporate decision-making. Lastly, the physical risk analysis confirmed that Elior needs to work together with all of its stakeholders on climate issues, and particularly with local authorities and other local players. This cooperation will be absolutely essential for securing supplies of fruit and vegetables in France.

Risks and opportunities related to climate change

Following the incorporation of the "climate" risk category into the Group's risk management system (see Section 2.1.3, "Non-Financial Risk Map"), we now have more information about the potential financial and strategic impacts that climate change could have on our business.

Within the Group, it is the Chairman and CEO who is the owner[1] of this risk and the CSR Department that is in charge of technically setting up the process for managing it. This risk management process is aimed at addressing both transition risks and physical risks.

As explained earlier, Elior analyzes the physical risks of climate change, which allows it to study the impact of acute and chronic climate risks. It also examines so-called transition risks and opportunities.

Transition risks and opportunities	Description
Current laws and regulations	Any failure to respect the applicable laws and regulations could lead to financial sanctions and damage Elior's reputation worldwide. This risk is therefore relevant to the Group and is always included in the assessments of climate-related risks. For instance, in 2021 the French Parliament adopted a Climate and Resilience Act aimed at fighting climate change and creating greater resilience to its impacts. Elior is directly affected by many of the articles in this law. For example, by 2025 at least 50% of the ingredients Elior serves in the private contract catering sector will have to be sustainable, high quality ingredients, of which 20% will have to be organic. In order to meet the requirements of this new Act, Elior is supporting the creation of alternative farming and supply solutions.
Future laws and regulations	If the operational impacts of new and future climate laws and regulations are not monitored and assessed, this could negatively impact Elior's operations and damage its reputation. This risk is therefore relevant to the Group and is always included in the assessments of climate-related risks. By way of example, in order to reinforce the European Union's sustainable finance objectives, the Non-Financial Reporting Directive (NFRD) will shortly be replaced by the Corporate Sustainability Reporting Directive (CSRD). This new directive will bring in new reporting requirements for companies concerning climate change mitigation and adaptation and they will notably have to analyze the impact of climate change on their financial results and operating performance. That is why Elior has worked with Carbone 4 on quantifying the potential financial impacts of physical climate risks.
Technological	Technology plays an important role in helping Elior transition to less carbon-intensive activities. This risk is therefore relevant to the Group and is always included in the assessments of climate-related risks. For instance, Elior has developed a tool for tracking its purchases of seasonal fruit and vegetables, which is used by Elior France, Elior Italia and Serunion (the Group's Spanish and Portuguese subsidiary). In France, 73% of the fruit and vegetables proposed to clients in 2021 were seasonal.
Legal	Any failure to comply with local climate-related laws and regulations could negatively impact Elior's operations and damage its reputation. It could lead to disputes and legal proceedings and could result in financial sanctions. This risk is therefore relevant to the Group and is always included in the assessments of climate-related risks. An example of a legal risk is the obligation to comply with the European Reporting Directive under which Elior is required to publish its worldwide carbon emissions in its annual report which is audited by an independent auditor. Consequently, since fiscal 2018-2019, Elior has reported its carbon footprint for its scopes 1, 2 & 3 emissions in its annual report.
Market	Clients and prospects are increasingly expecting companies like Elior to demonstrate their climate-related performance and climate change resilience. Any failure to meet market expectations regarding climate issues could result in the Group becoming less competitive, which would negatively affect its operations. The ability to work in close conjunction with its suppliers and to relay its sustainability actions widely among all of its clients and prospects is essential for Elior. Consequently, this risk is relevant and is always included in the assessments of climate-related risks. For example, failure to meet the growing demand for vegetarian meals could result in the Group becoming less competitive. Elior UK has developed *Wildgreen*, a new concept focused on fresh, seasonal produce, with 50% of the dishes on the menu being plant-based. All of the Group's entities have created programs or offerings in response to this growing demand for vegetarian cuisine.

[1] The owner is the person who represents the risk within the Group's management bodies. They have a performance obligation in terms of managing the risk.

Reputational	Major stakeholders (investors, NGOs, clients, governments etc.) are increasingly expecting companies like Elior to demonstrate their climate-related performance. Elior considers reputational risk as highly relevant because any failure to comply with its legal obligations, carry out its sustainability program, or meet market expectations could damage the Group's reputation and reduce its ability to retain and/or win contracts. Consequently, this risk is relevant and is always included in the assessments of climate-related risks. For example, if Elior were unable to reach its new objective of reducing its per-meal greenhouse gas emissions by 2025, this could result in a loss of stakeholder confidence and could therefore impact its financial performance. That is why this objective was set in close collaboration with the Group's operations teams. The operational targets put in place to meet the emissions reduction objective are therefore in line with the realities of the Group's business and meet the expectations of its external stakeholders. Furthermore, the members of the CSR Committee work closely with the operations teams in Elior's host countries to ensure that the roadmap is effectively in place, and they monitor that the related objectives are achieved.

Reducing greenhouse gas emissions

The Group's objective is to reduce its per-meal carbon emissions by 12% by 2025 compared with 2020, both for its direct emissions (scopes 1 and 2) and indirect emissions (scope 3). We are therefore playing a key role in moving our industry towards more environmentally friendly practices by introducing best practices over the long term.

Each year the Group calculates the carbon impact of each of its entities. This process has enabled us to understand what our main sources of carbon emissions are and to identify three key improvement levers: energy, food waste and menu design. Our transition to less carbon-intensive activities is fully in line with the carbon-reduction strategies of our clients and partners because contract catering and services are counted in their carbon footprint assessments. Consequently, by reducing our emissions we are reducing theirs.

From a practical perspective, we will be able to achieve our carbon-reduction objectives by carrying out in-the-field actions that are both realistic and measurable, including:

- Ensuring that at least 80% of our electricity derives from renewable sources, and reducing our overall energy consumption (see Section 2.4.3 below, "Optimizing Water and Energy Use").
- Reducing food waste by 30% (see Section 2.4.1 below, "Reducing Food Waste").
- Reducing the carbon impact of our food offerings by proposing more vegetarian meals and replacing the highest carbon-emitting proteins such as beef with lower-carbon proteins such as chicken and vegetables (see Section 2.3 below, "Designing Responsible Offerings").

All of Elior's entities have set their own operational objectives that will allow them to significantly reduce their greenhouse gas emissions. For instance, Elior UK has pledged that by 2025 100% of the electricity supplies at the sites where it is contractually responsible for the electricity will be renewable, it will have reduced its beef consumption by 40%, its gas and electricity use by 15%, and that by 2030 its vehicle fleet will be all-electric.

Measuring greenhouse gas emissions

In 2019, the Group performed its first carbon footprint assessment (*bilan carbone*) covering its full scope of responsibility, based on the three categories of emissions (scopes 1, 2 and 3) defined in the World Resources Institute's GHG Protocol:

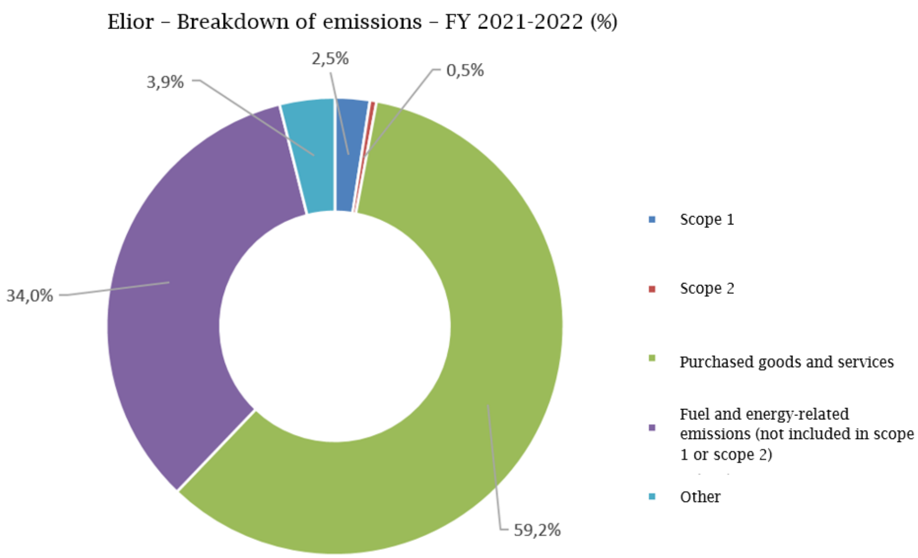
- Scope 1: direct emissions related to the combustion of fossil fuels (oil, gas etc.) used by the sites for which the Group holds the energy contract, as well as those generated by leaks of refrigerants from owned or controlled equipment. This scope also includes emissions from the Group's vehicle fleet.
- Scope 2: indirect emissions related to purchased or acquired electricity, heat and cooling.
- Scope 3: other indirect emissions (notably from purchases of raw materials, energy-related emissions from sites for which the Group does not hold the energy contract, upstream logistics, downstream distribution and employee commuting).

/!\ NB: In fiscal 2021-2022, Elior North America's subsidiary, Preferred Meals, was closed down. Preferred Meals accounted for a non-negligible portion of the meals cooked by Elior (around 10%) and therefore a non-negligible portion of the Group's greenhouse gas emissions (approximately 9%). In order to provide meaningful year-on-year comparisons of changes in greenhouse gas emissions, Elior has also presented the data from its carbon footprint assessment for the reference year of fiscal 2019-2020, based on a constant reporting scope, with the data for 2019-2020 and 2020-2021 restated accordingly.

Performance indicators[1]	2021-2022	2020-2021	2019-2020
Emissions per meal in kgCO_2e[(1)]	**3.99**	**3.71**	**3.86**
Year-on-year change	+7.8%	-3.9%	//
Change vs. the 2019-2020 reference year	+3.3%	//	//
Emissions per meal in kgCO2e[(1)] – Constant reporting scope	**3.99**	**3.90**	**4.07**
Year-on-year change	+2.4%	-4.2%	//
Change vs. the 2019-2020 reference year	-2.1%	//	//

[(1)] Excluding Elior Services

Performance indicators[1]	2021-2022	2020-2021	2019-2020
Total emissions in ktCO_2e (scopes 1 + 2 + 3)	**2,528**	**2,662**	**3,019**
Year-on-year change	-5%	-12%	
Total emissions in ktCO_2e (scopes 1 + 2 + 3) – Constant reporting scope	**2,528**	**2,426**	**2,740**
Year-on-year change	+4%	-11%	



[1] As from fiscal 2021-2022, these indicators cover the period from July 1 through June 30 (previously September 1 through September 30). Excluding Elior India

Breakdown of carbon emissions – GHG Protocol[1]	2021-2022 ($ktCO_2e$)	Change compared with 2019-2020
Scope 1:	**62**	**-1%**
Direct emissions from stationary combustion sources	37	19%
Direct fugitive emissions	25	-21%
Scope 2:	**12**	**-24%**
Indirect emissions from purchased electricity	12	-24%
Scope 3:	**2,454**	**-17%**
Purchased goods and services	1,498	-22%
Fuel- and energy-related emissions (not included in scope 1 or scope 2)	859	-6%
Employee commuting	49	-11%
Downstream transportation and distribution	38	-18%
Buildings	5	-13%
Waste generated	5	-9%
Business travel	>1	-34%
TOTAL	**2,528**	**-16%**

The significant decrease in emissions shown in the table above is due to three main reasons: (i) the closure of Preferred Meals (part of Elior North America), (ii) lower business volumes compared with the reference year, and (iii) the measures taken to reduce greenhouse gas emissions.

Following a sharp 12% reduction in its overall greenhouse gas emissions in 2021 – mainly due to lower business volume – Elior is seeing its emissions increase as business swings back up.

In relation to per-meal carbon emissions, the Group is still well on track to achieve its reduction objective. Based on a constant reporting scope, average per-meal emissions were 2.1% lower in 2021-2022 than in 2019-2020. The slight increase compared with 2020-2021 reflects the year-on-year recovery in business levels and the rise in the number of meals served in our restaurants. However, this is encouraging Elior to go even further in its action plans to reduce its emissions and achieve its objective by 2025.

Elior considers the uncertainty of its carbon emissions estimates presented above to be within the range of +/- 10%.

Innovating for the climate

Since 2012, we have measured the greenhouse gas (GHG) emissions of our restaurants in France using a GHG measurement system based on the *Bilan Carbone®* method created by the French National Agency for the Environment and Energy Management (ADEME). This system has been specifically adapted to our contract catering business and it can be used by each individual restaurant to measure its own GHG emissions. Elior Services also has a version of the system, tailored to its activities.

The practice of displaying carbon scores on food (providing information to guests and clients about the carbon footprint of each meal) is being gradually introduced in our operations. These scores allow us to measure the carbon footprint of our recipes and therefore ultimately offer more low-carbon menus. For example, in France, on average more than 40% of our recipes (and as high as 53% for some entities) can be classified as low carbon. In Spain, this figure is over 50%. Displaying the carbon scores of their meals is also a way of making guests aware about the carbon footprint of their daily food choices in our restaurants. A recipe is considered to be low carbon if its carbon emissions per 100g are less than 180g of CO2e.

In 2020, the French Ministry of Ecological Transition launched Eco-Score, a program aimed at developing an environmental scoring methodology for food products, which will also serve as a guide for future legislation. In order to anticipate the opportunities that could arise from this project, and the future regulations that may be introduced, Elior is taking part in the project alongside other players in the food industry, public authorities and

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India

scientific bodies. In 2020, and up until mid-2021, the Group began testing the methodology proposed by the scientific community so as to provide feedback on the impact that displaying the eco-score had on the behavior of its clients and guests.

To demonstrate how seriously it takes its climate strategy and to meet its stakeholders' expectations, in 2022 Elior responded to the CDP Climate Change questionnaire. The CDP (formerly the Carbon Disclosure Project) scores companies based on their climate policies. The results of this questionnaire will enable us to more effectively structure our approach to reducing GHG emissions, managing climate risks and adapting to climate change. In 2022, Elior achieved a B score.

Carbon offsetting

Elior considers that it needs to considerably reduce its carbon emissions before launching any carbon offsetting projects, and therefore intends to invest on a large scale in its emissions reduction drive between now and 2025.

However, carbon offsetting projects may be carried out locally, at the level of a particular site or region. For example, in the United Kingdom, an innovative partnership has been entered into with JUST ONE Tree – a non-profit reforestation initiative. Through this scheme, for each vegetarian dish they purchase, guests build up loyalty points which Elior then converts into donations that JUST ONE Tree uses to replant trees.

Resilience and adaptation to climate change

In 2017, the Task Force on Climate-related Financial Disclosures (TCFD) published recommendations to provide a methodological framework for companies wishing to disclose information related to climate change.

Alignment with the recommendations of the Task Force on Climate-related Financial Disclosure (TCFD)	Section(s) of the Universal Registration Document
Governance:	
a. Oversight by the Board of Directors of climate-related risks and opportunities	2.1.4 Governance and Climate Strategy: Transition Plan
Management role in assessing and managing climate-related risks and opportunities	
Strategy	
a. Climate-related risks and opportunities identified over the short, medium and long term	2.1.3 Non-Financial Risk Map
b. Impact of climate-related risks and opportunities on the Company's businesses, strategy and financial planning	
c. Resilience of the Company's strategy, taking into consideration different climate scenarios, including a 2°C or lower scenario	
Risk management	
a. Processes for identifying and assessing climate-related risks	2.1.4 Governance and Climate Strategy: Transition Plan 2.1.3 Non-Financial Risk Map
b. Processes for managing climate-related risks	
c. Integration of processes for identifying, assessing and managing climate-related risks in the Company's overall risk management	
Metrics and targets	
a. Metrics used to assess climate-related risks and opportunities, in line with the Company's risk management strategy and process	2.1.4 Governance and Climate Strategy: Transition Plan
b. Greenhouse gas emissions for scope 1, scope 2 and scope 3 and the related risks	
c. Targets used to manage climate-related risks and/or opportunities and the Company's performance against these targets	

2.1.5 ETHICAL PRINCIPLES & PREVENTING CORRUPTION

The Elior Group Ethical Principles

Issued in June 2016, the Elior Group Ethical Principles are aimed at creating a shared framework for all Group employees in their daily working lives. They are a clear illustration of our proactive strategy to respect the main international ethics standards and guidelines, including the Universal Declaration of Human Rights, the International Labour Organization's Declaration on Fundamental Principles and Rights at Work, and the United Nations Global Compact and Sustainable Development Goals.

These Ethical Principles have been rolled out to all of the Group's operating entities and are applied in accordance with local laws and regulations. They form the cornerstone of all of Elior's operations.

In order to be fully understood and taken on board by all of our people, the Elior Group Ethical Principles have been translated into five languages. The French and English versions are available on the Group's corporate website at www.eliorgroup.com.

Preventing corruption and influence peddling

As a member of the United Nations Global Compact since 2004, the Elior Group upholds, supports and promotes the Compact's ten principles, which include working against "corruption in all its forms, including extortion and bribery".

Elior strictly complies with the anti-corruption laws and regulations applicable in each of its host countries. Since the introduction of France's "Sapin II" Act on transparency the prevention of corruption and the modernization of the economy in 2016, we have set up a dedicated compliance structure and specific anti-corruption procedures, backed by the Group's management bodies and based on the eight pillars described in Article 17 of the Sapin II Act. The overall anti-corruption system is based on:

1. Elior's "Integrity Guide", which is a code of conduct that sets out and provides illustrative examples of situations that could present potential risks of corruption and influence peddling, and provides practical information on how to react in such cases.

2. A corruption risk map, which (i) identifies the risks to which the Group is exposed due to the nature of its business and the markets in which it operates, and (ii) sets out the risk management measures put in place.

3. A whistle-blowing procedure set up by the Group, which can be used not only by Elior's employees but also by external stakeholders.

4. A procedure for assessing third parties that present a risk of corruption, which has already been deployed in France and will be systematically applied by the Group's other entities as from 2023.

5. Accounting control procedures implemented by the Group's finance departments via a data mining tool, and procedures for controlling transactions and/or operations that present potential risks.

6. Dedicated training on the risks of corruption and influence peddling.

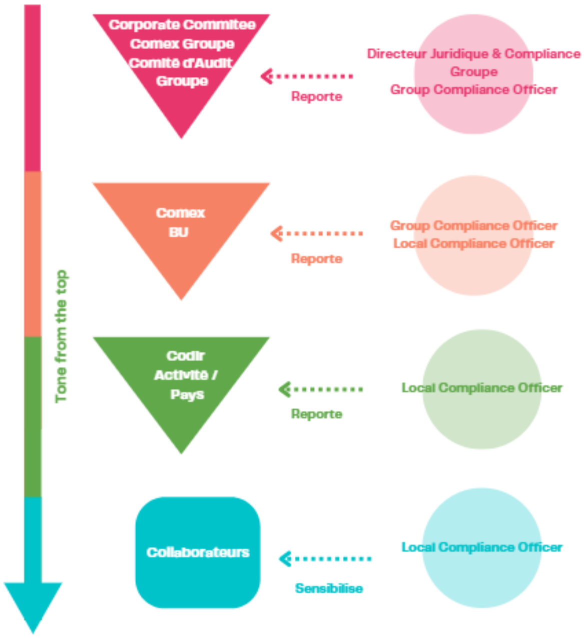
7. Disciplinary sanctions provided for in the rules of procedure of the Group's subsidiaries.

8. Internal control procedures, including for internal audit, aimed at assessing the effectiveness of the internal control program and helping prevent and identify corruption risks.

Structure & organization of the compliance function

In September 2018 the Group set up a specific function dedicated to compliance and preventing corruption and appointed a Group Compliance Officer tasked with overseeing and deploying the anti-corruption compliance program throughout the Group.

Since November 2020, the Group's anti-corruption system has been placed under the responsibility of the Group Legal and Compliance Department.



During 2022, the Compliance team was reinforced through the appointment of a Compliance Officer specifically for the contract catering business in France, who is a certified ISO 37001 auditor with specialized training in ethics and compliance.

The compliance function is organized on a Group-wide basis, with a network of 15 Compliance Officers in charge of implementing the policies locally in each of the Group's countries and entities. This network – which is led centrally by the Group Compliance team – is mainly made up of legal and finance specialists. The role of the Compliance Officers is to:

- Promote the compliance program by communicating about the related policies and procedures, both within and outside the Group.
- Be the point of contact for Group employees for any compliance issues.

The anti-corruption system is also monitored by the Audit Committee, which verifies that the compliance program is being effectively implemented and rolled out. At Audit Committee meetings, which are held once a quarter, indicators are reported relating to the deployment of the anti-corruption program.

In addition to the reviews performed by the Audit Committee, presentations are regularly given to the Executive Committees and Management Committees of the Group's operating entities to inform them about the latest developments in the compliance program and obtain any required authorizations. The members of these committees then share this information with the rest of their entities as part of a "Tone from the Top" approach.

In 2022, 47 information and awareness-raising sessions were held about Elior's compliance system.

Group-wide policies for preventing corruption and influence peddling.

The Group has formally documented its anti-corruption commitments and rules in a number of documents, including:

- The Integrity Guide, which sets out all of the organizational and responsibility-related rules applicable within Elior concerning the prevention of corruption and influence peddling. Published in 2018, it notably contains the definitions related to corruption (active, passive, public, private) and influence peddling, as well as the applicable rules, and practical recommendations and information. Following the update of the Group's corruption risk map in 2021, the Integrity Guide was updated to include illustrative examples of situations that could present corruption risks. It has been translated into all of the Group's working languages and relayed to all employees.

- A set of compliance policies, which have been rolled out Group-wide and explain how to the general rules should be applied, particularly regarding:

- Gifts and invitations offered and received.
- Relations with intermediaries.
- Corporate sponsorship and philanthropy.
- Conflicts of interest.

Practical data sheets are being drawn up which provide a one-page summary of the main principles to remember and the best practices to apply. The aim is for them to be relayed widely among all of the Group's employees.

The above documents can be accessed by employees and external stakeholders via the Group's intranet as well as on the following dedicated website: https://integrity.eliorgroup.net.

Corruption and influence peddling risk map

Since it launched its anti-corruption system, the Group has drawn up a corruption risk map. This map was revised in 2021, both in terms of its content and how it is prepared.

In the first quarter of 2021, almost eighty employees, based in all of the Group's host countries and representing all levels of the organization and all business activities, helped to rework the risk map via targeted interviews. These interviews enabled the Group to identify the corruption risks inherent to its business as well as the controls in place.

A panel of representatives from the Group's various functions (foreign subsidiaries included) was interviewed (see below), taking into consideration all of Elior's business cycles and processes that could present corruption risks:

Function	Interviews
Executive Management	11
Operations & Sales	33
Purchases & Marketing	11
Finance	10
Other support functions (HR, legal, communications)	13
Total	**78**

Following the interviews, ten corruption risks were identified with the support of the Compliance Officers and the country-level directors. The titles and descriptions of all the risks were revised and illustrative examples of the identified risks were drawn up based on information gathered during the interviews.

Risk no.	Risk title
CR01	**Gifts & invitations**
CR02	**Integrity of business partners**
CR03	**Selection of suppliers**
CR04	**Overbilling or fictitious billing**
CR05	**Sponsoring & donations**
CR06	**Influence peddling**
CR07	**Conflicts of interest**
CR08	**Cash payments**
CR09	**Facilitation payments**
CR10	**Mergers & acquisitions**

Each of these ten risks was given a gross and net score, which were discussed and validated during special scoring workshops involving Management and all the functions that had taken part in drawing up the risk map. The risk scoring process enabled the Group to hierarchize the identified risks and define priority actions to be put in place. The overall process involved allocating a score based on different factors for each identified risk:

- A score for the risk's impact (reputational, commercial, legal & regulatory, and financial) and the probability of the risk occurring, which was used as a basis to map gross risks.
- A score for the level of risk management measures in place relating to the gross risks, which was used as a basis to map net risks. The level of risk management represents the degree of maturity of internal control and is assessed based on the extent of formally documented processes and any best practices, as well as how effective the applicable controls were found to be during audits.

Based on this risk scoring and hierarchy process, an action plan was established with a view to improving the level of risk management related to the most significant residual risks.

From April through July 2021, the corruption risk map and associated action plans were presented and then validated by the executive committees in each of the Group's host countries, as well as by the Group Chief Executive Officer. The action plans will be regularly tracked until the risk map is next updated.

The whistle-blowing system

The Group has a whistle-blowing system, with a Whistle-Blowing Charter that sets out the terms and conditions for using the system. In 2021, the Charter was updated in order to provide further information about the protection framework provided to whistle-blowers and to broaden the scope of the issues covered by the system, which include:

- Corruption.
- Influence peddling.
- Conflicts of interest.
- Money laundering.
- Breaches of international embargo rules.
- Terrorist financing.
- Fraud.
- Breaches of the rules in the Group's Integrity Guide or Code of Ethics and violations of antitrust rules.
- Duty of vigilance (significant harm caused to the environment or breaches of human rights or fundamental liberties).

The whistle-blowing system is open to all of the Group's employees and also external stakeholders. It is accessible to external stakeholders via the Elior Integrity website.

The Whistle-Blowing Charter sets out the various channels that can be used to raise an alert: phone calls, emails, line managers, human resources or the legal department.

The Group pays particular attention to changes in the laws and regulations relating to the whistle-blowing system Therefore, the new rules arising from the transposition into French law of the EU Whistleblowing Directive will be integrated into the framework applicable within Elior as soon as the implementing decree is issued for French Act

2022-401 dated March 21, 2022 on the protection of whistleblowers.

In addition, a communications plan about the whistleblowing system is currently being drawn up and will be launched when the updated Whistle-Blowing Charter is sent out.

Employee training

Up until 2020, the Group carried out its anti-corruption awareness raising campaigns via face-to-face information sessions. These sessions were offered to senior managers and staff whose jobs may expose them to corruption risks, such as buyers, business developers, operations directors and regional directors.

The Covid pandemic and resulting lockdowns prompted the Group to look into further developing digital training tools, notably e-learning modules such as those already used in the United Kingdom and United States.

In France, assisted by Ac@demie by Elior, the Group has devised a training curriculum comprising general training on anti-corruption principles and the applicable laws and regulations. Designed for managers and the non-managerial staff most exposed to corruption risks, this training module is rounded out by situational cases and results in a final certificate, with systematic follow- up on the training provided.

In addition to this general module, the Group has created "Specialist" training courses that go into more depth about certain issues that give rise to corruption risks (notably Gifts & Invitations, Sponsoring & Donations, and Conflicts of Interest).

These training modules have been translated into Elior's working languages and have been integrated, or are being integrated, into the various training management systems used throughout the Group.

Performance indicator[1]	2021-2022	2020-2021
Number of employees trained in anti-corruption measures	**4,390**	2,031
(o/w in France)	2,296	//
(o/w in the United States)	1,843	//
(o/w in Italy)	251	//

In 2021-2022, 4390 Group employees in France, the United States and Italy were given anti-corruption training (more than 3 000 hours of training). The training module currently being rolled out covers all managerial staff plus non-managerial staff exposed to corruption risks.

The e-learning module will be deployed in the Group's Spanish and UK entities in late 2022 and during 2023.

Assessing the integrity of business partners

The corruption risk mapping process carried out in 2021 enabled the Group to identify the categories of third parties for which integrity assessments are required for entering into business relations.

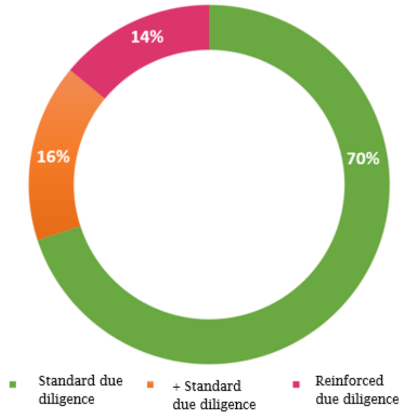
A specific project on third-party assessments has been carried out, which involved two phases: (i) analyzing the base of existing suppliers and (ii) defining the procedure applicable to new suppliers:

1. Analyzing the base of existing suppliers: a targeted analysis using the results of the risk-mapping process was performed on the entire supplier bases for the Corporate Department, France and Spain (see diagram below). Suppliers deemed to represent a risk (particularly with regard to the type of service provided, their business volumes with Elior, and potential warning signs identified) were then reviewed using a dedicated screening tool (with the level of analysis depending on the level of identified risk – see below). The supplier bases for Italy, the United States and the United Kingdom will be analyzed in 2023-2024.

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.

At-risk third-parties analyzed as at September 1, 2022

(Corporate, France and Spain)



2. Defining the procedure applicable to new suppliers: a steering committee was set up in 2021 to draw up this third-party assessment procedure. It was finalized and deployed in 2022 in the France Contract Catering segment (the project's pilot segment) and will be gradually rolled out within the Group's other entities.

In accordance with this procedure, the operations teams (for suppliers not on the Group's approved supplier list) and the procurement teams (for suppliers on the approved supplier list) have to fill in a specific form before any business relations are entered into with a new supplier. Through the information provided in this form, the counterparty risk associated with the supplier is rated via a score (based on any conflicts of interest, negative reputational factors/client recommendations, type of business, and estimated annual business volumes with the third party). Depending on the score, the compliance team may have to carry out an in-depth analysis with an approval level correlated with the level of risk. Any creation of a new supplier account therefore requires a duly approved and signed third-party assessment form to be provided.

Controlling the implementation of the compliance program

The effective implementation of the compliance program is measured through regular monitoring by the Compliance Department, as well as by (i) tier-2 controls carried out by independent support functions and (ii) tier-3 controls performed by the Group's Internal Audit Department.

There are some 80 control points that cover the corruption risks identified in the corruption risk map.

A total of 207 controls were performed in fiscal 2021-2022, either via a self-assessment or by independent testing.

Type of control	Number of controls[1]
Self-assessment	178
Independent testing	29
Total	**207**

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India

2.1.6 GOVERNANCE & RESPONSIBLE PRACTICES WITH OUR STAKEHOLDERS (DUTY OF VIGILANCE)

As a member of the United Nations Global Compact since 2004, Elior has long been committed to promoting the Compact's ten principles relating to the respect of human rights, international labor standards and the environment.

In accordance with the French Act dated March 27, 2017 – which imposes a duty of vigilance on large French companies in order to prevent serious human rights abuses in their supply chains and environmental damage caused by their activities – Elior has drawn up a "Vigilance Plan" that identifies the risks inherent to its business and sets out measures to prevent those risks.

Duty of vigilance risk mapping

In 2018 the Group carried out a risk-mapping process during which it analyzed its main procurement product families (both food and non-food) and identified the following risk categories:

- Working conditions: pay, forced labor, child labor.
- Health and safety of workers and consumers.
- Communities and regional development: living and housing conditions, land and property rights and access to natural resources.
- The environment: use of resources, biodiversity, pollution, waste and climate change.
- Animal welfare: breeding and slaughter conditions.

A multi-disciplinary steering committee comprising representatives from the Procurement, CSR, Legal & Compliance Departments was created in 2021 and set itself the objective of drawing up an implementation schedule for the Group's host countries in order to:

- Integrate the above risks into the supplier selection process.
- Identify priority remedial action plans.

Responsible procurement

The work of the steering committee led to the deployment of a third-party assessment procedure that was formally documented in October 2022 (see Section 2.1.5 above).

In accordance with this procedure, historical and reputational searches are carried out on suppliers with the greatest risk exposure, which cover, among other things, risks related to corruption, forced labor, child labor, and the environment. Any negative reputational factor or sanction is automatically reported. For third parties representing the highest level of risk, an external questionnaire is also sent to the third party, incorporating questions about human rights and the environment.

In addition, quality audits are carried out on some categories of suppliers with risk exposure (such as suppliers of perishable goods that could represent a consumer health risk).

Elior also has a Responsible Procurement Charter, drawn up in 2021, which formally documents the undertakings made by the Group's subsidiaries with respect to their supply chains, and is appended to all of the contracts entered into with suppliers on Elior's approved supplier list. Suppliers make these same undertakings by signing the Charter and working closely with the Group to ensure it is implemented.

Elior's pledges for managing duty-of-vigilance risks

Working conditions

At Elior, we have pledged to work towards achieving the UN's Sustainable Development Goals 8 and 5: "Decent work and economic growth" and "Achieve gender equality and empower all women and girls".

With a view to creating a positive working environment and developing the skills and careers of our people, we offer over 300 training courses to our employees and encourage internal mobility. And, in order to combat illiteracy and increase employability, each year we provide around a hundred employees in France with basic training under a specific program (CLéA) that gives them a certificate at the end.

Gender equality is another of our priorities and some 50% of the Group's managerial positions are held by women.

In order to ensure the well-being and safety of our employees on a daily basis, we have set up a support fund to help people facing personal or medical difficulties. Each case is studied by a commission that meets on a monthly basis.

Health & safety

Protecting the health and safety of our employees is a priority and we put in place all the necessary risk prevention measures.

As well as launching a Workplace Safety Charter in 2019 and compulsory training on workplace health & safety, we ensure that all of our employees have appropriate personal protective equipment. Examples of the health & safety measures we have put in place and the related performance indicators are provided in Section 2.5.3, "Health & Safety".

If a serious accident or major incident occurs, investigations are conducted in order to analyze the causes and put in place corrective measures.

In the United Kingdom, specific safety compliance software – called Alert 65 – has been introduced, with a view to reducing accidents and risks throughout the company and promoting the safety culture. Scheduled for rollout at all sites, this software will reduce incident frequency and severity rates, as well as the associated costs.

And in Spain, we have launched a campaign called "Give me 5", which encourages teams to get together to have five-minute chats about health & safety.

Protecting employees' health

In all of our host countries, we offer employees healthcare benefits and protection for unforeseen events (including short- or long-term illness).

In the context of the Covid pandemic, we have become even more vigilant about applying safety measures and best hygiene practices in order to limit health risks.

We have published a number of different documents about protecting employees' health, including prevention guides and recommendations about daily best practices.

Protecting guests' health

At Elior, protecting the health of our guests is a key priority.

In France, some of our restaurants have been certified by AFNOR Certification – the country's leading certification body – which demonstrates to clients, guests and employees that strict safety and hygiene measures have been put in place to ensure their health is protected on a daily basis.

Product transparency and traceability is ensured through the use of tools such as *Gedha* and *Eezytrace*.

The Group has also set up an alert system which guests can trigger by calling a toll-free number, with a dedicated medical unit that can move immediately into action when an alert is raised. This system allows any product that presents a risk to our guests' health to be blocked, withdrawn or recalled in the event of an incident.

More generally, Elior contributes to raising public awareness about the health risks of a poor diet (see Section 2.3 below, "Designing Responsible Offerings"). One aspect of this approach is the "Food for good" website that the Group has created, which informs the public about the benefits of eating healthily, providing recipes for a balanced diet and articles on nutrition.

The environment

Every year, we measure our carbon footprint and put in place action plans to reduce our environmental impact. We take action in a number or different domains, including:

- Energy: see Section 2.4.3, "Optimizing Water and Energy Use".
- Waste management: see Section 2.4.2, "Limiting Non-Food Waste".

- Food waste (see Section 2.4.1, "Reducing Food Waste").

Developing local communities

Favoring short supply chains and local and seasonal produce are key aspects of the Elior group's strategy, in line with its role as a major contributor to the economic and social fabric of the regions where it conducts business.

We therefore seek to have a positive socio-economic impact by developing relations with local suppliers in order to reinforce our regional ties and bring more opportunities and visibility to local producers (see Section 2.2, "Limiting the Impact of our Supplies").

Certifications help us achieve these objectives and act as a guarantee that international or local environmental and/or social standards are respected. We have therefore set ourselves the objective of gradually increasing the proportion of certified food produce that we purchase. In 2021-2022, 14.4% of the Group's purchases were certified products.

Animal welfare

Elior Group is committed to animal welfare, and has launched several initiatives in this area. These include publishing a position statement in 2017 and reporting data on animal welfare on an annual basis (see Section 2.2.2, "Promoting Agricultural Transition".

Compiling and processing whistle-blower alerts

In 2021, Elior's Whistle-Blowing Charter was reworked in conjunction with its employee representatives in order to increase the scope of the issues covered by the whistle-blowing system, notably by adding serious environmental damage and breaches of human rights and fundamental liberties.

The whistle-blowing system is open to all of the Group's employees and also external stakeholders. It is accessible to external stakeholders via the Elior Integrity website.

Controlling the implementation of the vigilance plan

The effective implementation of the vigilance plan is measured in a number of ways, notably through CSR controls performed by the Internal Audit Department.

A total of 55 controls were performed in fiscal 2021-2022, either via a self-assessment or independent testing.

Type of control	Number of controls[1]
Self-assessment	48
Independent testing	7
Total	**55**

In addition, suppliers that present the greatest risk are regularly monitored by the Compliance Department in accordance with the Group's third-party assessment procedure. If a new risk factor arises during a business relation with a third party, the Compliance Department updates the third party's integrity analysis and remedial measures are put in place if necessary.

2.1.7 PERSONAL DATA PROTECTION

As early as fiscal 2016-2017 the Group began to prepare for the entry into force of Regulation (EU) 2016/679 of the European Parliament and of the Council, dated April 27, 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data, and repealing Directive 95/46/EC (the General Data Protection Regulation or GDPR). This preparatory work consisted of carrying out an initial mapping related to the processing of personal data, which was carried out by a dedicated team made up of specialists from the Internal Audit and Legal Departments, assisted by an independent consulting firm.

In spring 2018, with a view to the upcoming entry into force of the GDPR on May 25, 2018, the Group set up a permanent unit dedicated to personal data protection (the "GDPR Team") and comprising:

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.

- The Group Data Protection Officer. (DPO) Reporting directly to Executive Management, the DPO ensures that the Group's personal data protection program is effectively implemented and that the related legislation is complied with. The DPO has a good knowledge of the Group's businesses and organization – particularly its data processing operations and information systems, and its needs in terms of data protection and security – and is the main point of contact for people within and outside the Group for any data protection issues.
- A specialist from the Group Legal Department, who is in charge of legal issues related to data protection and provides related technical support to the DPO. This specialist helps and advises the DPO on their understanding and interpretation of legal texts and on relations with the personal data protection authorities. They also ensure that personal data protection is taken into account in contractual relations and assist the DPO with replying to requests from data subjects and, more generally, to any questions about personal data processing.
- A specialist from the Group Information Systems Department, who is in charge of IT security compliance issues and works closely with the DPO on these issues. This specialist provides their technical knowledge and support for drawing up bids, carrying out audits and, more generally, for any IT issues related to personal data protection.

The GDPR Team oversees that the Group's personal data protection policy is effectively applied and has decision-making authority in this field. Its roles and responsibilities include:

- Validating the Group's personal data protection policy and updates to it.
- Regularly drawing up status reports on action taken.
- Monitoring the Group's compliance.
- Validating and prioritizing action plans.
- Being the main point of contact for personal data protection issues.
- Ensuring that the Group's teams have a good, long-term knowledge of personal data protection issues.

Once it was set up, the GDPR Team launched the first phases of its personal data protection program, with the following main objectives:

- Completing the mapping process and setting up a consolidated personal data processing register.
- Raising teams' awareness about personal data protection.
- Identifying the local legal and IT correspondents that are responsible for working closely with the operations teams to relay policies, identify risks, and provide in-the-field support on personal data protection issues.

To this end, in the third quarter of 2018, the GDPR Team launched another round of meetings with the key correspondents selected for their ability to sum up the main issues and challenges that the Group faces, both at the level of its operations and its corporate departments. These meetings enabled the mapping to be fine-tuned and the requisite elements to be compiled for creating the consolidated personal data processing register.

In order to make the Group's teams aware of how important it is to integrate the protection of personal data into their daily work and to highlight the risks that would arise if any personal data protection rules and regulations are breached, the GDPR Team organized an awareness-raising session for the representatives of the main operations and corporate departments in early October 2018.

The presentation materials used for the session were widely relayed and the information provided was added to the dedicated website created by the Group for internal and external communications on personal data protection (https://privacy.eliorgroup.com/).

In parallel, the GDPR Team set up a network of GDPR ambassadors in the Group's business units, with two ambassadors – one IT ambassador and one legal ambassador – for each business unit. In addition to ensuring that the Group's personal data protection policies and measures are implemented, these ambassadors are in an excellent position to have a 360° view of personal data protection issues and to raise alerts where necessary – a vital role in this domain. The ambassadors also check that the personal data processing register is kept up to date.

The Group uses a special compliance management software to make sure it meets all personal data protection requirements, to oversee the related measures and action taken, and to help its teams respect the compliance regulations applicable to its operations. All of Elior's employees who have personal data protection responsibilities (i.e., information system managers, operations managers and the GDPR ambassadors) have access to this software.

In 2018-2019, the GDPR Team sent out procedure sheets to the Group's teams to provide practical responses to recurring situations involving personal data protection (e.g., a guide on incorporating personal data protection into bids, and internal information for employees about how their personal data is collected and used). A standard sub-contracting clause, validated in conjunction with the Group's legal teams, is now systematically included in all contracts with suppliers and clients.

During the Covid-19 pandemic, the GDPR Team provided technical support to the teams who had to collect personal data from guests (such as in the health pass and the vaccine pass), and it gave its expert IT and legal advice to help with fending off cyberattacks. At the same time, the Group expanded its procedures and documentation on these matters.

In 2020-2021, the GDPR Team focused on drawing up a guide on how long personal data should be kept and sent out this guide to the Group's departments. It also launched a communication campaign about the new rules applicable to cookies pursuant to the recommendation issued by the CNIL (France's Data Protection Agency) on September 17, 2020, and it verified that any necessary corrective measures were taken.

In 2021-2022, the ties between the GDPR ambassadors were strengthened and discussions were held about best practices applied in the Group's various host countries. In addition, the structure of the processes for handling right-of-access requests was strengthened based on the feedback collected since the GDPR came into force and by communicating more about the generic address, gdpr-contact@eliorgroup.com. The objectives for 2022-2023 are to update some technical documentation (in particular, IT policies, including the IT Charter) and certain procedures, and to develop turnkey tools to help the Group's operations teams effectively answer the increasingly complex questions now being asked by correspondents who are better informed and more aware of personal data protection issues.

2.1.8 FISCAL RESPONSIBILITY

Fiscal strategy

The Group conducts business in several different countries worldwide and firmly believes that paying taxes is a civic duty that supports regional development and contributes to national economies.

Consequently, we have put in place a tax policy that sets out the Group's compliance, management and transparency principles related to fiscal issues. This policy was validated by the Executive Committee and has been applied since 2018.

The main objectives of the tax policy are to ensure legal compliance and safeguard the Group's assets as well as preserving its image and reputation with its stakeholders.

Tax compliance

The Group undertakes to pay the fair and appropriate amount of tax in its host countries in accordance with local laws, while respecting international tax standards, notably those issued by the OECD. The Group paid €14 million in corporate income tax (IAS 12) for the year ended September 30, 2022 (see Chapter 4, Section 4.9, "Consolidated Financial Statements for the Years Ended September 30, 2022").

We condemn and seek to prevent any form of tax evasion and fraud, and have a zero tolerance policy in this regard in accordance with the laws of the countries where we conduct business.

We do not use any form of aggressive tax planning aimed at avoiding tax or transferring taxable bases to countries with low tax income tax rates, and we do not create shell entities in tax havens on the European Union's black list dated January 1, 2021.

Tax management

Elior has a Group Tax Department, which is backed by a network of tax officers in all of the countries where it operates. These teams work closely with the operations departments with a view to ensuring that the tax strategies applied support Elior's business development and competitiveness. Where necessary, we use the services of international consulting firms to validate the tax positions adopted by our entities.

The Group Tax Department constantly monitors major changes in tax rules and regulations.

The Tax Department tracks the overall tax charge for all of the Group's subsidiaries on a quarterly basis and verifies that the taxes have been paid in accordance with the applicable local rules.

Tax transparency

We apply an inter-company transfer pricing policy that is recognized by the OECD and is documented each year contemporaneously via a Master File and Local Files prepared in accordance with local regulations.

Tax risk reporting – which is included in the general risk management process – is reviewed quarterly and is presented once a year to the Group Audit Committee.

The Tax Department has also put in place a country-by-country reporting system as required under international regulations, enabling it to detect any potential anomalies in tax charges or tax payments across the Group.

2.2 LIMITING THE IMPACT OF OUR SUPPLIES

2.2.1.1 GOVERNANCE & RESPONSIBLE PRACTICES WITH OUR STAKEHOLDERS

As a caterer, Elior firmly believes it has a key role to play in promoting and developing sustainable agriculture which forms the basis for healthy, balanced eating.

Because our environmental impact is primarily related to the raw materials directly or indirectly used in our meals (see Section 2.4 below, "Limiting the Impact of our Operations"), we have decided to focus our efforts on building a sustainable supply chain. In this way, we are actively contributing to the UN's Sustainable Development Goal 2: "Zero hunger".

In order to develop our procurement in line with our nutritional policy (see Section 2.3, "Designing Responsible Offerings") and minimize our impact on ecosystems and the climate, we have set ourselves two major objectives:

- Increase the proportion of our responsible supplies by prioritizing local, seasonal and certified produce.
- Increase the proportion of responsible packaging and consumables (knives and forks, glasses, food containers, etc.). This objective is described further in Section 2.4.2 below, "Limiting Non-Food Waste".

In addition to these two major objectives, the Group is actively working on topics relating to biodiversity and forests (notably palm oil and soy) and animal welfare.

The Procurement Department – whose Head is a member of the Executive Committee –is responsible for the Elior's sustainable supply strategy. It ensures that the procurement departments in all of the Group's countries take on board and follow this strategy by holding bi-monthly meetings attended by the heads of the procurement departments of all the Group's entities, who sit on their country-level Management Committees.

The effectiveness of the Group's responsible procurement strategy and its ensuing results have placed Elior in the top 11% of companies in its industry (Elior Entreprises EcoVadis ranking in 2022).

The Group also regularly carries out supplier audits to control the quality of their operations and the quality and traceability of their products (see Section 2.3.4 below, "Food Quality & Safety").

Performance indicator[1]	2021-2022	2020-2021
% responsible purchases (local + certified)[2]	27.3%	24.3%

Responsible Procurement Charter

Drawn up in 2021, the Responsible Procurement Charter formally documents the undertakings made by Elior's subsidiaries with respect to the supply chain. It clearly demonstrates how the Group places integrity, business ethics, improving its socio-economic and environmental footprint, and supplier development at the heart of its value chain and all of its businesses.

Our aim is for our suppliers to take these principles on board as well by signing the Charter and working with us to implement it. Now deployed throughout all of the Group's entities, it is gradually being incorporated into procurement contracts as they are renewed – a process that is being monitored on a quarterly basis.

Carbon emissions of food purchases

In order to help it achieve its objectives for reducing carbon emissions (see Section 2.1.4 above, "Governance and Climate Strategy: Transition Plan"), Elior has put in place a specific tool for measuring the carbon emissions of its food purchases, which account for 55% of its overall

[1] As from 2021-2022, this indicator covers the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.
[2] In absolute value terms

carbon footprint. Thanks to this measurement tool, the Group can identify the main categories of emissions per ingredient based on volume, country and site and can therefore track the effectiveness of the actions carried out to reduce the impact of its supplies. The tool can also perform automatic calculations of the food carbon emissions of the food we purchase.

2.2.2 PROMOTING AGRICULTURAL TRANSITION

In order to contribute to agricultural transition, we have set ourselves the objective of increasing the proportion of certified and local produce within our overall purchases. The underlying aim of this approach is not only to prioritize products grown using eco-friendly farming practices but also to make a sustainable contribution to the economic development of the regions where we operate.

It is particularly important for us to have resilient supply lines in France. We have therefore divided the country into 17 different supply catchment areas, each managed by a Supply Line Manager responsible for enriching the offer in terms of produce and distinguishing features. The areas were defined based on the local agricultural offer, employment pools, municipal boundaries and regional culinary history. The overall objective is for us, together with our clients, to have a positive impact on the catchment areas in which our restaurants are located. For example, in the Deux Savoies catchment area in eastern France, Elior Entreprises works closely with a local farm – La Ferme de Challonges – for its supply of beef and pork. Another example is in the Greater Paris area, where Elior Entreprise has undertaken to purchase a set volume of lentils from some thirty local producers located in the Plaine de Versailles – a greenbelt area in the western suburbs of Paris. And in western France (Brittany, Normandy, Pays de Loire and Centre Val de Loire), we are helping develop the production, processing and distribution of plant-based proteins and beans and pulses through a collective regional project.

Performance indicators[1]	2021-2022	2020-2021
% purchases of certified food produce[2]	14.4%	13.4%
% purchases of local food produce[1,3]	12.8%	11.4%

The Group's supplies sourced from organic farming have increased in countries where there is high demand from both consumers and local authorities for organic produce. In France, 7.7% of our food supplies are organic and 10.4% in Italy. Our organic offering also extends to other product categories, such as beverages. In the United States, for example, thanks to our partnership with Tractor Beverage Co., we can offer guests natural and organic drinks as an alternative to sodas.

In addition to the "Organic" certification, there are other labels and certificates that can be used to encourage regions and producers to adopt more responsible farming methods. For instance, the *Re-Set* offering in France (a corporate catering solution) guarantees that all of its apples are from eco-responsible orchards, all of its pasta is made with wheat grown and processed in France, and all of its eggs are sourced from France.

In Italy – which is the country that has the largest number of food products carrying the European Union's Protected Designation of Origin (PDO) and Protected Geographical Indication (PGI) certifications – for the past several years Elior has organized educational workshops for children to transmit to them Italy's high-quality culinary culture (while working on their geography at the same time). These workshops have proved very successful and their content has now been included in a digital food education project.

Promoting agricultural transition also entails contributing to the longevity of the local production networks near our sites. Because we source supplies locally, our restaurants, teams, clients and guests make a positive contribution to the agricultural and economic communities around them. In France, Elior is a member of the *Produit en Bretagne* ("Made in Brittany") network and regularly showcases regional produce and know-how (e.g., the Occitanie region in June through a partnership with *Sud de France* – a

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.
[2] In absolute value terms
[3] Excluding Elior Portugal

brand that covers produce from some 1,650 local producers). By working hand in hand with its partners upstream, Elior can offer a market for fruit that does not meet the specific requirements of other markets, thereby creating local ties and building a climate of trust, mutual support and sustainable growth for all parties. Another example of the local partnerships we create is in Italy, where our school canteens are supplied with trout that is fished and cooked the same day.

The trusted long-term relations between Elior and its supplier partners (seven years on average for contracts in France) give producers visibility and the ability to plan ahead. They also encourage open discussions and exchange, which ultimately make those relations even stronger.

Seasonal produce

Today's consumers are increasingly attentive to whether the fruit and vegetables they eat are in season. Consequently, in 2020 Elior developed a tool that tracks its purchases of seasonal fruit and vegetables. This tool is currently being used at Elior France, Elior Italia and Serunion (Elior's Spanish and Portuguese subsidiary), and will be gradually rolled out to the Group's other subsidiaries. In France, for example, 73% of our fresh fruit and vegetable supplies in 2021-2022 were seasonal.

The importance we place on using seasonal produce in our recipes is clearly reflected in the design of the newly-launched *Re-Set* offering in the Business & Industry segment in France, which follows the French seasonal calendar for the majority of fresh fruit and vegetables.

Animal welfare

In 2017 we published a position statement on animal welfare, based on the five freedoms for farm animals issued by the UK Farm Animal Welfare Council and setting out our priority animal welfare action areas, such as traceability, reasonable use of antibiotics and welfare during transportation. For the purpose of transparency, Elior also publishes a report each year on its animal welfare progress, indicators and actions.

Elior's stakeholders, including animal welfare organizations, consider that the two particularly crucial animal welfare criteria applicable in our business are cage-free eggs and broiler chickens. Consequently, each year Elior monitors the proportion of its egg supplies that come from cage-free hens, and the proportion of its broiler chickens that meet the specifications of the European Chicken Commitment (ECC), which is aimed at raising welfare standards for poultry.

In view of the complexity of supply chains, Elior believes it is more impactful to act collectively in relation to animal welfare. To this end, in France, it joined forces with Compassion in World Farming (CIWF) in 2017 in order to formally document the animal welfare standards it requires from its suppliers and create systems and processes that can be adapted to each animal-based product (audit checklists and specific policies). It is also for this reason that the Group became one of the founding members of the Global Coalition for Animal Welfare in 2018. GCAW is a global platform bringing together major food companies and animal welfare experts with the aim of improving animal welfare standards.

Performance indicators[1]	2021-2022	2020-2021
% cage-free eggs[2]	14.5%	12.3%
% of purchases of chicken that meet the ECC criteria[3]	29.6%	28.1%

Because most of the sustainability certificates we use incorporate animal welfare criteria (Organic, Label rouge, Global Gap, Bleu Blanc Coeur), the fact that 27.3% of the Group's purchases are classified as responsible (local and certified produce) clearly illustrates the move towards supplies that respect high standards of animal welfare.

The Group also carries out promotion campaigns on vegetarian offerings and options that reduce consumption of animal proteins.

In 2022, Elior scored four (out of six) in the Business Benchmark on Farm Animal Welfare (BBFAW). The BBFAW is the leading global measure of company performance on farm animal welfare and covers the world's 150 largest food companies.

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.
[2] In volume terms
[3] In absolute value terms, excluding Elior North America

2.2.3 PROTECTING BIODIVERSITY

Elior's CSR Committee (see Section 2.1.1, "Integrating ESG Governance into our Business Strategy") oversees the Group's sustainability strategy (Positive Foodprint Plan) and all corporate social responsibility issues, including those relating to biodiversity.

According to the IPBES, there are five direct drivers of global biodiversity loss. The first is the changing use of sea and land, followed by the direct exploitation of organisms, climate change, pollution and invasive non-native species. Elior's responses to these challenges are multiple. For example, last year we set ourselves the objective of reducing our carbon emissions in order to mitigate our impact on climate change.

Our efforts to support biodiversity are focused on two action areas: "Protect and manage" and "Restore and create".

An example of our actions aimed at helping restore, and therefore recreate, biodiversity, is Elior UK's partnership with OneTree non-profit initiative that promotes reforestation around the world. We also support the French Agroforestry Association and the Agroecology Development Center, which both help farmers with their agricultural transition so they can adopt farming practices that increase soil carbon storage.

As part of our "Protect and manage" actions, for over ten years now we have been working to help protect marine biodiversity. For instance, our subsidiary, Arpège, has forged a partnership with Mister Goodfish, which helps it choose the right fish for the right season, offering some ten different types of fish and therefore reducing the overfishing of particular species. And Elior UK follows the Marine Conservation Society's Good Fish Guide, which ensures that 'At Risk' and 'Endangered' species never appear on its menus.

Performance indicator[1]	2021-2022	2020-2021
% responsibly sourced seafood[(1)]	43.5%	41.9%

[(1)]In volume terms

Additionally, many of the sustainability certificates and labels that our ingredients carry, such as "Organic", include biodiversity protection in their standards.

Palm oil

We endeavor to minimize our use of non-sustainable palm oil. However, in their meal preparation process some of our entities do sometimes use food oils that contain palm oil. The Group therefore strives to ensure that the palm oil it uses directly is certified as sustainable.

Elior's entities in Europe do not use any palm oil directly. Elior North America is the only entity in the Group that does source this type of oil, although 77%[1] of its supplies are from certified sustainable sources. The Group relies on certifications from organizations such as the RSPO (Roundtable on Sustainable Palm Oil) which guarantee (i) traceability of the palm oil, (ii) that no new primary forest or any other area of high conservation value is cleared for new plantations of palm trees and (iii) that the living conditions of workers, smallholders and local populations are respected.

Soy

We are also particularly vigilant about the environmental impact of soybean production for animal feed and have clearly identified the risks of deforestation related to the feed given to animals whose meat is sourced for use in our restaurants. We can calculate our indirect soy footprint for supplies in France, and also, since 2021-2022, in Italy and Spain. In 2021-2022, this footprint – which represents the soy use required to make the animal-based products (meat, eggs and dairy) that we purchase – amounted to 14,400 tons[1], with the three countries now included.

In 2018, Elior Group in France joined an initiative launched by the World Wildlife Fund (WWF) to create a working group made up of representatives from several major players in the retail, food, animal feed and contract catering sectors. Supported by the Alliance for the Preservation of Forests, the Duralim platform for sustainable animal feed and the EarthWorm Foundation, this working group defined their shared vision of responsible soy production and drew up a joint action plan aimed at creating soy supply chains that avoid the conversion of natural ecosystems. In order to participate

[1] As from 2021-2022, this indicator covers the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India

in the transition of this whole sector, Elior France is also a member of Duralim, a not-for-profit collaborative platform that promotes sustainable feed for farm animals.

In addition, in response to briefs given by its clients, Elior France purchases meat bearing a wide range of labels attesting to the quality of the animal feed used (organic, *Label Rouge* etc.). And since 2005, Elior France's approved product list has included produce certified by the Bleu-Blanc-Coeur association, which encourages the use of plants that are natural sources of Omega 3 in animal feed (such as linen), which reduce the proportion of soy.

2.3 DESIGNING RESPONSIBLE OFFERINGS

2.3.1 GOVERNANCE & RESPONSIBLE PRACTICES

Faced with today's environmental challenges, changes in consumption patterns and a transformation of usages, our responsibility when providing food to our guests is based on three key imperatives: health, the environment and taste.

Every day for the past thirty years, our people have engaged their expertise, talent, innovation capabilities and sense of service to constantly care for all of our clients and guests and give them healthy, great-tasting and responsible food. In this way, the Group is actively contributing to the UN's Sustainable Development Goal 3: "Good health and well-being".

And because we're always looking to the future, every day we seek to go even further, raising our standards, supporting strong ideas, energizing our teams and partners, and innovating for clients and guests. We are committed to taking action today to nurture the future.

With a view to developing a nutrition and health strategy that can be applied consistently in all our operating countries and which meets the expectations of our clients and guests, in 2019 we decided to create a specific Nutrition Department which reports directly to the Group's Chief Procurement Officer, who is a member of the Executive Committee. Drawing on a network of nutrition officers based in the Group's operating entities, the Nutrition Department's work is focused on three main areas: selecting products that meet nutritional, environmental and economic imperatives, ensuring that our recipes taste great, and raising guests' awareness about the importance of making the right nutritional choices.

We regularly carry out guest satisfaction surveys at our different sites to ensure that our offerings always match our guests' requirements. In France, the satisfaction rate was 81% in 2021-2022, based on 120,994 guests surveyed.

Decision-making bodies and nutrition committees

In line with our aim of making our meals not only nutritious but also a time to savor, we constantly strive to offer every one of our 3 million daily guests recipes that are as healthy, balanced and responsible as possible.

When designing our offerings, we draw on the expertise of our 488[1] nutritionists who follow the nutrition recommendations issued by internationally-recognized bodies (such as the World Health Organization) as well as national standards specific to the countries where we operate (such as the PNNS, France's national nutrition and health program, and the NAOS, Spain's national strategy for nutrition, physical activity and the prevention of obesity). We have at least one Nutrition officer per country who acts as the liaison between the Group and local teams on all matters relating to nutrition.

A Nutrition Committee, made up of the Nutrition officers from each country, meets quarterly in order to discuss the Group's nutrition roadmap and share local best practices for each strategic and priority action area.

Innovation: tailored nutritional offerings & the Nutrition Lab

To help improve the well-being of guests in health & welfare establishments (hospitals, retirement homes, etc.), we offer innovative solutions specially adapted to the pathologies that affect patients' or residents' ability to absorb nutrients (e.g., malnutrition, age-related illnesses or multiple disabilities). We regularly forge partnerships with clients, nutritionists, doctors and chefs to develop service offerings tailored to the specific needs of those guests.

Entity	Name of offering	Description
United States	*LiveWell with Traditions*	An offering that provides customized, home-delivered meals for health plan, Medicare Advantage Organization (MAO) and Managed Care Organization (MCO) members. By providing tailored meals for individuals with chronic medical conditions or in post-acute discharge care, *Live Well with Traditions* helps improve individuals' health and significantly reduces hospital readmission and emergency room visits. The meals are designed by LiveWell's

[1] As from 2021-2022, this indicator covers the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.

	registered dietitians to meet the specific dietary requirements of individuals, helping them maintain optimal health through enhanced nutrition.

In 2021-2022, the Group continued its support of the Nutrition Lab, an incubator program dedicated to helping start-ups that offer innovative solutions to use food and nutrition as levers for better health. The Group increased its participation in the program this year, supporting seven start-ups over a period of nine months.

2.3.2 GREAT-TASTING, HEALTHY COOKING

Elior strives to enhance the nutritional profile of its recipes while reducing the impact of its supply chain. We carefully select and put together the ingredients we use in our recipes and develop offerings that are suited to guests' new expectations.

The guidelines issued by leading nutritional organizations recommend that diets should include a higher proportion of plant-based ingredients, such as beans and pulses (chick peas, lentils, etc.), fruit and vegetables, wholegrain cereals, seeds (sesame, chia, etc.) and nuts. It is therefore essential for food habits to change, with plant-based ingredients taking center stage. That is why we are developing our use of these ingredients at Elior, both in terms of variety and quantity.

Country	Action	Description
France	*Local procurement and short supply chain agreement*	Elior's teams in the Business & Industry market in France have undertaken to purchase several tonnes of dried beans produced at the family-run farm, "Saveurs de nos Terres", in the Eure-et-Loir region. These beans are a source of plant-based protein and are a good alternative to animal protein. Combined with cereals, beans and pulses provide an equivalent amount of protein to meat and are therefore very useful for enriching and diversifying our vegetarian dishes.

Our aim is to diversify the sources of protein in our offerings by favoring plant-based produce, and we place particular importance on using seasonal fruit and vegetables. By putting the spotlight back on plant-based food, both on our plates and in farming practices, we can contribute to the food and agricultural transition towards production systems that are better for the environment, biodiversity and the climate.

Performance indicator[1]	2021-2022	2020-2021
% healthy and plant-based ingredients	19.9%	19.4%

[1] As from 2021-2022, this indicator covers the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India

The following eight product families are included in the category of healthy and plant-based ingredients:

- Fruit
- Dried fruit
- Vegetables
- Beans and pulses: black beans, chick peas, red lentils, etc.
- Seeds: sesame, chia, etc.
- Nuts: almonds, pistachios, pecan nuts, etc.
- Berries; acai berries, cranberries, blueberries, blackberries, etc.
- Wholegrain cereals: wholegrain oats, wholegrain muesli, wholegrain bread, brown rice, wholegrain pasta, semi-wholegrain cereals etc.

Sustainable cuisine

We have undertaken a large-scale project at Elior to broaden our vegan and vegetarian offerings in order to make our recipes even more sustainable and nutritionally balanced and to increase our guests' well-being.

In order to meet our objective of reducing our per-meal carbon footprint by 12% by 2025 (compared with 2020), the Group has undertaken to reduce the carbon impact of its food offerings by proposing more vegetarian meals (i.e. with no meet or fish at all) and replacing the highest carbon-emitting proteins, such as beef, with lower-carbon proteins, such as chicken and vegetables. To achieve this we are favoring alternative sources of protein, which can be plant-based (beans, pulses, seeds, etc.), dairy products (milk, cream, cheese) or egg-based. A plant-rich diet (including fruit, vegetables, beans and pulses, wholegrain cereals etc.) with less animal-based products is better not only for people's health but also for the environment.

In the United States, Elior North America has teamed up with the Culinary Vegetable Institute (CVI) to organize immersive training sessions on making plants the star of the meal rather than simply a side dish. During these sessions, the company's chefs can walk through the crop fields and find out more about regenerative farming methods before returning to the kitchen to discover new ways of cooking with plant-based ingredients and using each part of the plant, from root to tip.

Performance indicator[1]	2021-2022	2020-2021
% vegetarian recipes	24.4%	21.2%

Examples of offerings with a focus on plant-based recipes

Country	Name of offering	Description
United States	*Vegebond*	An all-vegetarian/vegan "pop-in" concept for universities located either in the university restaurant or a food truck. It includes a *Vegebond Takeover* featuring an all-plant-forward menu swap at a grill station or food truck where the existing menu is "taken over" with great-tasting, healthy, plant-forward recipes. To encourage students to make plants the star of the show, Elior North America has partnered with actor and TV personality Terrence J to promote the benefits of flexitarian, vegetarian and vegan options and introduce students to plant-based food.
UK	*Wildgreen*	Elior UK's new quick-service concept, which is 50% plant-based and focused on well-being. Sustainability and seasonality are at the core of Wildgreen, with a nourishing, nutritionally balanced menu (over 50% of the items on the menu are plant-based) and a commitment to only using sustainable packaging.
Spain	*#AliméntateConSentido*	As part of its focus on the health of its guests and providing them with vegetarian options, Serunion has devised *#AliméntateConSentido* – an offering that brings together innovation, the pleasure of eating and new experiences for our Spanish guests, and is focused on healthy living and environmental protection. Each month, one of our Spanish chefs prepares an original dish which is proposed in Serunion's restaurants and guests are

[1] As from 2021-2022, this indicator covers the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.

		given information on how our food choices can protect the planet, all done with sense and sensibility ("*con sentido*").
France Elior Entreprises	*Re-Set!*	The *Re-Set!* offering proposes menus with multiple health benefits, without any compromise on taste. It is designed for everyone, but particularly for flexitarians and vegetarians. The overall aim is to offer healthy, tasty and balanced food choices, with a vegetarian option available at least twice a week.

2.3.3 RAISING THE AWARENESS OF OUR STAKEHOLDERS

More and more of today's consumers want to see clear and straightforward information about what they're eating. We meet this demand by going above and beyond simply following local regulations.

Due to the diversity of our guests, clients and host regions, each of our entities designs its own communication campaigns and events to guide guests in their food choices.

Awareness-raising events about good eating habits are regularly organized in our restaurants. Led by the Group's in-house nutritionists or external nutrition specialists, these events are intended to help guests understand the importance of eating well, such as by choosing seasonal fruit and vegetables.

Country	Action	Description
Italy	*Il Mondo in un Piatto* (The world on a plate)	This is a digital food education project devised by Elior Italia. Its aim is to educate and entertain elementary school children through a series of interactive videos full of practical examples of situations they come across in their daily lives. The videos are designed to incite curiosity among their young audiences and open up classroom discussions about food. The children are taken on a real culinary journey by Elior's teams, first based on fruit and vegetables and then on cereals, beans and pulses, finding out where they come from and all of their health benefits. We believe that educational workshops for children in schools play a key role in helping them grow up into adults who are aware of the importance of eating healthy, balanced, delicious and sustainable food.
France	*Signature of a manifesto for food education in elementary schools*	Elior has made a commitment to food education for young people by signing a manifesto for food education in elementary schools launched by the non-profit organization, Open Agrifood. In doing so, the Group has once again demonstrated its commitment to introducing young children to different types of cooking and tastes so they can adopt healthy eating habits from very early on.

Performance indicator[1]	2021-2022	2020-2021
% sites that communicate about at least one item of nutritional information or offer nutritional advice	15.8%	N/A

Elior – a pioneer and leader in providing transparent information to guests

Around 455 school canteens and 642 corporate restaurants run by Elior in France currently display the *Nutri-Score* ratings of the food on their daily menus. The *Nutri-Score* food scoring system helps people choose their meals based on the nutritional value of their ingredients and the methods used to prepare them. We launched the system in our restaurants in 2019, becoming the first contract caterer in France to do so. This initiative is helping us contribute to a key public health objective, i.e. offering people a varied diet that is both nutritious and tasty to help them stay healthy.

Nutri-Score has now been up and running for a full year in our school canteens and corporate restaurants, and we can see the positive impact it is having on the nutritional balance of the meals our guests put together.

We also use *Nutri-Score* as a tool for making continuous improvements to our food offering. For example, it allows our head chefs and nutrition teams to work on new healthy, balanced recipes as it gives an objective breakdown of a recipe's nutritional values.

Many of our guests are becoming increasingly aware of climate change and are seeking to reduce their carbon footprints. In 2019, the French Ministry of Ecological Transition launched *Eco-Score*, a program aimed at developing an environmental scoring methodology for food products. Elior Group has taken part in this program since then, alongside other food industry companies, public authorities and scientific bodies.

We have also deployed the carbon-score system at Ansamble's sites, which lets our guests know the emissions of the menus they choose every day. At Elior we firmly believe that one of the best ways of reducing our carbon emissions is to increase demand for more sustainable meals by giving guests as much information as possible so they can make enlightened food choices. In the same way as knowing the nutritional values of ingredients, knowing their carbon footprint helps our teams with designing and creating menus and adjusting our offerings. In the space of a year the carbon scores of Ansamble's recipes have improved significantly, and overall, 51% of Elior France's dishes can now be classified as "low carbon".

2.3.4 FOOD QUALITY & SAFETY

The health, safety and well-being of our 3 million daily guests are an absolute priority for us all at Elior. Aware that zero risk does not exist, we apply the highest recognized standards and have put in place safety and security systems along our entire production chain.

Controls adapted to the Covid crisis

In France, Elior Services has created a specific certification program called *Label Mesures sanitaires COVID-19*. Designed in conjunction with AFNOR Certification – France's leading certification body – the program comprises an independent audit guaranteeing that the Covid-19 measures deployed at a client's site meet the required health and safety standards and that the site can stay open. Once certification has been obtained for a particular client site the official certificate is then displayed.

Strict organizational procedures and regular controls

It is the responsibility of each entity's director to ensure that the ingredients and products they use fully comply with the laws, regulations and industry standards in force in their particular country as well as with the Group's own food safety rules. In addition, hygiene audits and product analyses are regularly conducted by either internal or external auditors to check that the products used in the meals we prepare are fully compliant and that we meet the relevant food safety and hygiene standards. The reopening of many sites and the easing of Covid restrictions has led to a significant increase in the number

[1]Excluding Elior India

of hygiene audits and product analyses performed as auditors – both internal and external – are once again authorized to enter the Group's restaurants. The rise in the number of ISO 22000 certified sites in 2021-2022 was due to a change in the methodology used for compiling data for Elior France.

Performance indicator[1]	2021-2022*	2020-2021*
Number of hours of hygiene training	107,370	82,840
Number of hygiene audits performed	13,219	11,039
Number of product analyses performed	67,943	65,058
Number of ISO 22000 certified sites	72	54

*Excluding Elior India

In France, 127 of Elior's sites are now ISO 9001 certified (quality management standard), including 31 Elior Services sites.

Rigorously selected suppliers and products

We work closely with all of our value-chain participants, especially suppliers, in order to offer our guests healthy, safe and high-quality products (see section 2.4 "Limiting the impact of our operations" above). We ensure strict traceability of the ingredients included in our recipes and carry out audits to verify the quality of our supplies.

Supplies are audited using specific scoring charts that vary depending on the type of product and supplier concerned. These charts focus on the key food safety issues affecting each particular profession (e.g., distributor, manufacturer, artisan, abattoir, milk producer, importer) and the audits are performed based on a full traceability test, starting from when the raw materials are received through to the Group's distribution of the end product. In France, recommended areas of improvement and the supplier's corresponding undertakings are set out in a written post-audit report, which is taken into account when the next audit is performed.

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.

2.4 LIMITING THE IMPACT OF OUR OPERATIONS

Aware of the environmental impact of our business, we seek to reduce our footprint at every stage of our value chain. Energy, food waste and non-food waste account for 46% of our carbon footprint. In line with our decentralized management model, each CSR officer oversees the action plans set up to reduce our environmental impact, working closely with the operations teams of their entity to ensure that transformational changes to our businesses are embedded at all levels of the Group.

2.4.1 REDUCING FOOD WASTE

As a caterer, fighting food waste is a key priority for Elior, and we have formally documented our objectives and processes in this area in a specific Charter which was updated in 2021. By aiming to reduce our food waste by 30% on average by 2025, we are contributing to SDG 12, “Responsible consumption and production” and SDG 13 “Climate action”. And by bringing down our food waste we will reduce our direct greenhouse gas emissions and help reduce those of the players in our value chain. In parallel, we carry out awareness-raising measures for our 3 million daily guests, whose impact extends well beyond the doors of our restaurants.

We have identified four main action areas for achieving our anti-food-waste objective : measurement, prevention, recycling and reuse of surplus products and organic waste, and the transformation of production methods. For each of these action areas, and based on the specific characteristics of each of the countries where we operate, innovative solutions adapted to operational factors are being put in place with a view to involving all of the Group’s stakeholders, including our teams, clients and guests.

As each of our countries now has an anti-food-waste program, the performance indicator about the number of countries with an anti-food-waste program in place has become obsolete. It has therefore been replaced by an indicator corresponding to the average reduction of food waste, with the objective of 30% set for the period between now and 2025.

Measuring food waste

Measuring food waste and sharing the results allows everyone to fully understand its impact, including kitchen staff during the prepping process, guests when they are eating their meals, and clients when they draw up their specifications. That is why it is essential to identify our sources of food waste and what areas to target, such as surplus production, unsold items and uneaten food. The results of the measurement processes are then analyzed and shared with clients so that an action plan can be created together that is tailored to each restaurant’s specific sources of waste.

To bring all of our operations on board, we have provided our people with a range of different educational material and guides. For instance, after a pilot phase involving 25 sites –enabling the fine-tuning of methodologies used and clear identification of the different approaches applicable in the Education, Business & Industry and Health & Welfare segments – Serunion created and distributed a training and awareness-raising video so that the food-waste measurement tool could be used on a large scale. In 2021-2022, all of the Group’s entities carried out diagnostic analyses of their food waste. At least two analyses were required per site (one before and one after reduction measures were implemented) in order to calculate the percentage reduction. Next year, the number of sites included in the analyses is expected to increase significantly. For example, in France 13 sites carried out at least two analyses in 2021-2022 whereas 303 only performed their first one (and will therefore carry out their second one in 2022-2023).

Country	Measurement tool	Number of sites measured	Average % food waste reduction[1]	Scope
United States	*Waste Nothing*	62	35.3%	Cooking and surplus production
France	In-house tool: *Helios*	13	9.4%	Surplus production, uneaten bread and other food
United Kingdom	*Chef Eye*	29	57.8%	Surplus production
Spain	In-house tool: *Power Bi*	851	12.9%	Surplus production
Italy	Partnership with a university	9	14%	Surplus production and uneaten bread and other food

Reusing and recycling surplus products and organic waste

With a view to keeping the food's value in the food chain, the Group is committed to reusing and recycling as much of its surplus products as it can to avoid it becoming organic waste.

Different types of reuse and recycling are used depending on each site's ecosystem.

Country	Description of action
United States	*Rescue Recipe Throwdown*: a cooking contest running from May through September that calls on Elior's chefs to create recipes from food that could have been destined for landfill.
France	Sale of surplus meals through *Too Good To Go*, which has now been extended to the Education segment and the central kitchens: 32,373 bags of food waste saved, representing 80 tCO_2e not wasted, at a total of 295 sites. Food donations through food banks and other organizations (e.g., *Excellents Excédents*, *Restos du coeur*): over 55 tonnes of food redistributed.
United Kingdom	*OLIO's Food Waste Heroes*: 2,500 kg of food donations, i.e. 3,500 meals distributed locally.
Spain	Sale of surplus meals through *Too Good To Go*: over 3,800 food bags at a total of 26 sites.
Italy	Food donations through food banks.

In order to be reused or recycled (turned into methane, compost or animal feed for example), organic waste has to be identified and sorted beforehand. At Elior, we believe we have a duty to act as a role model at the sites where we are contractually responsible for waste management. For example, in France, 172 tons of used cooking oils were turned into biofuel in 2021-2022, and in the United States, Ferrum College launched a local composting program at its campus together with Elior's teams. Also during the year, we signed an agreement with the Hera group to produce biomethane and compost from the organic waste from our Italian restaurants. The proportion of sites that collect organic waste for reuse/recycling was lower year on year due to an update to the methods used at Elior North America for tracking the number of sites that are contractually responsible for waste management. This number rose year on year but without any increase in the number of sites that reuse/recycle organic waste.

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.

Performance indicator[1]	2021-2022	2020-2021
% sites collecting organic waste for reuse/recycling[(1)]	85.2%	90.4%

[(1)] Sites for which the Group is contractually responsible for waste management. Excluding Elior Italy and Serunion for 2020-2021. These two entities are obliged by law to reuse/recycle their waste.

Preventing waste and transforming production methods and consumer habits

The first step to preventing waste is for on-site teams to be fully on board. To this end we organized an even larger number of specific training courses and in-house communication campaigns in all of our geographic regions in 2021-2022. The content of these courses and campaigns is very practical and geared to what can be done on a daily basis, such as anticipating guest numbers to adjust production levels each day, providing continuous training for teams on how to avoid waste, validation of recipes by guests, and giving guests the possibility to choose the size of their meal depending on how hungry they are. They also highlight the impacts of the food-waste reduction measures we've already taken – in both volume and value terms – with employees recounting their own experiences.

In order to play our part in the transition of the contract catering industry to a more sustainable model, we are transforming our restaurants into veritable hubs of innovation, testing solutions that make a positive contribution to society in general. In line with this approach, Elior is a member of the International Food Waste Coalition (IFWC).

Country	Description of action
United States	Article in *Food Management* magazine by Paul Basciano, Elior North America's VP of Culinary Development: 5 Ways Chefs can Prioritize Reducing Food Waste
France	"Buffet" research study with ADEME & La Défense des Aliments Research study on the impact on guest behavior and choices of social norm nudge messages about waste management Contributions to IFWC reports (Bio-waste Segregation & Collection in the Hospitality & Food Service Sectors (survey) + Measuring & Reporting Food Waste in the Hospitality & Food Service Sectors)
United Kingdom	Active member of WRAP and a participant in the Guardians of Grub collective

We take our responsibility about food waste beyond the boundaries of our restaurants by encouraging our guests to think about consuming differently and becoming actors for change, whether eating out or at home. For example:

- We publish tips from our chefs on how to cook leftovers, and give our guests information on how to avoid food waste at home.
- We have adapted our food distribution and service methods (by introducing different portion sizes and serving bread at the end of the line or on request, etc.).
- We organize information and education campaigns for both adults and children, including – but not only! – during the International Day of Awareness on Food Loss & Waste Reduction.
- We have forged a partnership with *Too Good To Go* as part of an anti-waste program and helped design and educational kit (in France).
- The *#iononspreco* program created by Elior Italia explains the issue of food waste to children through a project using earthworms to illustrate the virtuous cycle of organic waste.

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.

2.4.2 LIMITING NON-FOOD WASTE

Our three main challenges related to non-food waste are reducing the use of fossil fuels for making plastic packaging, ensuring end-of-life waste is reused/recycled, and helping our guests change their consumption habits. We have therefore set ourselves the objective of gradually increasing, year after year, our proportion of purchases of responsible packaging (food containers, including single-use containers, cups, plates etc.) in all of our activities.

The priorities defined in national and European regulations (such as the AGEC anti-waste law and the Climate Act in France) are to ban single-use plastic and increase the proportion of packaging that is recycled. Elior is highly committed to this "Reduce, Reuse, Recycle" approach and we have created specific in-house processes on the circular economy that engage our entire ecosystem. In this way we are contributing to SDG 12 – "Responsible consumption and production".

Alternatives to single-use packaging: deposit-refund systems

Country	Public-interest initiatives & publications
France	The EGALIM & AGEC laws in France have confirmed that the use of plastic containers will no longer be permitted in central kitchens and that reusable containers will have to be used for home deliveries. To help Elior France with planning for these major changes and drawing up appropriate impact studies on the various technical solutions available, this entity has been assisted by the French National Agency for the Environment and Energy Management (ADEME) as part of measures provided for under the French government's *France Relance* recovery plan. The technical options and processes concerned are being mapped, measured and valued for each site based on their logistical, financial and environmental (carbon, water, etc.) impacts as well as their infrastructure effects. In order to promote the use of reusable cutlery in grab & go offerings, several pilot projects for deposit-refund schemes are under way (e.g., *Greengo* at five sites). A number of sites are also testing varied ways of communicating about reusable food containers, with or without a deposit fee, or of offering guests the possibility of bringing their own containers.
United Kingdom	Several initiatives have been rolled out in the UK, including a reusable cup offering at the Warrington Wolves Stadium, with carbon offsetting for the cups' impact.
Spain	Over 375 drinking-water fountains have been installed across Spain in both the Education and Business & Industry markets, avoiding the use of some 1.8 million plastic bottles. This water-fountain offering has also helped raise the awareness of children in 128 schools and encourage them to change their consumption habits from early on. Similarly, in 32 state-run schools in Gijón, by serving organic yogurt in reusable containers, Serunion has reduced its single-use plastic by 600 kg per year as well as raising the awareness of its young guests about respecting the environment and the impact their consumption has on the planet.

Reducing the use of plastic

In 2021, Elior invited its stakeholders (suppliers, clients, institutional investors, etc.) to a day of conferences and debates on sustainable packaging. More than 100 people attended the event with representatives from 32 companies, clearly illustrating how important this issue is to everyone. The objective was to bring together the players in Elior's ecosystem to work together on creating innovative solutions for sustainable packaging, trialing those solutions and then mass producing them.

One of the projects entailed changing the packaging for our frozen vegetables in France. These are now delivered in 12 kilo packages (instead of 10 kilos previously) and in 4 kilo bags (versus 2.5 kilos previously) This saves 16 tons of plastic a year.

Country	Public-interest initiatives & publications
United Kingdom	Elior UK has worked with Vegware since 2016 and the popularity of these products has grown constantly over the years. Vegware is a company that makes single-use packaging and products out of recycled and renewable materials that have a lower carbon footprint than plastics. Since 2016, the number of sites using these solutions has risen by 86%, and sixteen of them complete the recycling loop by composting the packaging on site.
Italy	To make children aware about the importance of reducing food and other waste, the Group's teams in Italy have developed a program focused on plastics. The aim is to tell children about the quantity of plastic objects in their environment and how long they take to break down, as

	well as help them realize that they can take action to reduce the amount of plastic they use on a daily basis.
France	The data bases listing single-use packaging and containers in France has been updated to reflect the criteria in the EGALIM and AGEC laws, and the proportion of single-use non plastic packaging for operations in France is now 54%.

Performance indicator[1]	2021-2022	2020-2021
% sustainable single-use packaging	57.1%	17.7%

The sharp increase in this indicator is due to a change in the calculation methodology used for Elior France. The definition of what falls into the scope of this indicator has been adapted in line with French regulatory requirements concerning responsible packaging.

Reusing and recycling end-of-life non-food waste
Non-food waste can be sorted into different categories depending on its type: cardboard/paper, plastics, glass, metal, etc. There are specific reuse and recycling processes for each type of waste and it is collected by specialized providers located close to the Group's operations.

Country	Public-interest initiatives & publications
France	In order to ensure that the Group's head office sets the standard, all the sorting, signage and waste recycling systems used on the 15 floors and in the Lab of the Tour Egée in Paris have been revamped thanks to the work of the office management team and our waste collection partner. Cleaning and maintenance staff were given further training about waste management and a special waste management communication drive was launched reassuring users that their waste sorting efforts are being followed through, from the trash can through to the recycling center.
Italy	Because putting in place a circular economy approach requires the involvement of all stakeholders in the value chain, Elior Italia and Hera Group signed a partnership agreement on Earth Day 2022. The two partners will work jointly on the recycling and reuse of the plastic used in dining areas. Hera brings to the partnership its expertise in different waste collection methods and waste processing. In parallel, a series of environmental communication campaigns will be launched for both employees and clients.
United Kingdom	In 2021-2022 Elior UK continued its "impact investing" with Water Unite to help reduce the pollution generated by waste in the poorest and most disadvantaged nations. It gives a donation for each plastic water bottle sold and a total of £60,000 has been paid to Water Unite since the beginning of the partnership.

As part of its offering to clients in the hospital sector, Elior Services has developed (and subsequently updated) a digital solution called TRAPESE for collecting information about waste production. It provides a weighing and monitoring system that identifies the different types of waste and measures the amount of waste produced by the various departments. This information is essential for identifying the care units that would benefit most from awareness-raising measures about sorting waste.
Lastly, 72% of the cleaning products purchased by Elior Services are deemed to be responsible (certified, concentrated, ready-to-use).

2.4.3 OPTIMIZING WATER AND ENERGY USE

Although the Group mostly works at sites that it does not own, each of its entities puts in place measures to reduce their use of water and energy, which impact scopes 1, 2 and 3 of their carbon footprints. This approach is in line with SDG 7 "Affordable and clean energy" and SDG 12 "Responsible consumption and production".

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.

Water management

The Group works on two main areas to reduce its water-related impact: water consumption and the quality of waste water.

Water consumption constraints differ in each of the countries where we operate. We count on our teams in each country to factor in these challenges based on the local context and the risk of water stress in particular. According to the Water Stress Index of the World Resources Institute, Italy and Spain have high exposure to water stress. We can help reduce water consumption by raising the awareness of our employees and guests about eco-friendly behavior.
Risks related to water also include pollution risks. These factors are mainly addressed in the cleaning plans in place at our sites. For example, it is increasingly rare for detergents and disinfectants to be used for cleaning floors apart from in high-risk environments. Even in clinics and hospitals, our agents work mostly with neutral detergents for floor cleaning.

Elior Services has its own CSR strategy called Impacts+, in which alternative processes (specialist steam cleaning, etc.) and certified products play a central role. This is reflected in the hygiene and cleaning services the company provides. Elior Services is ISO 14001 certified (for its environmental management system that addresses air pollution and water management among other issues), and is ranked in the top 2% in the environmental category out of the cleaning sector companies rated by EcoVadis.

The Group used 216,976 cu.m. of water in its central kitchens in 2021-2022.

Using renewable electricity and reducing energy consumption

We are committed to reducing our energy consumption and our objective is to use more renewable energy. We have therefore pledged that by 2025 at least 80% of the electricity we use at sites where we are contractually responsible for the electricity will come from renewable sources. Since 2021, all of Elior Italia's electricity supplies have been renewable, and its gas supply has been fully carbon offset. Likewise, all of Elior France's electricity has come from renewable sources (mostly hydraulic) since January 1, 2022. And Elior North America has pledged to use 60% renewable electricity as from July 2022.

Although most of our business is conducted at clients' premises, we take action in a number of areas to improve the energy efficiency of the sites at which we work, such as installing eco-efficient equipment, programming when lights will turn on and off, following equipment maintenance plans, and reminding people about the energy-saving measures they can take on a daily basis. Several Group entities have been awarded ISO 50001 or ISO 14001 certification, attesting to the quality of the energy management and/or energy efficiency at their sites. Lastly, Elior UK has launched an energy consumption study with several clients who are contractually responsible for the energy at their sites, by installing meters specifically adapted to the catering business. By analyzing the specific data provided by these meters, the company will be able to fine-tune its energy-saving measures, working in conjunction with the clients concerned.

Performance indicator[1]	2021-2022	2020-2021
% renewable electricity used	33.4%	7%

[1] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Excluding Elior India.

Greener transportation (fleets and fuel)

The Group focuses on several levers to encourage its people to make greener travel choices: making changes to its vehicle fleet, adopting best driving practices, and promoting more environmentally-friendly means of transportation. For example, for the 2022 Leaders Meeting in Barcelona it was suggested to the 150 participants that they travel by train where possible.

Several Elior group entities are in the process of transitioning their vehicle fleets:

- Elior UK has committed to transition its 197 vehicles to all-electric in a move that will reduce its fleet's CO_2 emissions by 80-100% by 2024. To support the changeover, it will invest in installing electric charging points at its offices. App based technology will also be made available to employees to conveniently identify the nearest available charging points when on the move.
- In France, Elior provides "green driving" lessons to employees as part of its measures to optimize fuel consumption. It is also in the process of changing the type of engines used in its car fleet, with the car policy in France now systematically proposing an alternative (electric or hybrid) to traditional engines.

2.5 TALENT & CULTURE

As a people-focused business, Elior's performance depends on its highly specific human resources model. Most of our employees work at local level, in teams, and form an integral part of the daily life of the sites where they are based while also being ambassadors of the Group.

The actions the Group takes for its people – which were stepped up during the Covid pandemic – are centered on three topics and are adapted to the specific national and cultural characteristics of each of its markets. The actions are aligned with SDGs 5 and 8 and the Group's HR footprint is measured based on indicators and objectives related to these topics, which correspond to:

- The integration, loyalty and commitment of its people.
- The health & safety of its people.
- The diversity of its teams.

As a regional economic player and local employer, Elior designs and invests in decentralized organizational models that help provide long-term high-quality jobs while at the same time strengthening its growth profile. At Elior, we create a local job – which can't be offshored and is difficult to automate – for every €90,000 worth of revenue.

The effectiveness of our "HR and Human Rights" actions and performance is illustrated by the fact that in 2022 EcoVadis ranked Elior Entreprises in the top 8% for this category out of all of the companies in its sector.

2.5.1 GOVERNANCE & EMPLOYEE RELATIONS

Because we are firmly convinced that creating value for our stakeholders goes hand in hand with providing high-quality employment, we have set up a governance structure that ensures that the International Labor Organization's fundamental principles and rights at work are respected in all of our operating entities:

- Freedom of association and the effective recognition of the right to collective bargaining.
- Elimination of all forms of forced or compulsory labor.
- Effective abolition of child labor.
- Elimination of discrimination in respect of employment and occupation.

In view of the diversity of its operations and geographic locations, Elior's labor relations with employee representative bodies are managed at national level or at the level of each subsidiary, in accordance with the principle of subsidiarity adopted by the Group. The employee representative bodies in place are:

- A European Works Council (EWC) covering all of its subsidiaries located in the European Union. The EWC is informed annually about the Group's financial and economic position, strategic objectives and HR situation. The most recent – unanimously approved – amendment to the collective agreements signed with the EWC is aimed at improving employee working conditions and the Group's efficiency.
- A Group Works Council, which addresses matters such as working time organization and employee compensation and benefits.
- Local employee representative bodies such as Social and Economic Committees (CSE), which are excellent platforms for dialog, and whose members actively contribute to trade union and inter-profession organizations and committees.

The Group's HR departments are also very involved in industry-wide negotiations and actively contribute to trade union and inter-profession organizations and committees (e.g. trade union body for the contract catering industry (SNCRC) in France).

Our strategic CSR objectives are closely linked to these employee representation systems and form part of the Group's performance assessment:

- The Chief Human Resources Officer is a permanent member of the Group's CSR Committee and the Executive Committee, and is responsible for the "Human Resources" part of the CSR strategy.

- CSR results are shared with the Group's employee representative bodies (e.g. in France, since June 2022, the carbon emissions report has been included in the economic, HR and financial database (BDSE) available to the Social and Economic Committee).

- Three CSR criteria have been included in long-term incentive plans since June 2021: the Group's CDP score, gender diversity, and the frequency of workplace accidents.

For our organization to work effectively and efficiently, we need to analyze the human risks specific to contract catering and services activities in order to be able to better anticipate and detect them (see Section 2.1.3, "Non-Financial Risk Map"). As customer service is key to Elior's business model, to ensure we constantly provide the best experience we have to guarantee (i) the health and safety of our teams, (ii) that they know, understand and apply all the applicable hygiene rules, and (iii) that the right employee with the right skills is always in the right place at the right time. Specially adapted systems have been put in place to anticipate and limit the impact of these risks and are described in the following sections.

2.5.2 RETAINING, PROMOTING, ATTRACTING AND INTEGRATING TALENT

With some 100,000 jobs within the Group, there are many opportunities to join Elior and develop a career with us by changing site, region, market segment, post or even profession.

We believe that encouraging our teams to move to new posts and facilitating internal mobility are beneficial for both:

- our people, as they can develop their skills and employability by taking on new challenges; and
- the Group, thanks to the different outlooks, experience and profiles that we can offer our clients.

Performance indicator	2021-2022	2020-2021
% internal recruitment for managerial posts	58.6%	50.4%
Europe reporting scope	61.1%	72.8%

Other key figures:

- Over 200 different professions
- 34,000 new hires on permanent contracts every year
- Average employee seniority: 8 years

A few examples of our HR-related actions:

- Every year, our people have open, constructive and formal discussions with their managers on their career development goals and opportunities, both from an operational and geographic perspective.
- Internal mobility tools have been put in place that show our people all available positions within the Group.
- The Group offers a job-shadowing system whereby people can spend a few days with a colleague in a different job to find out more about it.
- We have set up a specific system called *Andjaro* in several countries, which is designed to make it easier for employees to move from one site to another on a short-term basis in the event of unforeseen circumstances. For example, if an employee goes on sick leave at one site, *Andjaro* can identify another Elior staff member that can be sent to that site to replace them.
- In order to anticipate and prepare for internal promotions, each year succession plans are drawn up with contributions from team members, managers and the Human Resources department.

As well as providing in-house career development opportunities we believe that building our people's skills in general is essential. We do this through formal processes, such as induction, training, coaching, co-development, tutoring and mentoring, as well as via informal daily contacts, articles, podcasts and videos. Elior organizes face-to-face and online training to help staff perform effectively in their current job and at the same time prepare them to move up the career ladder. In addition to the many training programs we provide, we seek to foster an overall culture of development on a daily basis. That is why one of our eight key behavioral skills is "Helping others develop".

A few examples:

- Each year, Elior's people express their training needs as part of an open, formal discussion with their manager.
- Training programs are proposed, some of which lead to certificates or diplomas, to prepare our future chefs and head chefs, as well as our future site managers, sector managers, sales staff and team leaders. For instance, Elior Services has a Sales Academy, Elior France has teamed up with the business school, Sciences Po, to create a training program for future chefs in the contract catering industry, and Elior UK has set up a special culinary program called *Chef School*.
- We have many tutoring systems in place and have launched mentoring programs.
- Each country provides its employees with a remote learning platform with varied content.
- Induction programs are organized to welcome newcomers.

Employees by country[(a)]	Number	%
France	41,737	43.9%
Spain	19,461	20.5%
United States	15,618	16.4%
United Kingdom	8,866	9.3%
Italy	9,010	9.5%
Portugal	298	0.3%
Total	**94,990**	**100.0%**

2.5.3 HEALTH & SAFETY

At Elior we take care of all our people, because they take care of our business. Ensuring their health, safety and well-being is a fundamental responsibility for the Group. We provide them with optimal working conditions and consider employee health and safety an absolute priority.

Our focal points in this area are

- Putting in place a health and safety policy in each country, describing our commitments to provide a safe place of work.
- Setting clear and relevant objectives for workplace health and safety.
- Making sure that all employees understand and apply our internal health and safety rules and respect the applicable laws and regulations.
- Ensuring that all employees have the tools and equipment they need to perform their work safely.
- Making sure that all employees get the proper training and advice they need to perform their work safely.
- Carrying out investigations to ensure that any serious accidents and major incidents are analyzed in order to identify the underlying cause and put in place corrective measures.

In all of our operating countries we provide our employees with standard healthcare benefits (for doctors' appointments, hospitalization, eyecare, dental care etc.) as well as protection for unforeseen events (short- or long-term illness and death).

Performance indicators	2021-2022	2020-2021
Frequency rate of workplace accidents[(a) (b)]	21.94	24.10
Severity rate of workplace accidents[(c)]	0.98	1.02

[(a)] Based on total workforce (permanent and non-permanent employees)
[(b)] Number of accidents with at least one day's lost time per million hours worked
[(c)] Number of days' lost time due to workplace accidents per 1,000 hours worked.

Entity	Description of best practices
Elior NA	Elior North America uses Medcor, whereby an injured employee can use a single telephone number to speak to a nurse to report an accident and obtain medical advice. Safety requirement reminders included in induction and back-to-work programs have helped reduce the number of accidents with lost time by 37% and their severity rate by 22%.
Elior Italia	Elior Italia is ISO 45001 certified, demonstrating the strength of its occupational health and safety management.
Elior UK	No workplace accidents were reported at Elior UK in January 2022. Its teams have effectively applied what they have learned in their health and safety training and through the health and safety campaigns and monthly meetings organized by the company. This zero-accident performance was also helped by the near-accident warning system in place which can prevent accidents from actually happening.
France	Elior Services' teams in the Paris area and northern region of France were awarded MASE certification in 2021-2022 for the Workplace Health and Safety Management System in place within their entity. Combined with a strong top-down workplace safety culture, this certification – which covers 70% of Elior Services' employees – has helped reduce the frequency rate of workplace accidents by 16%.

2.5.4 DIVERSITY & INCLUSION

At Elior, above and beyond encouraging diversity and inclusion, we believe that these factors are essential for meeting the expectations of both our teams and our clients, and for remaining creative and at the top of our game.

In 2005 Elior signed up to France's Diversity Charter, and in 2020 it endorsed the United Nations' Women's Empowerment Principles. It is also an active member of WiHTL, a collaboration community devoted to increasing gender and ethnic diversity in our industry.

We have set up a diversity working group comprising 16 members from all of our host countries and business lines, as well as a diversity governance committee made up of nine directors from different countries, which is chaired by the Group Chairman and CEO and meets three times a year. These teams are implementing a large-scale action plan covering recruitment, career management, training, working conditions, compensation, and communication, with the aim of achieving the ambitious diversity objectives the Group has set itself, namely:

- For women to hold 50% of its managerial positions by 2025.
- For women to represent 30% to 40% of the Group Executive Committee, country-level Executive Committees and the Leaders Committee by 2025, and 40% to 60% by 2030.
- Reducing, then eliminating, any gender pay gaps.
- Guaranteeing an inclusive culture at all of our sites.

Breakdown of employees by gender (Women/Men)	Sept. 30, 2022	Sept. 30, 2021
Board of Directors[a]	5 women (50%)/5 men (50%)	5 women (45%)/6 men (55%)
Executive Committee[a]	4 women (36%)/7 men (64%)	3 women (25%)/9 men (75%)
Leaders Committee[a]	29 women (29%)/72 men (71%)	23 women (23%)/78 men (77%)
Managers	48%/52%	50%/50%
Non-managers	74%/26%	74%/26%
Elior	**70%/30%**	**70%/30%**

[a]Absolute values

Other key figures:

- Women make up the majority of Elior UK's Executive Committee, representing 55.6% of its members (September 2022).
- At Elior France, 5.8% of our employees have a recognized disability (2021).
- 26% of our new hires are under 25 and 18% are over 50, all countries combined.
- 24.3% of the people we recruited last year in France came from disadvantaged urban areas.
- Our employees in our operating countries have between 50 and 120 different nationalities.
- 92% of our people feel that Elior encourages an inclusive culture.
- Over €900,000 worth of Elior France's revenue comes from work carried out with companies in the sheltered sector.

Our inclusive approach is also illustrated in the special FALC-certified tools we have developed to help people with disabilities read and understand our menus so they can make healthy food choices.

Equal pay and compensation policies

Elior's compensation policies are designed to ensure that compensation and benefits packages are fair across the Group and that mobility is encouraged between its various businesses. We have a zero tolerance policy for compensation discrimination. Compensation surveys are regularly conducted by our operating entities in order to identify market practices and offer attractive packages to employees and job candidates.

The Group is committed to gender pay equality and strives to ensure that there are no pay gaps or unfair pay practices in all of its geographies. In France, for example, in accordance with the implementing decree for the "Professional Future" Act, Elior Group's French entities have measured the indicators defined in the gender equality index. Our various entities in France achieved the following scores for the gender equality index in 2021: Elior Restauration Collective: Entreprises, 99; Ansamble, 98; Arpège, 93; Alsacienne de restauration, 78; Enseignement et Santé, 89; Services et Santé, 82; Centre d'Expertise, 97; Elior Services: ESFM, 89; ESPS, 90.

In the United Kingdom, Elior UK has published a gender equality report since 2017 and the pay gap is being reduced each year thanks to the measures and initiatives put in place by the company.

More generally, in late 2022, the Group launched an overall system for measuring and, where necessary, eliminating any gender pay gaps across all of its operating countries.

2.5.5 ENSURING STAFF MOTIVATION & ENGAGEMENT

At Elior we are passionate about what we do. We serve and care for our guests at all stages of their life: from nursery and elementary, middle and high school, through to university and then on to the workplace, as well as in hospitals, clinics and retirement homes.

Aware of the importance of our services for our customers at these key moments in their lives, our employees give their all to their jobs, always going the extra mile for our clients and guests.

In order to measure employee engagement and identify both our strengths and areas for improvement in this field, we regularly carry out internal anonymous surveys in all our operating countries. These surveys cover the following topics: diversity and inclusion, clarity of roles and responsibilities, sense of belonging and pride in their company, working conditions, recognition and rewards, training, career management and pay.

The most recent survey took place between June and September 2022 depending on the country concerned and the results are not yet available. For the previous survey – carried out in mid-2021 – 17,413 people in our five main countries responded and the main findings were as follows:

- 89% of employees are proud to work at Elior
- 91% of employees are happy to work at Elior
- 92% of employees feel their work is important for the Group's success
- 93% of employees feel safe at work
- 93% of employees know what's expected of them
- 92% of employees think that the Group fosters a culture in which everyone feels welcome and valued

The five main motivation drivers that employees expressed during the latest survey are work atmosphere, responsibilities, job security, working hours and autonomy.

In addition to the anonymous engagement survey, employees that have career development meetings have an opportunity to express their level of job satisfaction and discuss the issue with their managers on a yearly basis. In the career development meetings held in 2021-2022, over 5,500 employees were invited to answer the following questions: "Do you feel comfortable in your current job" and "Is the company meeting your expectations?". The average score for the question "Do you feel comfortable in your current job" was 7.6/10, and for the question "Do you feel you have a future with the company?" it was 7.4/10.

2.5.6 SHARED CULTURE, TOOLS AND PROCESSES IN A DECENTRALIZED STRUCTURE

With employees working at 20,250 different sites and a decentralized corporate culture, it is primordial for us to put in place tools and processes that enable everyone to have access to information so they know the Group's overall business strategy and values.

A few examples:

- Each year, the objectives of over 6,000 Group managers are formally documented and assessed using a shared tool, which enables Elior's strategy and goals to be translated into consistent collective and individual targets.
- The eight behavioral skills that the Group expects of its employees are explained in their performance appraisal meetings so that every employee is aware of the attitudes and behavior they are expected to have within the Group.
- Great importance is placed on internal communications, using varied tools so as to reach the widest number of people (company social media, digital newsletter, intranet, managerial communications, dedicated communication platforms, letters, etc.).
- In mid-2022 the Elior.team project was launched, aimed at all Group employees but particularly those who do not work on a computer and may have less easy access to digital communication.
  The overall objective of this project is to provide all of our people with a connection space accessible via a mobile phone, tablet or computer so they can access the information and apps (such as e-learning modules) developed specifically for their business and/or country.
- In the 2021 employee engagement survey, 93% of the respondents said they clearly knew what the Group expects of them and 91% said they knew their entity's objectives.
- In order to share a common set of values, Elior encourages its people to take part in volunteering activities and each year it supports not-for-profit organizations proposed by employees, through the Elior Solidarity endowment fund.

2.5.7 IMPACT ON REGIONAL DEVELOPMENT & LOCAL COMMUNITIES

In line with our aim of helping develop the regions where we operate, one of our key objectives is to provide job opportunities for people struggling to find employment. To this end we work with local partners (job agencies, not-for-profit organizations etc.) when hiring new employees, and have a zero-tolerance policy for all forms of discrimination (see Section 2.5.4 above, "Diversity & Inclusion").

Elior Solidarity

The Elior Solidarity endowment fund finances, supports and promotes solidarity initiatives in the areas of food, education, access to employment, and environmental protection.

Drawing on the Group's well-established culture of service and caring for others, Elior Solidarity helps vulnerable people who do not always have access to decent living conditions, training or employment. Its three underlying objectives are to:

- Promote social and professional inclusion through catering and cookery.
- Facilitate access to food for disadvantaged people.
- Participate in ecological transition.

Chaired by the Group's Chairman and CEO, Elior Solidarity takes action in all of the Group's host countries and supports projects that have a direct impact on their beneficiaries and tangible, lasting results.

On the occasion of Elior's 30th anniversary, the Group invited its employees in France to take part in a foodbank donation initiative organized in November 2021. The volunteer employees were able to give up half a day's work to help out at the event.

In addition, Elior took part in the Refugee Food Festival in 2021-2022 for the fifth year in a row, welcoming refugee chefs into its corporate restaurants and helping raise public awareness about the plight of refugees. Founded by the not-for-profit organization Food Sweet Food and supported by the United Nations High Commissioner for Refugees (UNHCR), the Refugee Food Festival travels from city to city serving up global cuisine. Its objectives are threefold: change public perceptions of refugees, help refugees integrate into society and work, and share recipes and flavors from around the world.

A strong regional presence

Elior France serves more than a million meals a year to its guests, working with local authorities, schools and private enterprises on a daily basis. Our diverse stakeholder base gives us a strong regional presence in the countries where we conduct business.

In France, for example, Elior plays a key role in everyday regional life. Here are a few facts and figures:

- Elior France has operations in 96 of Metropolitan France's 101 *départements*, where it creates local jobs that cannot be offshored.
- Elior operates in more than 8,100 cities, towns and villages in France, including over 2,300 that have less than 10,000 inhabitants.
- Elior feeds 1.4% of the French population every day, as well as 3.5% of under 18s and students in further education.
- The Group hired over 9,100 employees on permanent contracts in 2021-2022.
- 854 work-study contracts were signed to help young graduates in the job market.

In the Var and Alpes-Maritime regions, Elior has obtained the *Emplitude* label for its actions in support of people struggling to find employment. In particular, it has forged partnerships with local not-for-profit organizations to help find jobs for young jobseekers and people wanting to retrain. The *Emplitude* certification is awarded for a three-year period to companies that make clear and concrete commitments in the areas of employment, human resources, training, and workplace wellbeing.

Sport is another key element of regional life, which is why we fund local sports organizations. Elior also encourages its employees to take part in sporting activities. For example, via the CSE (*Comité Sociale et Economique*) in France, employees can have access to preferential prices in order to practice sports in clubs.

2.6 METHODOLOGICAL NOTE

2.6.1 NON-FINANCIAL REPORTING PROCESS

Data collection

In order to ensure that the indicators used across its reporting scope are consistent, Elior sends a protocol to all of its operating entities containing the definitions of all of its non-financial indicators (HR, environmental and social indicators) and the related calculation methods. Updated annually, this document also serves as the basis for the annual review work carried out by the independent third party appointed by the Group to verify its non-financial information. It is available on request from the Company.

There are four main participants in Elior's non-financial reporting process:

- The Group CSR Department, which is in charge of the non-financial reporting process at Group level (defining indicators, collecting data from the operating entities, consolidating the data, etc.). The Group CSR Department ensures that the data is consistent and is the main point of contact for the external auditors.
- Network of local CSR officers. The data collected from the operating entities is tracked by these CSR officers who make sure it is controlled and consistent. If any major differences are identified an analysis is carried out to explain the difference or make the necessary adjustments.
- Network of local HR officers. The HR data collected from the operating entities is tracked by these HR officers who make sure it is controlled and consistent. If any major differences are identified an analysis is carried out to explain the difference or make the necessary adjustments.
- QHSE network and the Group Health & Safety Department. Data related to health & safety indicators is collected monthly by the Group Chief Health & Safety Officer via the QHSE network. This data is then consolidated once a year in order to obtain the indicators presented in this document.

Reporting tools

The Group's non-financial indicators published in this document were compiled based on several different data collection systems. However, all of the data required for CSR reporting is transmitted to the Group CSR Department via a single dedicated platform. The data is then consolidated using this platform.

The HR data relayed for France is collected from a single reporting tool based on information from a shared payroll system used by the majority of the Group's French subsidiaries (Pléiades). For international subsidiaries and for French companies that do not use Pléiades, HR data is collected via the subsidiaries' own information systems and is relayed to the Group CSR Department using the same reporting system as that used by the network of CSR officers. After carrying out consistency checks, the Group CSR Department consolidates all of the HR data provided by the subsidiaries.

Reporting scope and coverage rate

The Group's non-financial reporting scope covers the six main countries in which it conducts business: France, the United States, the United Kingdom, Italy, Spain and Portugal.

Elior India is not included in the reporting scope as part of this entity was sold in 2020-2021 and the unsold part is not material at Group level in terms of both revenue and number of employees (€11.5 million in revenue in 2020-2021, i.e. 0.25% of total consolidated revenue, and 1,411 employees, i.e. around 1.5% of the Group's total workforce). Elior India now only operates in the Business & Industry market with Western companies, which are aligned with western regulations. The Group therefore considers that the non-financial risks within this entity are minimized, enabling it to be excluded from the reporting scope this year.

The same logic has been applied to Société Monégasque de Restauration and Elior Luxembourg as these two subsidiaries only represent minimized non-financial risks and have fewer than 117 employees between them.

In addition, in order to ensure the quality and reliability of the reported data, the Group may decide not to include certain subsidiaries for some or all of the indicators. This is notably the case for newly-acquired companies. When an indicator is calculated for a restricted scope, the reporting scope concerned is stated.

The rules for excluding companies from and including companies in the non-financial reporting scope are as follows:

- Scope exclusions: subsidiaries that were removed from the Group's financial scope of consolidation during a given fiscal year (before September 30) are excluded from the non-financial reporting scope.
- Scope inclusions: subsidiaries that were newly consolidated during the fiscal year (newly-formed or acquired companies) are included in the non-financial reporting scope within a maximum of one year. Contract catering and services sites whose contract with the Group was entered into during the fiscal year are also included in the non-financial reporting scope. In these cases, the reporting period starts from the date on which the contract for the site concerned entered into force.

Preferred Meals (an Elior North America subsidiary) has also been excluded from the non-financial reporting scope for 2021-2022 as this entity was sold during the fiscal year.

Environmental and social data has been consolidated for all of the Group's entities except for Elior India, Société Monégasque de Restauration and Elior Luxembourg.

The environmental and social data reported for 2021-2022 covers the period from July 1, 2021 through June 30, 2022, whereas in previous years it covered the fiscal year from October 1 through September 30. The aim of this change is to make the data collected more robust. By having a reporting period for environmental and social data that is different from its fiscal year, the Group can ensure that the data in its information systems is up to date and that it has received all of the data required for calculating its energy use. The new reporting period will be used for subsequent periods.

HR data has been consolidated for all of the Group's entities except for Elior India, Société Monégasque de Restauration and Elior Luxembourg.

The HR data reported for 2021-2022 covers the period from October 1, 2021 through September 30, 2022, except for the indicators relating to managers' internal mobility and training, which cover the period from July 1, 2021 through June 30, 2022.

The reporting scope for 2021-2022 HR indicators covers all of the Group's workforce except for Elior India, Société Monégasque de Restauration and Elior Luxembourg.

The reporting scope for 2021-2022 environmental and social indicators covers over 99% of the Group's consolidated revenue.

Specific methodology for certain indicators

Due to the geographic diversity of the Group's activities and the high number of its restaurants and points of sale (20,250), some indicators may not be exhaustive, notably because of the difficulty in collecting the data concerned. The methods used have therefore been adapted to take into account this situation.

<u>HR indicators</u>

Managers

For a Group employee to be classified as a manager, he or she must be responsible for a team (i.e. manage one or more other employees). Support function experts are also classified as managers because although they are not generally line managers they do manage teams on a dotted-line basis. The definition of a manager can be adjusted when necessary to adapt to the possibilities of the human resources management system.

Training

All of the Group's employees, whether managers or non-managers or on permanent or non-permanent contracts, are included in the training indicators.

The types of training taken into account for the purpose of calculating these indicators are as follows:

- Face-to-face learning, e-learning or blended learning (face-to-face + e-learning).
- Training given by training centers.
- Training given by external trainers.
- Induction training when employees begin a new job.
- Statutory training courses (e.g. on health & safety).
- Training given by employees (both qualified and non-qualified trainers) that meets all the following criteria: use of formal training material; duration of more than one hour;

training content aimed at building professional skills.

Only the training hours actually completed by employees are counted and not the number of training hours for which employees sign up. For example, only four days will be counted for an employee who signs up to a five-day training course but only attends for four days.

Internal mobility

The Group considers internal professional mobility to be:

- A promotion, i.e. a new level of responsibility, such as a non-manager on a permanent contract who moves up to a managerial position.
- A job move (i.e. a new post or department), with or without a new level of responsibility; or a site or geographic relocation.

The internal recruitment rate corresponds to the proportion of permanent-contract managerial posts filled via an internal mobility move between July 1, 2021 and June 30, 2022. This indicator is calculated by dividing (i) the number of managers who have changed posts and/or duties (including through a promotion) during the period by (ii) the total number of managerial posts filled during the period through both internal mobility and external recruitment. Since 2019, non-managers who have been promoted from within the Group to a managerial post have been taken into account for the purpose of calculating this indicator.

Departures of non-permanent employees

In order to facilitate the compilation and analysis of data related to departures of non-permanent employees, the indicators tracked by the Group have been revised. Whereas previously there was a breakdown between voluntary departures, involuntary departures and departures for other reasons, departures of non-permanent employees are now broken down into end-of-contract departures and departures for other reasons. Departures based on a mutual agreement are included in the “Other reasons” category.

Workplace accidents

Elior defines a workplace accident as any accident (including fatal accidents) that (i) occurs suddenly during working hours, (ii) causes a bodily injury and (iii) results in at least one calendar day of lost time. All of the Group's employees are included in the calculation of workplace accidents, i.e. employees on permanent and non-permanent contracts, casual workers and interns. Only temporary workers are not included.

The workplace accident frequency rate corresponds to the number of accidents with at least one day's lost time that occurred during a given fiscal period per million hours worked.

The workplace accident severity rate corresponds to the number of calendar days of absence caused by workplace accidents (excluding days of absence for relapses) per thousand hours worked.

Environmental and social indicators

Average % food waste reduction

This indicator reflects Elior’s objective of reducing by at least 30% the food waste of every site that enters the reporting scope. To help achieve this, each of the Group’s operating countries has developed a system adapted to its market and business segments to measure food waste at least at one stage of the contract catering value chain. This indicator corresponds to the average percentage reduction in food waste per meal between a first test and second test performed during the fiscal year, based on a sample of sites that have a food waste reduction program in place.

Measurement methods:

- First test: calculating the average grams of food waste per meal before implementation of food-waste reduction measures.
- Second test: calculating the average grams of food waste per meal after implementing waste-reduction measures.
- Method for calculating the overall % reduction: an average is calculated based on the individual percentage reductions reported by each site.

Certified products

Elior considers “certified products” to be all food and non-food products that carry a label or certification from an organization such as the FSC, PEFC, MSC (Marine Stewardship Council), Max Havelaar, Rainforest Alliance, EU Ecolabel, CMR, Oeko-Tex, Ecocert, Red Tractor, etc.

The term also includes products that are certified as organic, fair trade, Protected Designation of Origin (PDO), AOC (*Appellation d'origine contrôlée*) and Protected Geographical Indication (PGI).

Local food produce

The Group operates in various geographic regions and the definition of local food produce differs depending on the country concerned. The term is defined as follows in the following countries:

- France: produce made in France and consumed no more than 200 km from its place of production.
- Spain/Portugal: all produce grown or made in Spain or Portugal, irrespective of how far from the place where it is consumed.
- Italy: all produce grown, produced or processed in Italy and consumed no more than 150 km from its place of production.
- United Kingdom: all food produce made in the UK, which may contain raw materials from foreign countries.
- United States: all produce consumed less than 200 miles from its place of production.

Water and energy use

Elior operates at many different client sites in France and abroad, where data on water and energy use is often not available. It is therefore difficult for the Group to reliably and globally measure its water and energy use at client sites.

The reporting period for these indicators this year covers July 1, 2021 through June 30, 2022. The decision to use this reporting period was taken so that all of the Group's entities have the necessary time to collect all of the related bills.

<u>Water use</u>

The water volumes taken into account only correspond to the water used by central kitchens that is billed directly to the Group.

<u>Energy use</u>

The volumes of electricity and gas taken into account only correspond to the electricity and gas used at Group sites that is billed directly to the Group.

GHG emissions – Carbon footprint assessment

The Group's indicators for GHG emissions have undergone an in-depth review and the emissions included in its carbon footprint assessment were calculated in accordance with the Greenhouse Gas Protocol.

The emissions calculations were performed based on data relating to the Group's operations and emissions factors, and extrapolations were carried out when data was not available for certain geographic regions.

"Scope 1" corresponds to direct emissions related to the combustion of fossil fuels (oil, gas, etc.) used at Group sites as well as those generated by leaks of refrigerants from owned or controlled equipment. For emissions related to the use of gas, only the sites for which the Group holds the energy contract are included. Scope 1 also includes emissions from the Group's vehicle fleet.

"Scope 2" corresponds to indirect emissions related to purchased or acquired electricity.

"Scope 3" corresponds to other indirect emissions (notably from purchases of raw materials, upstream and downstream transport and employee travel). Emissions from the use of electricity and gas at sites where the Group does not hold the energy contract are included in this Scope.

The emissions factors related to food carbon emissions were updated in 2021-2022. The Group's overall carbon emissions were therefore recalculated for 2020-2021 and 2019-2020 for the purpose of providing meaningful year-on-year comparisons.

Extrapolation and assumption rules:

- The food carbon emissions of Elior North America and Elior UK are calculated by multiplying (i) average greenhouse gas emissions per meal in France, Italy, Spain and Portugal, by (ii) the number of meals produced in those entities.
- If the fuel type for a vehicle is unknown, diesel emissions factors are applied.

2.6.2 CROSS-REFERENCE TABLE – NON-FINANCIAL PERFORMANCE STATEMENT (NFPS)

INFORMATION REQUIRED IN THE NFPS	SECTION(S) OF THE NFPS
A description of the Group's business model	1.6, "The Group's Businesses and Strategies"
A description of the main non-financial risks related to the Group's operations	2.1.3, "Non-Financial Risk Map"
The consequences on climate change of the Group's operations and use of the goods and services the Group produces	2.1.4, "Governance and Climate Strategy: Transition Plan"
The Group's CSR undertakings in terms of:	
– sustainable development	2.1.2, "CSR Strategy"
– the circular economy	2.4, "Limiting the Impact of our Operations"
– the fight against food waste and food insecurity	2.4.1, "Reducing Food Waste"
– animal welfare	2.2.2, "Promoting Agricultural Transition"
– responsible, fair and sustainable foodstuffs	2.3, "Designing Responsible Offerings"
Collective agreements entered into within the Group and their impact on its financial performance as well as on employees' working conditions	2.5.1, "Governance & Employee Relations"
Information on actions aimed at:	
– combating discrimination and promoting diversity	2.5.4, "Diversity & Inclusion"
– encouraging the integration of people with disabilities	2.5.4, "Diversity & Inclusion"
– preventing corruption and tax evasion	2.1.8, "Fiscal Responsibility"
– promoting the respect of human rights	2.1.5, "Ethical Principles & Preventing Corruption"

SASB cross-reference table

The Sustainability Accounting Standards Board (SASB) is an independent not-for-profit organization whose mission is to develop and disseminate sustainability accounting standards specific to each industry that help public corporations disclose material, decision-useful information to investors. The table below provides cross references with the standard applicable to the restaurants industry.

Topic and accounting metric	Code	Indicators and policies
Energy Management		
(1) Total energy consumed, (2) percentage grid electricity, (3) percentage renewable	FB-RN-130a.1	(1) 436,377 GJ of energy consumed by our direct operations. (2) 59% grid electricity. (3) 19.7% renewable energy (renewable electricity).
Water Management		
(1) Total water withdrawn, (2) total water consumed, percentage of each in regions with High or Extremely High Baseline Water Stress	FB-RN-250a.2	(1) 216,976 cu.m. (only central kitchens). (2) 47% in Italy and 5% in Spain (based on the Water Stress Index of the World Resources Institute).
Food & Packaging Waste Management		
(1) Total amount of waste, (2) percentage food waste, and (3) percentage diverted	FB-RN-150a.1	(1), (2), (3) Elior has set itself the objective of reducing its food waste by 30% by 2025 (see Section 2.4, "Limiting the Impact of our Operations")
(1) Total weight of packaging, (2) percentage made from recycled and/or renewable materials, and (3) percentage that is recyclable, reusable and/or compostable.	FB-RN-150a.2	(1) The CSR indicators for packaging are given in absolute value terms. (2) and (3) 57.1% of packaging at Elior is made from recycled and/or renewable materials AND recyclable and/or compostable materials.
Food Safety		
(1) Percentage of restaurants inspected by a food safety oversight body, (2) percentage receiving critical violations	FB-RN-250a.1	(1) 43.3% of Elior's sites carried out at least 1 hygiene audit in the fiscal year. (2) Elior deals with all critical violations detected but does not disclose this figure.
(1) Number of recalls issued and (2) total amount of food products recalled	FB-RN-250a.2	Elior does not currently consolidate this information at Group level.
Number of confirmed foodborne illness outbreaks, percentage resulting in U.S. Centers for Disease Control and Prevention (CDC) investigation	FB-RN-250a.3	Elior does not currently consolidate this information at Group level.
Nutritional Content		
(1) Percentage of meal options consistent with national dietary guidelines and (2) revenue from these options	FB-RN-260a.1	Elior aligns its offerings with national dietary guidelines (see Section 2.3, "Designing Responsible Offerings").
(1) Percentage of children's meal options consistent with national dietary guidelines for children and (2) revenue from these options	FB-RN-260a.2	Elior aligns its offerings with national dietary guidelines (see Section 2.3, "Designing Responsible Offerings").

Number of advertising impressions made on children, percentage promoting products that meet national dietary guidelines for children	FB-RN-260a.3	Elior does not currently track this indicator
Labor Practices		
(1) Voluntary and (2) involuntary turnover rate for restaurant employees	FB-RN-310a.1	Elior does not disclose this information outside the Group.
(1) Average hourly wage, by region and (2) percentage of restaurant employees earning minimum wage, by region	FB-RN-310a.2	Elior does not currently consolidate this information at Group level.
Total amount of monetary losses as a result of legal proceedings associated with (1) labor law violations and (2) employment discrimination	FB-RN-310a.3	Elior does not currently consolidate this information at Group level.
Supply Chain Management & Food Sourcing		
Percentage of food purchased that (1) meets environmental and social sourcing standards and (2) is certified to third-party environmental and/or social standards	FB-RN-430a.1	(1) 27.3% responsible purchases (local + certified) (2) 14.4% of food purchases certified as responsible by an independent third party.
Percentage of (1) eggs that originated from a cage-free environment and (2) pork that was produced without the use of gestation crates	FB-RN-430a.2	(1) 14.5% cage-free eggs (2) Elior does not currently track this indicator.
Discussion of strategy to manage environmental and social risks within the supply chain, including animal welfare	FB-RN-430a.3	Elior has a responsible procurement charter (see Chapter 2.2, "Limiting the Impact of our Supplies").
Activity Metrics		
Number of (1) company-owned and (2) franchise restaurants	FB-RN-000.A	(1) 20 250. (2) No franchise restaurants.
Number of employees at (1) company-owned and (2) franchise locations	FB-RN-000.B	(1) 97,000[38]. (2) No franchise restaurants.

[38] Including Elior India, Société Monégasque de Restauration and Elior Luxembourg.

2.6.3 SUMMARY OF MAIN SOCIAL AND ENVIRONMENTAL INDICATORS[39]

SUSTAINABLE INGREDIENTS		2021-2022	2020-2021
% purchases of organic food produce	%	4.8%	4.6%
% purchases of certified food produce	%	11.4%	13.4%
% purchases of local food produce	%	12.8%[40]	11.4%[18]
% cage-free eggs	%	14.5%	12.3%
% responsibly-sourced seafood	%	43.5%	41.9%
% sustainable single-use packaging	%	57.1%	17.7%
Number of supplier audits performed	Number	243	224

HEALTHY CHOICES		2021-2022	2020-2021
% healthy and plant-based ingredients	%	19.9%	19.4%
% vegetarian recipes	%	24.4%	21.2%
Number of nutrition specialists	Number	488	467
Number of hygiene audits performed	Number	13,219	11,039
Number of product analyses performed	Number	67,943	65,058
% sites that communicate about at least one item of nutritional information or offer nutritional advice	%	15.8%	//

A CIRCULAR MODEL		2021-2022	2020-2021
% sites collecting organic waste for reuse/recycling*	%	85.3%	90.4%
Electricity use**	kWh	71,573,434	80,820,501
Gas use**	kWh	49,642,495	57,016,114
Total CO_2 emissions (scopes 1, 2 and 3)	ktCO_2e	2,528	2,662[41]
Emissions per meal in kgCO_2e[42]	Number	3.99	3.71
Emissions per meal in kgCO_2e[43] – same-scope basis[44]	Number	3.99	3.90

* For Elior Group sites contractually responsible for waste management ** For Elior Group sites contractually responsible for electricity and/or gas supplies.

ETHICAL BUSINESS CONDUCT		2021-2022	2020-2021
Number of employees having participated in a training or awareness-raising session about ethical business conduct	Number	3,913	2,031

2.6.4 SUMMARY OF MAIN HR INDICATORS[45]

EMPLOYEE NUMBERS		2021-2022	2020-2021

[39] As from 2021-2022, these indicators cover the period from July 1 through June 30 (previously from September 1 through September 30). Year-on-year comparisons of the indicators must therefore take into consideration this change in reporting period. Excluding Elior India.
[40] Excluding Elior Portugal.
[41] 2,426 ktCO_2e on a same-scope basis.
[42] Excluding Elior Services.
[43] Excluding Elior Services.
[44] See Section 2.1.4, "Governance and Climate Strategy: Transition Plan"
[45] Elior India is not included in the reporting scope for all 2020-2021 data. See Section 2.6.1, "Non-Financial Reporting Process".

Total workforce at September 30[46]	Number	94,990	97,508
Breakdown of total workforce by:			
Type of contract (permanent/non-permanent)	%	87.3%/12.7%	83.8%/16.2%
Category (managers/non-managers)		13.0%/87.0%	13.5%/86.5%
Gender:			
Total workforce (women/men)	%	70.4%/29.6%	70.5%/29.5%
Managers (women/men)	%	48.3%/51.7%	50.33%/49.70%
Breakdown of permanent workforce by age:			
Under 30	%	14.0%	11.6%
30-39	%	18.3%	18.4%
40-49	%	25.9%	26.7%
50-59	%	31.0%	32.4%
60 and over	%	10.8%	10.9%
Full time/Part time	%	52.4%/47.6%	53.7%/46.3%
Average seniority (permanent workforce)	Number	8 years	7 years
Breakdown of total workforce by country:			
France	%	43.9%	43.7%
Spain	%	20.5%	19.8%
United States	%	16.4%	16.2%
United Kingdom	%	9.3%	10.3%
Italy	%	9.5%	9.8%
Portugal	%	0.3%	0.3%
Total	**%**	**100%**	**100%**

NEW HIRES		2021-2022	2020-2021
Total new hires*	Number	119,531	99,156
Breakdown of new hires by:			
Type of contract (permanent/non-permanent)*	%	28.5%/71.5%	19.6%/80.4%
Gender (women/men)*	%	74.6%/25.4%	76.9%/23.1%
% women in new hires of permanent managers*	%	46.6%	57.4%
Age			
New hires aged under 25*	Number	31,999	26,028
New hires aged over 50*	Number	21,797	17,727
Total number of new employees due to transfers or changes of operator	Number	4,087	5,402

*Excluding transfers and changes of operator

DEPARTURES		2021-2022	2020-2021
Total departures*	Number	118,492	99,342
Breakdown of departures by:			
Type of contract (permanent/non-permanent)*	%	23.0%/77.0%	21.7%/78.3%
Reason for departures of employees on permanent contracts*			
% voluntary departures		62.2%	62.6%
% involuntary departures		26.4%	30.9%
% departures for other reasons		11.4%	6.5%

46 Excluding Elior India, Elior Luxembourg and Société Monégasque de Restauration.

Reason for departures of employees on non-permanent contracts*			
% end-of-contract departures	%	95.0%	95.6%
% departures for other reasons[47]	%	5.0%	4.4%
Total number of departures due to transfers or changes of operator	Number	6,152	7,148

*Excluding transfers and changes of operator

WORKPLACE HEALTH AND SAFETY	2021-2022	2020-2021
Frequency rate of workplace accidents with lost time[48]	21.94	24.10
Severity rate of workplace accidents[49]	0.98	1.02

TRAINING	2021-2022	2020-2021
Average number of training hours:		
Per employee	4.6	3.4
By employee category (managers/non-managers)[50]	11.6/3.4[27]	8.1/3.3[51]

CAREER DEVELOPMENT		2021-2022	2020-2021
% internal recruitment for managerial posts	%	58.6%	50.4%

DISABLED EMPLOYEES		2021-2022	2020-2021
% employees with a disability at the fiscal year-end	%	3.0%	3.4%
Number of employees with a disability hired during the fiscal year	Number	525	342

[47] Departures decided by the employer, mutually agreed, or for other reasons.
[48] Number of accidents with a least one day's lost time per million hours worked, for the Group's total workforce (employees on permanent and non-permanent contracts, casual workers and seasonal workers).
[49] Number of days' lost time due to workplace accidents (with at least one day's lost time) per 1,000 hours worked (employees on permanent and non-permanent contracts).
[50] Excluding Elior North America.
[51] Excluding Elior North America.

2.6.5 REPORT BY THE INDEPENDENT THIRD PARTY ON THE CONSOLIDATED NON-FINANCIAL PERFORMANCE STATEMENT IN THE MANAGEMENT REPORT

Year ended September 30, 2022

This is a free English translation of the report by one of the Statutory Auditors issued in French and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.

To the Shareholders' Meeting,

In our capacity as Statutory Auditor of Elior Group SA (hereinafter the "Company"), appointed as independent third party ("third party") and accredited by the French Accreditation Committee (Cofrac), under number 3-1886 rév. 0 (Cofrac Inspection Accreditation, scope available at www.cofrac.fr), we have conducted procedures to express a limited assurance conclusion on the historical information (observed or extrapolated) in the consolidated non-financial performance statement, prepared in accordance with the Company's procedures (hereinafter the "Guidelines"), for the year ended September 30, 2022 (hereinafter the "Information" and the "Statement", respectively), presented in the Group management report pursuant to the legal and regulatory provisions of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (*code de commerce*).

Conclusion

Based on our procedures as described in the section "Nature and scope of procedures" and the evidence we have obtained, no material misstatements have come to our attention that cause us to believe that the non-financial performance statement does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

Comments

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

- The reporting scope is not consistent across all the social, societal and environmental indicators as certain entities are excluded. In particular, the reporting scope for energy consumption is limited to sites for which the Group is directly invoiced by energy suppliers.
- Without impacting the fairness of the published performance, the reporting periods differ from the Group's fiscal year for societal and environmental indicators and some social indicators (3-month gap).
- Due to the decentralised organisation of the Group, certain policies are presented exclusively at local level. Similarly, certain policies are presented in a diffuse manner, and are not always accompanied by improvement goals, which hinders the understanding of the Group's initiatives and commitments.
- The indicator relating to the average percentage reduction in food waste is not calculated in a homogeneous manner within the Group and does not allow for a full assessment of the performance of the actions and policies implemented throughout the Group.
- The indicator relating to the percentage of healthy and plant-based ingredients at Elior France presents an uncertainty inherent to the reporting tool and the configuration methods used within the Group, in particular the amount of expenditure on healthy and plant-based ingredients.

Preparation of the non-financial performance statement

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

Accordingly, the Information must be read and interpreted with reference to the Guidelines, summarised in the Statement and available on request from its headquarters.

Limits inherent in the preparation of the information relating to the Statement

The Information may be subject to uncertainty inherent to the state of scientific and economic knowledge and the quality of external data used. Some information is sensitive to the choice of methodology and the assumptions or estimates used for its preparation and presented in the Statement.

Responsibility of the Company

Management is responsible for:

- selecting or determining the appropriate criteria for the preparation of the Information;
- preparing a Statement pursuant to legal and regulatory provisions, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies implemented with respect to these risks as well as the outcomes of these policies, including key performance indicators and the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- implementing such internal control as it determines is necessary to enable the preparation of Information that is free from material misstatement, whether due to fraud or error.

The Statement has been prepared by applying the Company's Guidelines as referred to above.

Responsibility of the Statutory Auditor appointed as independent third party

Based on our work, our responsibility is to express a limited assurance conclusion on:

- the compliance of the Statement with the requirements of Article R. 225-105 of the French Commercial Code;
- the fairness of the information provided pursuant to part 3 of sections I and II of Article R. 225-105 of the French Commercial Code, i.e. the outcomes of policies, including key performance indicators, and measures relating to the main risks, hereinafter the "Information."

As it is our responsibility to issue an independent conclusion on the information prepared by management, we are not authorised to participate in the preparation of the Information, as this could compromise our independence.

It is not our responsibility to provide a conclusion on:

- the Company's compliance with other applicable legal and regulatory provisions (particularly with regard to the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy), the duty of vigilance and the fight against corruption and tax evasion);
- the fairness of information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);
- the compliance of products and services with the applicable regulations.

Applicable regulatory provisions and professional guidance

We performed the work described below in accordance with our audit verification programme in application of Articles A. 225-1 *et seq.* of the French Commercial Code, the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement and with the international standard ISAE 3000 (revised - Assurance engagements other than audits or reviews of historical financial information).

Independence and quality control

Our independence is defined by Article L. 822-11-3 of the French Commercial Code and French Code of Ethics for Statutory Auditors (*Code de déontologie*). In addition, we have implemented a system of quality control including documented policies and procedures aimed at ensuring compliance with applicable legal and regulatory requirements, ethical requirements and the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) relating to this engagement.

Means and resources

Our work engaged the skills of six people between July and December 2022 and took a total of approximately seven weeks.

To assist us in conducting our work, we referred to our corporate social responsibility and sustainable development experts. We conducted around twenty interviews with people responsible for preparing the Statement.

This work involved the use of information and communication technologies allowing the work and interviews to be carried out remotely, without hindering the good execution of the verification process.

Nature and scope of procedures

We planned and performed our work taking account of the risk of material misstatement of the Information.

We consider that the procedures conducted in exercising our professional judgement enable us to express a limited assurance conclusion:

- We familiarized ourselves with the activities of all companies in the consolidation scope and the description of the principal risks.
- We assessed the suitability of the Guidelines with respect to their relevance, completeness, reliability, neutrality and clarity, taking into account, where appropriate, best practices within the sector.
- We verified that the Statement covers each category of information stipulated in section III of Article L. 225-102-1 governing social and environmental affairs, respect for human rights and the fight against corruption and tax evasion.
- We verified that the Statement provides the information required under Article R.225-105 II of the French Commercial Code where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under Article L.225-102-1 III, paragraph 2 of the French Commercial Code.
- We verified that the Statement presents the business model and a description of the principal risks associated with the activities of all the consolidated entities, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks.
- We referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented; and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important[52] and for which our work was carried out on the consolidating entity.
- We verified that the Statement covers the consolidated scope, i.e. all companies within the consolidation scope in accordance with Article L. 233-16, with the limits specified in the Statement.
- We obtained an understanding of internal control and risk management procedures implemented by the Company and assessed the data collection process aimed at ensuring the completeness and fairness of the Information.
- For the key performance indicators and other quantitative outcomes[53] that we considered to be the most important, we implemented:
  - analytical procedures that consisted in verifying the correct consolidation of collected data as well as the consistency of changes thereto;
  - substantive tests, on a sample basis and using other selection methods, that consisted in verifying the proper application of definitions and procedures and reconciling data with supporting documents. These procedures were conducted for a selection of contributing entities[54] and covered between 53% and 84% of the consolidated data selected for these tests.
- We assessed the overall consistency of the Statement in relation to our knowledge of the entire Company.

The procedures conducted in a limited assurance review are substantially less in scope than those required to issue a reasonable assurance opinion in accordance with the professional guidelines of the French National Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*); a higher level of assurance would have required us to carry out more extensive procedures.

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[52] Qualitative information: Innovations implemented in favour of the climate; Actions aimed at guaranteeing transparent information to guests; Policy on employee motivation and commitment; Methodological review of GHG emissions (scope 3).

[53] Social quantitative information: Total headcount as of September 30, 2022 (split by gender); Total number of arrivals; Total number of departures (split by reason); Work-related accident with lost time frequency rate; Work-related accident severity rate; Internal hiring rate for managerial positions.
Environmental quantitative information: Electricity consumption; Gas consumption; Fuel consumption of the vehicle fleet; GHG emissions (scope 1 and 2).
Societal quantitative information: Percentage of healthy and plant-based ingredients; Number of hygiene audits conducted; Percentage of sustainable disposable packaging; Average percentage of food waste reduction.

[54] Selected entities: Elior France and Elior Italy.

Paris-La Défense, December 19, 2022

One of the Statutory Auditors,

Deloitte & Associés

Frédéric Gourd Partner, Audit	Catherine Saire Partner, Sustainability Services

3

CORPORATE GOVERNANCE

3. CORPORATE GOVERNANCE – AFR

Board of Directors' Report on Corporate Governance

In application of Article L. 225-37 of the French Commercial Code, the main purpose of the Board of Directors' report on corporate governance is to provide information on the following:

- The membership of and conditions for preparing and organizing the work of the Board of Directors and the Board Committees.
- The restrictions on the powers of the Chairman and CEO.
- The compensation of the Company's directors and officers that will be submitted for shareholders' approval at the Annual General Meeting of February 23, 2023, notably the compensation policies for fiscal 2022-2023 and the components of the compensation and benefits paid during or awarded for fiscal 2021-2022.

This report was drawn up by the Board of Directors after consulting the members of the Executive Committee and representatives of the Group's various corporate functions. It was reviewed by the Audit Committee on November 21, 2022 and approved by the Board of Directors on December 19, 2022. It will be presented to the Company's shareholders at the next Annual General Meeting on February 23, 2023.

For all corporate governance matters, the Company refers to the AFEP-MEDEF Corporate Governance Code for listed companies, as revised in January 2020[1] (the "AFEP-MEDEF Code"), and to the recommendations issued by France's securities regulator, the Autorité des Marchés Financiers (AMF). In accordance with the "Comply or Explain" rule provided for in Article L. 22-10-10 of the French Commercial Code and referred to in Article 27 of the AFEP-MEDEF Code, the Company hereby states that it believes its corporate governance practices comply with the recommendations contained in the AFEP-MEDEF Code, with the exception of those mentioned in section 3.1.3 of this universal registration document.

The Company's Bylaws (the "Bylaws") and the Board of Directors' Rules of Procedure (the "Rules of Procedure") are available on the Company's website.

3.1 ADMINISTRATIVE AND MANAGEMENT BODIES

3.1.1 GOVERNANCE STRUCTURE

3.1.1.1 Management structure

The Company is a French *société anonyme* (joint-stock corporation) with a Board of Directors. On July 1, 2022 the Board of Directors decided to combine the roles of Chairman of the Board of Directors and Chief Executive Officer. In a context marked by changes in governance at the head of the Group, as well as the arrival of a new main shareholder and the current highly inflationary economy that is impacting operating margins, the Board considered it was in the Company's best interests to have a governance structure that facilitates fluid, lean and agile decision-making and strategic thought processes. The Board then appointed Bernard Gault to the position of Chairman and CEO as the directors felt he was the best person to successfully carry through the review of the strategic options launched when the Derichebourg group became the Company's new main shareholder and to ensure the continuity and success of the margin recovery plan he launched when he became the Group's Chief Executive Officer on March 1, 2022.

Best corporate governance practices are reflected in the Board of Directors' membership structure and operating procedures, the skills and ethics of its members, and the active role that the Board and its committees play in determining the Group's strategy and approving major decisions, as illustrated by the following:

a) 50% of the Board's members are independent directors (excluding the employee representative directors), in accordance with the recommendations of the AFEP-MEDEF Code, and a Senior Independent Director has been appointed, whose roles and responsibilities are described in the Rules of Procedure.

[1] Code available on the AFEP and MEDEF websites (https://afep.com/en/)

b) Two thirds of the members of the Audit Committee, including its chair, are independent directors and none of its members are executive directors.

c) The majority of the members of the Nominations and Compensation Committee, including its chair, are independent directors. An employee representative director also sits on this Committee. The Nominations Committee and the Compensation Committee were merged into a single committee on March 1, 2022 in order to create a more seamless and effective analysis and decision-making process.

d) The CSR (corporate social responsibility) Committee has three members, including an independent director and an employee representative director. This committee benefits from the experience and expertise of the Chairman and CEO, Bernard Gault, who chairs the committee. The CSR Committee has replaced the Strategy, Investments and CSR Committee since July 26, 2022. This was due to the fact that although in its capacity as the Company's new main shareholder, Derichebourg would have been the logical choice to chair the Strategy, Investments and CSR Committee this was not possible as the Derichebourg group has operations that compete with those of Elior Services. In addition, as CSR issues are central to the Group's strategy and business, the Board of Directors decided that there should be a specific Board committee dedicated to those issues and that other strategy and investments issues would be examined directly by the Board.

e) Relations between the Group's executives and the Board of Directors are organized in a balanced way, based on:

   (i) restrictions placed on the Chairman and CEO's powers (see Section 3.1.5 below) in relation to significant transactions (particularly the Group budget and major operations, (apart from those that do not fall within the Group's stated corporate strategy) as well as any acquisitions, investments, commitments and guarantees that exceed pre-defined thresholds); and

   (ii) the fact that executives regularly report to the Board on the Group's strategy, operations, performance, significant events and economic and financial indicators.

f) The Board and its committees had a high workload in 2021-2022, meeting 32 times to discuss the major issues and challenges facing the Group.

g) An annual review is carried out of the Company's corporate governance practices and the operating procedures of the Board and its committees in order to regularly identify priorities and areas for improvement.

The main provisions of the Company's Bylaws and the Board of Directors' Rules of Procedure – particularly relating to the Board's operating procedures and powers – are summarized in Chapter 5 of this Universal Registration Document, "Information about the Company and its Share Capital".

The Company's governance system, the members of the Board of Directors and the Board committees, as well as their operating procedures and work, are described in detail below, in compliance with the requirements of paragraph 1 of Article L. 22-10-10 of the French Commercial Code.

3.1.1.2 The Chairman and CEO

The Chairman and CEO exercises his powers within the scope of the corporate purposes and subject to the powers that are directly vested by law in shareholders and the Board of Directors.

The Chairman and CEO represents the Company in its dealings with third parties, and all of his actions are binding on the Company, even when they fall outside the scope of the corporate purposes unless it can be demonstrated that the third party knew – or in light of the circumstances could not have been unaware – that such actions exceeded the remit of the corporate purposes. Publication of the Bylaws does not, in itself, constitute adequate proof thereof.

Decisions taken by the Board of Directors that restrict the Chairman and CEO's powers (see Section 3.1.5 below) are not binding on third parties.

The Chairman and CEO's work is based on objectives set within the framework of the strategic roadmap as well as on goals established by the Board of Directors. He actively participates in all meetings of the Board of Directors (except for the meeting he does not attend in accordance with the AFEP-MEDEF Code recommendations) and reports regularly to the Board on the Company's operational management and on significant events in the life of the Group. As part of this role he is involved in defining and adjusting the Group's overall strategy.

The Chairman and CEO organizes and leads the Board's work and reports to shareholders on this work at the Annual General Meeting. He also ensures, in coordination with the Senior Independent Director, that the Company's governance structures function effectively and that directors are in a position to fulfill their duties.

In addition, the Chairman and CEO, also in coordination with the Senior Independent Director, is responsible for ensuring that good relations are maintained with the shareholders who are members of the Board of Directors, notably concerning corporate governance matters.

The Chairman and CEO is also in charge of relations with other shareholders, and in 2021-2022 he participated (with the Finance Department) in quarterly meetings with the shareholders to present the Group's performance. Communication channels are kept open at all times with shareholders and the financial community in general, with regular meetings held during the year. Shareholder relations can also be built through the conferences and roadshows organized by banking groups to meet existing and potential investors in the equity and debt markets. As part of their investment decision-making processes, many investment funds require a meeting with a company's executive management before investing in that company.

The Chairman and CEO also takes part in meetings with analysts and portfolio managers – held either in person at the Group's head office or remotely – which enable dialog with the investor community about Elior's strategy and performance, both in terms of financial and non-financial indicators.

In a context marked by changes in governance at the head of the Group, as well as the arrival of a new main shareholder and the current highly inflationary economy that is impacting operating margins, the Board considered it was in the Company's best interests to have a governance structure that facilitates fluid, lean and agile decision-making and strategic thought processes. Consequently, on July 1, 2022 the Board decided to combine the roles of Chairman of the Board of Directors and Chief Executive Officer, and appointed Bernard Gault as Chairman and CEO. The directors considered that he was the best person to successfully carry through the review of the strategic options launched when the Derichebourg group became the Company's new main shareholder and to ensure the continuity and success of the margin recovery plan launched when he became Chief Executive Officer on March 1, 2022.

Bernard Gault's term of office as Chairman and CEO ends at the same time as his term of office as a director, i.e. at the close of the Annual General Meeting to be held in 2026 to approve the financial statements for the year ending September 30, 2025.

Bernard Gault has been a director of the Company since March 9, 2018. His profile is set out in Section 3.1.2.1.2 below.

3.1.1.3 Vice Chairman

The Board of Directors may appoint a Vice Chairman, for a period that may not exceed their term of office as a director. The Vice Chairman may be reappointed and may be removed from office at any time by the Board.

The Vice Chairman replaces the Chairman of the Board of Directors if the Chairman is temporarily unable to perform his duties or in the event of his death. In the case of temporary unavailability, the Vice Chairman chairs the Board until the Chairman is able to take up his duties again. In the event of the Chairman's death, the Vice Chairman chairs the Board until a new Chairman is appointed.

Like the Chairman, the Vice Chairman's roles and responsibilities include the following:

- Being informed of major events that occur within the course of the Group's operations, during regular meetings with the Chairman and CEO.
- Meeting, when necessary, with key Group executives and making site visits in order to act on a fully-informed basis.
- Meeting with shareholders at their request, and passing on to the Board any concerns they may have about the Company's governance.

As at the date of this Universal Registration Document, the Board does not have a Vice Chairman.

3.1.1.4 Senior Independent Director

Based on the recommendation of the Nominations and Compensation Committee, the Board may appoint a Senior Independent Director from among the independent directors who have been a member of the Board for at least one year.

The Senior Independent Director is appointed for a period that may not exceed their term of office as a director. Their term as Senior Independent Director may be renewed based on the recommendation of the Nominations and Compensation Committee and they may be removed from office at any time by the Board.

The Senior Independent Director's main role is to ensure that the Company's governance structures function effectively. To this end, they are responsible for:

- Preventing conflicts of interest by raising awareness about facts or circumstances that could lead to such conflicts, and managing any conflicts of interest that may occur. The Senior Independent Director is informed by each director of any actual or potential conflicts of interest that arise and then relays this information to the Board of Directors. They also inform the Board of any actual or potential conflicts of interest that they may have identified themselves.

- Overseeing the periodic assessments of the Board of Directors' operating procedures.

In addition, the procedure put in place by the Board for selecting directors provides that the selection process must be carried out by the Nominations and Compensation Committee in coordination with the Chairman of the Board of Directors and the Senior Independent Director.

As part of their work, the Senior Independent Director may suggest to the Chairman of the Board of Directors:

(i) that additional points be included in a Board meeting agenda; and/or
(ii) that the Board of Directors meet for the purpose of a specific agenda concerning an important or urgent matter requiring an extraordinary Board meeting.

The Senior Independent Director ensures that the directors have the possibility of meeting the Group's executive managers and Statutory Auditors, in accordance with the provisions of the Rules of Procedure.

More generally, the Senior Independent Director ensures that the directors receive all the information they need to exercise their duties in the best possible conditions, as stipulated in the Rules of Procedure.

Once a year, the Senior Independent Director reports to the Board of Directors on their work.

As at the date of this Universal Registration Document, the Board of Directors has a Senior Independent Director – Gilles Auffret – who was appointed on March 9, 2018 and whose responsibilities include helping the Chairman of the Board with organizing the Board's work, liaising with the other directors, particularly the independent directors, and coordinating the directors' work. Gilles Auffret is also Chair of the Nominations and Compensation Committee.

As Senior Independent Director, Gilles Auffret's work during 2021-2022 notably comprised:

- Regularly communicating with the Chairman of the Board of Directors, the Chief Executive Officer and the other Board members.
- Overseeing, in coordination with the Chairman of the Board, the governance changes that took place in March and July 2022.
- Overseeing the work carried out to set up a ring-fencing system within the Board (see Section 3.1.2.1.5).
- Conducting, in coordination with the Board Secretary, the self-assessment process on the Board's operating procedures.
- Organizing and chairing the annual meeting of the Board's independent directors.

Gilles Auffret was most recently re-appointed as Senior Independent Director on March 1, 2022 for the period of his directorship, i.e. a two-year term expiring at the close of the Annual General Meeting to be held in 2024 to approve the financial statements for the year ending September 30, 2023.

3.1.1.5 Deputy Chief Executive Officer

On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more Deputy Chief Executive Officer(s), who must be individuals rather than legal entities, to assist the Chief Executive Officer in their work.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers vested in the Deputy Chief Executive Officer(s). A Deputy Chief Executive Officer has the same powers as the Chief Executive Officer in dealings with third parties.

As at the date of this Universal Registration Document the Company does not have a Deputy Chief Executive Officer.

3.1.1.6 Non-voting directors

In application of Article 19 of the Bylaws, the shareholders in an Ordinary General Meeting may elect one or more non-voting directors - who may or may not be shareholders - for a term of up to four years.

Non-voting directors are called to Board meetings which they attend in a purely advisory capacity. They are subject to the same rules and obligations as the other members of the Board of Directors with regard to respecting the confidentiality of Board discussions, the regulations on the prevention of insider trading and the rules applicable to conflicts of interests.

As at the date of this Universal Registration Document, the Board no longer has any non-voting directors. Celia Cornu – who previously served as a non-voting director, having been appointed on March 9, 2018 and re-appointed at the Annual General Meeting of February 28, 2022 – resigned from her position as non-voting director on July 1, 2022 when BIM exited the Company's capital.

Ms. Cornu was very regularly consulted in Board meetings due to her extensive experience and knowledge of the Group and its businesses.

3.1.1.7 Group Executive Committee

In accordance with the Rules of Procedure, the Group has put in place an Executive Committee, which is chaired by Bernard Gault and comprises the Group's key executives.

At November 30, 2022, the Executive Committee had the following thirteen members, including five women:

Name	Position
1. Rosario Ambrosino	Chief Executive Officer of Elior Italia
2. Anne-Laure Desclèves	Group Chief Communications and Public Affairs Officer
3. Arnaud Debart-Johner	Chief Human Resources Office, France and Group
4. Joanne Deval	Group Chief Information and Digital Officer
5. Jean-Yves Fontaine	Chief Executive Officer of Elior France
6. Esther Gaide	Group Chief Financial Officer
7. Bernard Gault	Group Chairman and CEO
8. Fabienne Lecuyer	Chief Procurement and Logistics Officer, France and Group
9. Floréal Peix	Chief Executive Officer of Elior Services
10. Antonio Llorens	Chief Executive Officer of Serunion
11. Olivier Poirot	Chief Executive Officer of Elior North America
12. Catherine Roe	Chief Executive Officer of Elior UK
13. Thierry Thonnier	Group Chief Legal and Compliance Officer and Board Secretary

Apart from Bernard Gault, none of the members of the Executive Committee are directors of the Company.

The Executive Committee's work covers the following areas:

- The preparation, implementation and follow-up of the execution of the "New Elior" strategic plan.
- Transformational issues that are of significant importance to the Group, especially regarding information systems, procurement, innovation, and human resources.
- The review, examination and approval of major operational contracts, in France and other countries, and related capital expenditure projects.
- Proposed acquisitions and divestments of assets and interests in companies, strategic partnerships and, more generally, any planned acquisitions.

The Executive Committee also examines the Group's operating and sales performance on a monthly basis and shares the information resulting from its division-by-division performance reviews.

It initiates and oversees cross-functional programs involving the sales and marketing, human resources, financial and management control, compliance and procurement functions, as well as optimization and productivity plans. The Executive Committee meets at monthly intervals or more frequently when required.

3.1.1.8 Group Corporate Committee

The Group also has a Corporate Committee, which is chaired by Bernard Gault and comprises the heads of its principal corporate functions.

At November 30, 2022, the Corporate Committee had the following eight members, including four women:

Name	Position
1. Jean-Pascal Dragon	Head of Group Strategic Planning and Business Development
2. Joanne Deval	Group Chief Information and Digital Officer
3. Esther Gaide	Group Chief Financial Officer
4. Bernard Gault	Group Chairman and CEO
5. Fabienne Lecuyer	Chief Procurement and Logistics Officer, France and Group
6. Arnaud Debart-Johner	Chief Human Resources Officer, France and Group
7. Anne-Laure Desclèves	Group Chief Communications and Public Affairs Officer
8. Thierry Thonnier	Group Chief Legal and Compliance Officer

Apart from Bernard Gault, none of the members of the Corporate Committee are directors of the Company.

The roles and responsibilities of the Corporate Committee notably include:

- Launching, overseeing and coordinating the Group's action plans regarding corporate and cross-business matters.
- Reviewing the main initiatives launched by the Group's corporate functions.
- Sharing feedback from front-line teams.

The Corporate Committee meets twice a month or more frequently when required.

3.1.1.9 Gender diversity in the Group's management bodies

In accordance with Articles 1.7 and 7 of the AFEP-MEDEF Code, the Group places particular importance on ensuring that there is balanced representation of men and women in its management bodies.

As at the date of this Universal Registration Document, 41% of the members of the Group Executive Committee and 43% of the Corporate Committee are women (versus 25% a year ago for each of the two Committees).

The Group is continuing to implement measures to promote gender diversity in top management posts. To this end, in early 2020 it set up:

- A working group dedicated to gender diversity, which currently comprises 14 representatives from the Group's various businesses and host countries.
- A new gender diversity steering committee, which is currently made up of eight executives from different operating countries and is chaired by Bernard Gault.

On July 7, 2020 this steering committee validated the Group's objectives and action plans aimed at promoting gender diversity within Elior. It meets three times a year and its latest meeting took place on July 28, 2022.

The results of the Group's gender diversity initiatives are tracked and reported every quarter for the main employee categories: non-managerial staff, managerial staff, site managers, sector managers, regional directors, and members of the Leaders Committee, country-level Executive Committees and the Group Executive Committee. Each of the Group's countries puts in place action plans aimed at increasing the proportion of women within the Group and the measures taken are shared among the various entities at project group meetings (see Section 2.5.4).

One of the Group's main objectives is to increase the proportion of women in its management bodies (the Group Executive Committee, country-level Executive Committees and Leaders Committee) to between 30% and 40% by 2025, and then between 40% and 60% by 2030. These objectives were defined and validated in 2020, and an initial timeframe of five years (i.e., until 2025) seemed the most appropriate for implementing the action plan and measuring the progress made. The decision for the timeframe was made after consulting with other companies that had previously launched a similar process, with the overall consensus that five years was the time required in order to see the first tangible results of change. The second timeframe, once again covering five years (until 2030) was then set for the objective of actually reaching gender parity (between 40% and 60% of women and men).

3.1.2 BOARD OF DIRECTORS

3.1.2.1 Members of the Board of Directors

The Company strives to ensure that the members of its Board of Directors have a wide diversity of skills and that there is a balanced representation of men and women in accordance with the recommendations of the AFEP-MEDEF Code. To achieve these objectives the Board has put in place a specific procedure for selecting directors, which is appended to the Board's Rules of Procedure (Appendix 4). This procedure was not used in 2021-2022 in view of the nature of the changes to the Board's membership structure that took place during the year (see table below).

As at the date of this Universal Registration Document, the Board comprises ten directors, four of whom are independent, four of whom are women and two of whom are employee representatives. In accordance with the French Commercial Code and the AFEP-MEDEF Code, the employee representative directors are not included in the calculation of the proportion of independent directors on the Board or its gender ratio. The Bylaws provide that directors and employee representative directors serve for four-year terms, but in order to enable the staggered re-election of directors the shareholders in a General Meeting can elect certain directors for a shorter term or reduce the terms of one or more directors.

Thirty percent of the Board's members (including the employee representative directors) have non-French nationality (American, Spanish and Portuguese).

As at the date of this Universal Registration Document, Elior Group's Board of Directors comprises the following ten members:

	Personal information			Information about the member's directorship					
	Age	Gender (M/F)	Number of Elior Group shares held at the date of this URD	Independent director	Number of directorships held in other listed companies	Date first elected/appointed	End of current term of office	No. of years on the Board	Membership of Board committees
Executive Director									
Bernard Gault, *Chairman and CEO* *French nationality*	64	M	4,000	x	1	March 9, 2018	2026 AGM	4	*CSRC (Chair)*
Senior Independent Director									
Gilles Auffret *French nationality*	75	M	65,703	√	0	June 11, 2014	2024 AGM	8	*AC and N&CC (Chair)*
Directors qualified as independent by the Board of Directors									
Anne Busquet *Dual French and American nationality*	72	F	2,370	√	2	March 11, 2016	2023 AGM	6	*N&CC*
Emesa Private Equity Represented by Inés Cuatrecasas *Spanish nationality*	39	F	8,751,223	√	0	March 1, 2022[1]	2024 AGM	1	*N&CC*
Fonds Stratégique de Participations Represented by Virginie Duperat-Vergne *French nationality*	47	F	9,050,000	√	1*	March 9, 2018	2026 AGM	4	*AC (Chair) and CSRC*
Employee representative directors									
Rosa Maria Alves *Portuguese nationality*	57	F	0	N/A	0	Nov. 24, 2020	Nov. 24, 2024	2	*N&CC*
Luc Lebaupin *French nationality*	43	M	0	N/A	0	Nov. 24, 2020	Nov. 24, 2024	2	*CSRC*
Non-independent directors									
Gilles Cojan *French nationality*	68	M	1,000	x	0	Nov. 1, 2017	2023 AGM	4	*AC*
Derichebourg SA Represented by Daniel Derichebourg *French nationality*	69	M	42,000,000	x	0	July 1, 2022[2]	2026 AGM	1	*N&CC*
Derichebourg Environnement SAS Represented by Françoise Mahiou *French nationality*	59	F	1,000	x	0	July 1, 2022[3]	2024 AGM	1	N/A

The symbol √ indicates compliance with the independence criteria used by the Company
The symbol x indicates non-compliance with the independence criteria used by the Company
N&CC: Nominations and Compensation Committee
CSRC: CSR Committee
AC: Audit Committee

[1] Corporacion Empresarial Emesa – which sold all of its interest in Elior (less than 1,000 shares) to Emesa Private Equity in April 2021 – had been elected as a director on March 11, 2016. On March 1, 2022 Corporacion Emresarial Emesa resigned as a director and the Board decided to appoint Emesa Private Equity to replace it. Both of these companies are part of the Emesa group.
[2] The Board's appointment of Derichebourg SA as a director will be submitted to the shareholders for ratification at the Annual General Meeting to be held on February 23, 2023.
[3] The Board's appointment of Derichebourg Environnement SAS as a director will be submitted to the shareholders for ratification at the Annual General Meeting to be held on February 23, 2023.

* Directorship held by the permanent representative of Fonds Stratégique de Participations. All of the directorships held by this legal entity are set out in Section 3.1.3.1.2 below.

The main posts held by the directors outside the Company and their profiles are provided in Section 3.1.3.1.2 below.

The table below provides a summary of the movements in the Board's membership structure in the fiscal year ended September 30, 2022 and up until the date of this Universal Registration Document.

Date of decision	Description	Effective date	Expiration date of term	Diversity characteristics
Feb. 28, 2022 (AGM)	Re-election of Philippe Guillemot	Feb. 28, 2022	2026 AGM (approval of financial statements for previous year)	N/A
	Re-election of Gilles Auffret	Feb. 28, 2022	2024 AGM (approval of financial statements for previous year)	N/A
	Re-election of Anne Busquet	Feb. 28, 2022	2023 AGM (approval of financial statements for previous year)	Female director – dual French-American nationality
	Re-election of FSP	Feb. 28, 2022	2026 AGM (approval of financial statements for previous year)	N/A
	Re-election of Bernard Gault	Feb. 28, 2022	2026 AGM (approval of financial statements for previous year)	N/A
	Re-election of Célia Cornu as non-voting director	Feb. 28, 2022	2026 AGM (approval of financial statements for previous year)	N/A
March 1, 2022 (Board of Directors' meeting)	Resignation of Philippe Guillemot	March 1, 2022	N/A	N/A
	Appointment by the Board of Emesa Private Equity as a director to replace Emesa Corporacion Empresarial	March 1, 2022	2024 AGM (approval of financial statements for previous year)	Female permanent representative – Spanish nationality
July 1, 2022 (Board of Directors' meeting)	Appointment by the Board of Derichebourg as a director to replace Philippe Guillemot	July 1, 2022	2024 AGM (approval of financial statements for previous year)	N/A
	Resignation of Servinvest	July 1, 2022	N/A	N/A
	Appointment by the Board of Derichebourg Environnement as a director to replace Servinvest	July 1, 2022	2024 AGM (approval of financial statements for previous year)	Female permanent representative

	Resignation of Sofibim	July 1, 2022	N/A	N/A
	Resignation of Robert Zolade (Honorary Chairman)	July 1, 2022	N/A	N/A
	Resignation of Célia Cornu (non-voting director)	July 1, 2022	N/A	N/A
	Resignation of Gilles Cojan as Chairman of the Board of Directors	July 1, 2022	N/A	N/A
	Appointment of Bernard Gault as Chairman and CEO	July 1, 2022	2026 AGM (approval of financial statements for previous year)	N/A

The changes shown in the above table were the only changes in the Board of Directors' membership structure during 2021-2022.

As at the date of this Universal Registration Document, half of the Board's members (excluding the two employee representative directors), i.e. four out of eight (50%), are independent directors, which complies with the proportion recommended in the AFEP-MEDEF Code for companies that do not have controlling shareholders.

Elior Group also places particular importance on ensuring that women make up a significant proportion of its Board members. As 50% of its directors (excluding the two employee representative directors), either directly or as representatives of corporate directors, are women, female representation on the Company's Board is above the threshold provided for by French law.

In accordance with the AFEP-MEDEF Code, the following table sets out the diversity policy applied within the Company's Board of Directors (excluding for the employee representative directors), showing the criteria taken into account, the policy's objectives, the implementation procedures and the results achieved in fiscal 2021-2022.

Criteria	Objectives	Implementation procedures and results achieved in fiscal 2021- 2022
Membership structure of the Board of Directors	Gender parity on the Board	The selection process for directors – which has been formally integrated into the Board's Rules of Procedure – enables diversity objectives for the Board's membership structure to be set, achieved and improved. **Proportion of women**: Gradual increase: - 22.22% at the March 10, 2015 AGM - 44.44% at the March 11, 2016 and March 10, 2017 AGMs - 55.5% at the close of the October 31, 2017 Board meeting - 40% at the March 9, 2018 and March 22, 2019 AGMs - 50% at the March 20, 2020 AGM - 44.44% at the February 26, 2021 AGM As at the date of this Universal Registration Document, 50% of the Board's members (excluding the employee representative directors) are women.
	Review of action required to ensure the best possible balance in terms of complementary profiles (international background and diversity)	**Non-French directors**: As at the date of this Universal Registration Document, 30% of the Board's members (including the employee representative directors) are non-French nationals.
		Experience: - Business organization/HR: Gilles Auffret, Anne Busquet, Bernard Gault - Knowledge of the contract catering and services sectors: Derichebourg SA (represented by Daniel Derichebourg), Gilles Cojan, Bernard Gault, Emesa (represented by Ines Cuatrecasas) - Strategy: Derichebourg SA (represented by Daniel Derichebourg), Derichebourg Environnement (represented by Françoise Mahiou), Gilles Cojan, Bernard Gault, Gilles Auffret, Emesa (represented by Ines Cuatrecasas), FSP (represented by Virginie Duperat-Vergne) - Economy/Finance: Gilles Cojan, FSP (represented by Virginie Duperat-Vergne), Bernard Gault, Derichebourg Environnement (represented by Françoise Mahiou) - Marketing/consumer behavior: Anne Busquet, Emesa (represented by Ines Cuatrecasas) - Innovation and digital: Anne Busquet, Emesa (represented by Ines Cuatrecasas) - International: Derichebourg SA (represented by Daniel Derichebourg), Gilles Cojan, Anne Busquet, Emesa (represented by par Ines Cuatrecasas), FSP (represented by Virginie Duperat-Vergne), Bernard Gault - Governance: Gilles Auffret, Bernard Gault, Derichebourg Environnement (represented by Françoise Mahiou), Gilles Cojan, Anne Busquet - CSR: Bernard Gault, FSP (represented by Virginie Duperat-Vergne)

Director independence	Reach a proportion of at least 50% independent directors (see Article 9.3 of the AFEP-MEDEF Code)	As at the date of this Universal Registration Document, 50% of the Board's members (excluding the employee representative directors) qualify as independent based on the criteria set in the AFEP-MEDEF Code and used by the Company.
Age of directors	No more than one third of directors over 80 years old (see Article 15.3 of the Bylaws).	As none of the Company's directors are over 80 years old, this objective has been met.

3.1.2.1.1 Director independence

As for other corporate governance matters, the Company refers to the AFEP-MEDEF Code for determining whether directors qualify as independent. A director is deemed to be independent when they have no relationship of any kind whatsoever with the Company, the Group or the management of either that may affect their judgment or create a conflict of interests between the director and the Company, the Group or the management of either. The independence criteria specified in the Board of Directors' Rules of Procedure are based on those in the AFEP-MEDEF Code.

When the four independent directors were elected, the criteria set out below were examined and considered as being fulfilled. These criteria are also examined by the Board on an annual basis. Therefore, in accordance with the AFEP-MEDEF Code and the Board's Rules of Procedure, for Elior Group an independent director is a director who:

- Is not, and has not been in any of the past five years:
  - an employee, officer or executive director of the Company;
  - an employee, officer or director of an entity that the Company consolidates;
  - an employee, officer or director of the parent of the Company or an entity consolidated by the Company's parent.
- Does not represent a shareholder that holds (directly or indirectly) over 10% of the Company's capital or voting rights.
- Is not an officer or executive director of an entity in which the Company holds a directorship, directly or indirectly, or in which an employee, officer or executive director of the Company (currently in office or who has held such office in the past five years) is a director.
- Is not, and does not have any direct or indirect ties with, a customer, supplier, commercial banker, investment banker or consultant:

that is material for the Company or for the Group; or

for which the Company or the Group represents a substantial proportion of its business.

The assessment of whether or not any relationship that a director may have with the Company or Group is significant is debated by the Board of Directors and the quantifiable and qualitative criteria used for this assessment must be explicitly set out in the corporate governance report.

In addition, an independent director must not:

- Have close family ties with a director or officer of the Company or the Group or with a shareholder that owns (directly or indirectly) over 10% of the Company's capital or voting rights.
- Have served as a statutory auditor of the Company or another Group entity at any time in the past five years.
- Have served as a director of the Company for more than twelve years.
- Receive, or have received, material compensation from the Company or the Group, (other than directors' remuneration), including all forms of share-based payments and all other forms of performance-related compensation.

A non-executive director cannot be qualified as independent if they receive cash- or equity-settled variable compensation or any other form of performance-related compensation from the Company or another Group entity.

The Rules of Procedure stipulate that the decision to qualify a director as independent must be discussed annually by the Nominations and Compensation Committee, which prepares a report on the issue for the Board of Directors. Each year, prior to the publication of the Annual Report, the Board of Directors assesses each director's situation in relation to the independence criteria, based on the Nominations and Compensation Committee's report. The Board's conclusions are presented to shareholders in the corporate governance report.

The situation of each director in relation to the independence criteria set out in the Board's Rules of Procedure based on the AFEP-MEDEF Code was reviewed by the Nominations and Compensation Committee at its meeting on November 21, 2022, and its findings were then reported to the Board of Directors. At its meeting on November 22, 2022, the Board qualified the following four of its members (excluding the employee representative directors) as independent:

1. Gilles Auffret
2. Anne Busquet
3. Emesa (represented by Ines Cuatrecasas); and
4. FSP (represented by Virginie Duperat-Vergne)

For fiscal 2021-2022, these four directors all met the independence criteria set out in the Rules of Procedure, which comply with the AFEP-MEDEF Code, in particular the criterion of not having any business relations with the Company or the Group. In addition, the Company does not have any business relations with any entity or group with which these independent directors have ties. Based on the Nominations and Compensation Committee's analysis, the Board considered that the 5.08% and 5.25% ownership interests held in Elior Group by Emesa and FSP respectively do not affect these corporate directors' judgment or create any conflict of interests.

Since March 2016, the Board of Directors has applied the recommendation issued by France's Haut Comité de Gouvernement d'Entreprise (High Committee of Corporate Governance) concerning the proportion of independent directors on corporate boards, which at the date of this Universal Registration Document is now the same as the recommendations contained in the AFEP-MEDEF Code.

The Board of Directors and the Nominations and Compensation Committee use the following evaluation matrix for their annual assessment of directors' independence and whenever directors are appointed, elected or re-elected.

Evaluation matrix used for assessing the independence of directors and permanent representatives of corporate directors *(excluding the employee representative directors)*

	B. Gault	G. Cojan	Derichebourg	Derichebourg Environnement	FSP	A. Busquet	Emesa	G. Auffret
Is not, and has not been in any of the past five years: -an employee, officer or executive director of the Company; - an employee, officer or director of an entity that the Company consolidates; - an employee, officer or director of the parent of the Company or an entity consolidated by the Company's parent.	x	x	√	√	√	√	√	√
Does not represent a shareholder that holds (directly or indirectly) over 10% of the Company's capital or voting rights.	√	√	x	x	√	√	√	√
Is not an officer or executive director of an entity in which the Company holds a directorship, directly or indirectly, or in which an employee, officer or executive director of the Company (currently in office or who has held such office in the past five years) is a director.	√	√	√	√	√	√	√	√
Is not, and does not have any direct or indirect ties with, a customer, supplier, commercial banker, investment banker or consultant that is material for the Company or for the Group; or for which the Company or the Group represents a substantial proportion of its business.	√	√	√	√	√	√	√	√
Does not have close family ties with a director or officer of the Company or the Group or with a shareholder that owns (directly or indirectly) over 10% of the Company's capital or voting rights.	√	√	x	√	√	√	√	√
Has not served as a statutory auditor of the Company or another Group entity at any time in the past five years.	√	√	√	√	√	√	√	√
Has not served as a director of the Company for more than twelve years.	√	√	√	√	√	√	√	√
Does not receive, and has not received, material compensation from the Company or the Group, (other than directors' remuneration), including all forms of share-based payments and all other forms of performance-related compensation.	x	x	√	√	√	√	√	√
Result of the review: director qualified as independent	x	x	x	x	√	√	√	√

3.1.2.1.2 Profiles of the members of the Board of Directors as at the date of this Universal Registration Document

Bernard Gault
Chairman and CEO

Age: 64

Nationality: French

Business address:
9-11 allée de l'Arche
92032 Paris La Défense
(France)

Number of Elior Group shares held at November 30, 2022: 4,000

Bernard Gault is an investment banker and investor and is the founding partner of the investment firm Barville & Co, formed in 2016. He is also a founding partner of Perella Weinberg Partners, a firm set up in 2006 that offers financial advisory and asset management services. He began his career in 1982 at Compagnie Financière de Suez before joining Morgan Stanley in 1988 where he went on to serve as Managing Director until 2006. He holds degrees from Ecole Centrale Paris and Institut d'Etudes Politiques de Paris.

Bernard Gault has been a director of Elior Group since March 9, 2018.

Member of an Elior Group Board committee: Yes – the CSR Committee (Chair)

Independent director: No

Other directorships and positions held at September 30, 2022 (outside the Elior group):

- Chairman of Prime Vineyards Partners (Luxembourg, unlisted company)
- Lead Director of OVH Group (France, listed company)
- Director of Peugeot Invest UK (United Kingdom, unlisted company)
- Legal Manager of SCEA Domaine de la Vigne aux Dames (France, unlisted company)
- Legal Manager of SCI du Mas de la Foux (France, unlisted company)
- Legal Manager of SCI de la Vigne aux Dames (France, unlisted company)
- Chairman of Fondation Centrale Supélec (France, unlisted company)
- Member of the Management Board of Château Olivier (France, unlisted company)
- Member of the Supervisory Board of Domaine Bethmann (France, unlisted company)
- Legal Manager of Domaines Partners SA (Luxembourg, unlisted company)

Directorships and positions held during the past five years which have expired:

- Chairman of A.S.H.S. Ltd (Anya Hindmarch)
- Chairman of Wild Spirits
- Legal Manager of SCI de la Troika
- Director of Balmain S.A. (France, unlisted company)
- Senior Advisor at Perella Weinberg Partners (United States, unlisted company)
- Director of Fondation de l'Orchestre de Paris (France, unlisted company)
- Director of Fonds Saint Michel (France, unlisted company)

Gilles Auffret
Senior Independent Director

Age: 75

Nationality:
French

Business address:
9-11 allée de l'Arche
92032 Paris La Défense
(France)

Number of Elior Group shares held at November 30, 2022:
65,703

Gilles Auffret is currently Chairman of the Board of Directors of Terreal and a member of the Supervisory Board of Seqens. Between 1999 and 2013, he held various executive positions in the Solvay Rhodia group, including Chief Operating Officer (2001-2012), Chief Executive Officer (2013) and member of the Rhodia Executive Committee (2013). From September 2011 to the end of 2013, he was also a member of the Solvay Executive Committee. Between 1982 and 1999, Mr. Auffret held various executive positions in the Pechiney group, including Vice President of the Aluminium Metal Division and Chief Executive Officer of Aluminium Pechiney from 1994 to 1999. Prior to that, he served as an auditor with the French national audit office (Cour des Comptes) from 1975 to 1978 and as a project manager in the French Industry Ministry between 1978 and 1982. Gilles Auffret is a graduate of Ecole Polytechnique, Institut d'Etudes Politiques de Paris, Ecole Nationale de la Statistique et de l'Administration Économique and École Nationale d'Administration.

Member of an Elior Group Board committee: Yes – the Nominations and Compensation Committee (Chair) and the Audit Committee

Independent director: Yes

Other directorships and positions held at September 30, 2022 (outside the Elior group):

- Chairman of the Board of Directors of Terreal (France, unlisted company)
- Member of the Advisory Committee of Azulis (France, unlisted company)

Directorships and positions held during the past five years which have expired:

- Chairman of the Supervisory Board of Azulis (France, unlisted company)
- Member of the Supervisory Board of Seqens (France, unlisted company)

Anne Busquet
Independent director

Age: 72

Nationality:
French and American

Business address:
936 5th Ave, New York, NY, 10121 (United States)

Number of Elior Group shares held at November 30, 2022:
2,370

Anne Busquet has been principal at AMB Advisors LLC in New York since 2006. She began her career in 1973 at Hilton International before joining the American Express group in 1978, where she remained until 2001, occupying several executive posts. She then served as President of AMB Advisors LLC from 2001 to 2003, when she joined InterActiveCorp as President of Travel Services and was subsequently appointed CEO of Local and Media Services.

Member of an Elior Group Board committee: Yes – the Nominations and Compensation Committee

Independent director: Yes

Other directorships and positions held at September 30, 2022 (outside the Elior group):

- Managing Director of Golden Seeds, Inc. (United States, unlisted company)
- Director of Pitney Bowes, Inc (United States, listed company)
- Director of CareCloud (United States, listed company)

Directorships and positions held during the past five years which have expired:

- Director of Intercontinental Hotels Group PLC (United Kingdom, listed company)

Age: 68

Nationality:
French

Business address:
9-11 allée de l'Arche
92032 Paris La Défense
(France)

Number of Elior Group shares held at November 30, 2022:
1,000

Gilles Cojan
Director

Gilles Cojan graduated from ESSEC business school in 1977. He joined Elior in 1992, first as Chief Financial Officer before going on to become CEO of Elior International. Throughout this time, he also held the position of Chief Strategy Officer for the Elior group. In 2007, Mr. Cojan was appointed as a member of Elior's Supervisory Board, sitting alongside Robert Zolade and representatives of Charterhouse, and has served on the Board of Directors since the Company was re-listed in June 2014. He is also a member of Elior Group's Audit Committee and was the Chairman of the Board of Directors from November 1, 2017 until July 1, 2022.
Acting alongside Elior's founders – Robert Zolade and Francis Markus – Mr. Cojan ensured the success of the Company's first MBO organized in 1992 and completed in 1996. Then, again with the founders, he organized two successive LBOs for the contract catering and concession catering businesses, which resulted in the creation of the Elior group in 1997. As from that date he directly led the Group's internationalization strategy, enabling it to successively enter the UK, Spanish and Italian markets. Gilles Cojan was the driving force behind a number of the major partnerships that stepped up the pace of the Group's growth, including the partnership set up in 2001 with the Spanish company Areas, which helped the Group strengthen its leadership position in concession catering, and subsequently the alliance forged in 2013 with the founder of THS, which underpinned Elior's rapid development strategy in the United States. In 2000, he oversaw Elior's IPO and then in 2006, with Robert Zolade, he organized the Company's voluntary stock market de-listing followed by a new LBO carried out with the aim of accelerating the Group's development. In 2010, he was behind the idea of creating a "services" business, which has now become an integral part of the Group.
Since 2006, Mr. Cojan has also been the CEO of BIM (Elior Group's main shareholder until June 2022). Before joining Elior, in 1990 he took on the position of head of the Financing and Treasury department at Valeo. Prior to that he worked at Banque Transatlantique where he was CEO of its subsidiary, GTI Finance, having previously served between 1978 and 1986 as Treasurer for the pharmaceutical group Servier.

Member of an Elior Group Board committee: Yes –the Audit Committee

Independent director: No

Other directorships and positions held at September 30, 2022 (outside the Elior group):
- Chief Executive Officer of BIM SAS (France, unlisted company)
- Chairman of Artalor SAS (France, unlisted company)
- Chairman of Ori Invest SAS (France, unlisted company)
- Chairman and member of the Strategy Committee of N Développement SAS (France, unlisted company)
- Member of the Supervisory Board of Novétude Stratégie (France, unlisted company)

Directorships and positions held during the past five years which have expired:
- Permanent representative of BIM SAS as a director of El Rancho SA (France, unlisted company)
- Chairman of the Board of Directors and member of the Strategy, Investments and CSR Committee of Elior Group (France, listed company)
- Chief Executive Officer of Sofibim Bagatel SAS (France, unlisted company)

Derichebourg SA (Derichebourg)
Represented by Daniel Derichebourg
Director

DERICHEBOURG

Registered office:
119 avenue du Général Michel Bizot, 75012 Paris (France)

Registration number:
352 980 601 RCS Paris

Number of Elior Group shares held at November 30, 2022:
42,000,000

Information about Derichebourg:
Derichebourg SA has been Elior Group's main shareholder of since June 2022.

Member of an Elior Group Board committee: Yes – the Nominations and Compensation Committee

Independent director: No

Other directorships and positions held at September 30, 2022 (outside the Elior group):

- President of Derichebourg Océan Indien (France, unlisted company)

Directorships and positions held during the past five years which have expired:

None

Profile of Daniel Derichebourg
Permanent representative of Derichebourg SA

Age: **69**

Nationality:
French

Business address:
119 avenue du Général Michel Bizot, 75012 Paris (France)

Number of Elior Group shares held at November 30, 2022:
0

Daniel Derichebourg has been Chairman of the Board of Directors and Chief Executive Officer of Derichebourg SA since June 29, 2006.

A self-made man, he began his career cleaning out basements to help his father in the family's small scrap metal business. He took control of that company – CFER – in 1996 and also oversaw the restructuring and development of Compagnie Française des Ferrailles (which became CFF Recycling).

Between 2004 and 2006 he led the acquisition and restructuring of the Penauille Polyservices Group before it was merged with CFF Recycling in July 2007.

Daniel Derichebourg now oversees major strategic decisions of the Derichebourg group and leads its growth strategy (including the acquisitions in recent years of Lyrsa and ECORE in the recycling industry).

Other directorships and positions held at September 30, 2022 (outside the Elior group):

Chairman and CEO	CFER	Derichebourg (France, listed company)
Chairman	Derichebourg Environnement Derichebourg Valorisation	Financière DBG
Director	CFER Derichebourg	Paris Sud Hydraulique Quodam
Legal manager	DBG SCEA du Château Guiteronde SCEA Domaine des Demueyes SCEA Domaine du Château de Cremat SCEA Les Ceps de Toasc SCEV Château La Rose Pourret SCEV Domaine du Château Guiteronde SCI Bernes & Bruyères	SCI Financière des Eaux SCI Hebson SCI Le Poirier de Piscop SCI Les Chênes SCI Les Myrtes du Détroit Societé des Demueyes Société Immobilière Diversification et Avenir – IDA I

Directorships and positions held during the past five years which have expired:

Legal manager	SCI du Parc des Chantereines	
Director (Companies outside France)	CFF Recycling UK Ltd (UK) Derichebourg A&D Développement (Morocco) Derichebourg Aqua Maroc (Morocco) Derichebourg Casablanca (Morocco) Derichebourg Ifrane (Morocco) Derichebourg Imintanout (Morocco)	Derichebourg Intérim Formation Évolution Maroc (Morocco) Derichebourg Kenitra (Morocco) Derichebourg Mazagan (Morocco) Derichebourg Rabat (Morocco) Derichebourg Sidi Bennour (Morocco) Derichebourg Sidi Allal El Bahraoui (Morocco) Derichebourg Recycling

	SCI de Fondeyre SCI Dero Immo SCI du Parc des Chanteraines SCI Financière des Sources	Société Immobilière Diversification et Avenir – IDA II Société Immobilière Diversification et Avenir – IDA III Société Immobilière Diversification et Avenir – IDA IV Société Immobilière Diversification et Avenir – IDA V	Mexico (Mexico)
Legal representative	Les Arrayanes (SCI Hebson) SCI Bougainvillier Rose (SCI Hebson) Les Buis de Châteauvieux (SCI Hebson) SCI Caroubier (SCI Hebson) SCI de l'Orme Argent (SCI Hebson) SCI du Merisier Rouge (SCI Hebson) SCI Eucalyptus (SCI Hebson) SCI GAO (SCI Hebson)	SCI Les Arbousiers (SCI Hebson) SCI Les Coquetiers (Sté des Demueyes) SCI Les Lauriers (SCI Hebson) SCI Les Magnolias (SCI Hebson) SCI Merisier Rouge (SCI Hebson) SCI Les Mûriers (SCI Hebson) SCI Les Noisetiers (SCI Hebson)	
Chairman (company outside France)	Derichebourg Recycling USA, Inc. (USA)		
Deputy Chairman (company outside France)	TBD Finances (Belgium)		
Director, (companies outside France)	Derichebourg España, S.A. (Spain)	Derichebourg Recycling USA, Inc. (USA)	
Managing Partner (company outside France)	DBG Finances (Belgium)		

Derichebourg Environnement SAS (Derichebourg Environnement)
Represented by Françoise Mahiou
Director

Registered office:
119 avenue du Général Michel Bizot, 75012 Paris (France)

Registration number:
491 974 861 RCS Paris

Number of Elior Group shares held at the date of this document:
1,000

Information about Derichebourg Environnement:
Derichebourg Environnement SAS is a subsidiary of the Derichebourg group, Elior Group's main shareholder since June 2022.

Member of an Elior Group Board committee: No

Independent director: No

Other directorships and positions held at September 30, 2022 (outside the Elior group):

- Director of AFM Recyclage (France, unlisted company)
- Director of Allo Casse Auto (France, unlisted company)
- Director of Valerco (France, unlisted company)

Directorships and positions held during the past five years which have expired:

- Director of Polyurbaine (France, unlisted company)

Profile of Françoise Mahiou
Permanent representative of Derichebourg Environnement SAS

Age: **59**

Nationality:
French

Business address:
119 avenue du Général Michel Bizot, 75012 Paris (France)

Number of Elior Group shares held at November 30, 2022:
1,800

Engineer and Hec Exe, Françoise MAHIOU is a certified director from Sciences Po Paris and and a member of the French Institute of Directors (IFA).

Operating Partner, Françoise MAHIOU advises and assists chiefs executives, shareholders and their teams, to answer to the business and strategic needs that create value for the ENterprise and stakeholders (M&A, Due Diligences, Targets, Operational Integrations, Turnaround, ChangeManagement …).

Some dates in the professional life of Françoise MAHIOU:

1988/1990: Great Projects Engineer of the integrated Project Management team in charge of the study and the construction of the stations of the first automatic metro line of Toulouse (Sofretu/Sotec became Systra): Engineering, Architecture, Design, Management, ISO quality are on the program, in very tight deadlines.

Her experience in Toulouse is complemented by tertiary and industrial buildings for private investors and real estate developers (Sopra / Kaufman & B).

1991/2003: Françoise MAHIOU creates and runs, for Sodeteg Thomson (= Thales), the Public Private Tertiary Buildings Engineering Division with an environmental approach at the service of the Builders and Architects: Ecole des Mines de Nantes (Aymeric Zublena), Museum of Free Fields at Rennes (Christian de Portzamparc), University of Medicine of Tours (lvars and Ballet), Extension of the Luxembourg Museum of Paris (Senate), Due Diligence for Oppenheim, Feasibility of the City Center of Casablanca (Alliances ACCOR Group), Headquarters of the DGAC — The French Directorate General of Civil Aviation (JF Jodry). She assists the Senator Mayor, Serge Vingon, in the programming of the Pole of Gold.

2004/2006: General Manager of the Segula Group's Services Pole, Françoise MAHIOU develops it to the Energy / Transport / lndustries Process Branch through external (M&A) and internal growth, and, also, with the key accounts referrals: Areva, EDF, Dassault, RATP, Essilor....

2007/2012: Francoise MAHIOU manages operatively the AREP Group, a subsidiary of SNCF Holding Company, as Deputy General Manager: she organizes it the complete restructuring with a CSR axis: HR (Barometer of opinion, Barostress, Seniors Plan, Profit sharing…), project-oriented finance, remote information systems, legal stabilization, launch of internal communication, acquisitions, for sustainable growth.

2016: Francoise MAHIOU is appointed to the board of the directors of DERICHEBOURG, she is a member of the audit, nominations and compensation committees.Mrs. Françoise Mahiou is also a member of the Company's Audit Committee and the Appointments and Remuneration Committee. Mrs. Françoise Mahiou holds no other position within the Company or any other Group company.

2022: Françoise MAHIOU is appointed Member of the Board of Directors of Elior Group as the Permanent Representative of Derichebourg Environnement SAS

Other directorships and positions held at September 30, 2022 (outside the Elior group):
- Director and member of the Audit Committee and the Appointments and Remuneration Committee of Derichebourg SA (France, listed company)
- Chair of ASCIUS SAS (France, unlisted company)

Directorships and positions held during the past five years which have expired:

None

Emesa Private Equity S.L. (Emesa)
Represented by Inés Cuatrecasas
Independent director

Registered office:
579-587 avenida Diagonal, 08014, Barcelona (Spain)

Registration number:
B05379011

Number of Elior Group shares held at November 30, 2022:
8,751,223

Information about Emesa:
Emesa holds 8,751,223 Elior Group shares, representing 5.08% of the Company's capital

Member of an Elior Group Board committee: Yes – the Nominations and Compensation Committee

Independent director: Yes

Other directorships and positions held at September 30, 2022 (outside the Elior group):
- Director of Devicare S.L. (Spain, unlisted company)

Directorships and positions held during the past five years which have expired:

None

Profile of Inés Cuatrecasas
Permanent representative of Emesa

Age: **39**

Nationality:
Spanish

Business address:
579-587 avenida Diagonal, planta 10, 08014, Barcelona (Spain)

Number of Elior Group shares held at November 30, 2022:
0

Inés Cuatrecasas is the executive Vice-president of Emesa Corporación Empresarial. She is a graduate of ESDI Design school in Barcelona. She began her career in Privalia SL (Part of Veepee) as a Production director. In 2009 she co-founded the clothing company Mille Collines in East Africa. She has been the CEO of the brand until 2019. She is now a member of the Board of directors. In 2011 she was awarded with the young social entrepreneurship award by Universidad Europea of Madrid and in 2012 by the YAN fellowship for social entrepreneurs in the US. Inés Cuatrecasas was a Panelist at the Retail Congress of Africa held in Johannesburg as well as at APD held in Barcelona, III Forum for Emerging Markets. In 2021 she joined Emesa Corporación Empresarial, where she also serves as a member of the board of directors of several Emesa's portfolio companies, including Elior Group.

Other directorships and positions held at September 30, 2022 (outside the Elior group):
- Vice-Chair of the Board of Directors of Emesa Corporacion Empresarial (Spain, unlisted company)
- Director of Bella Aurora Labs S.A. (Spain, unlisted company)
- Director of Mille Collines Cape Town PTY (South Africa, unlisted company)
- Director of Pongo Trasteros (Spain, unlisted company)
- Member of Barcelona Global (Spain, not-for-profit organization)
- Trustee of Africa Digna Foundation (Spain, not-for-profit organization)

Directorships and positions held during the past five years which have expired:
- Director of Kawakan S.L. (Spain, unlisted company)

FSP

Registered office:
47, rue du Faubourg Saint-Honoré, 75008 Paris

Registration number:
753 519 891 R.C.S. Paris

Number of Elior Group shares held at November 30, 2022:
9,050,000

Fonds Stratégique de Participations (FSP)
Represented by Virginie Duperat-Vergne
Independent director

Information about FSP:
FSP holds 9,050,000 Elior Group shares, representing 5.25% of the Company's capital.

Member of an Elior Group Board committee: Yes – the Audit Committee (Chair) and the CSR Committee

Independent director: Yes

Other directorships and positions held at September 30, 2022 (outside the Elior group):

- Director of Arkema (France, listed company)
- Director of Groupe Seb (France, listed company)
- Director of Eutelsat Telecommunications (France, listed company)
- Director of Tikehau Capital (France, listed company) and its holding company, Tikehau Capital Advisor (France, unlisted company)
- Director of Safran (listed company), indirectly via a joint venture set up in partnership with another major Safran shareholder
- Director of Neoen (France, listed company)
- Director of Valeo (France, listed company)
- Director of Believe (France, listed company)
- Director of Soitec (France, listed company)

Directorships and positions held during the past five years which have expired:

- Director of Zodiac Aerospace (France, unlisted company)

Age: 47

Nationality:
French

Business address:
9-11 allée de l'Arche
92032 Paris La Défense
(France)

Number of Elior Group shares held at November 30, 2022:
0

Profile of Virginie Duperat-Vergne
Permanent representative of FSP

Virginie Duperat-Vergne is Chief Financial Officer and a member of the Management Board at the Arcadis group. From December 2017 through March 2019, she was Chief Financial Officer at the Gemalto group, prior to which she was Deputy Chief Financial Officer and a member of the Senior Leadership Team at TechnipFMC. During the seven years she spent with the TechnipFMC group, she held various leadership positions in the executive finance team.

Virginie Duperat-Vergne began her career as an external auditor and spent more than ten years at Arthur Andersen, then Ernst & Young (now EY) before joining the Canal+ Group as Compliance Officer for Accounting Standards. She holds a master's degree in management from Toulouse Business School.

Other directorships and positions held at September 30, 2022 (outside the Elior group):

- Member of the Management Board of the Arcadis group (Netherlands, listed company) and director of several Arcadis group subsidiaries
- Director on one of the Advisory Boards of BPI France's Accélérateur ETI 2018/2019 program

Directorships and positions held during the past five years which have expired

- Director of several subsidiaries of the Technip and TechnipFMC groups, including Technip France
- Chair of Gemalto Treasury Services, a Gemalto group subsidiary

Age: 57

Nationality:
Portuguese

Business address:
1 bd du Général Delambre
95870 Bezons
(France)

Number of Elior Group shares held at November 30, 2022:
0

Rosa Maria Alves
Employee representative director

Rosa Maria Alves is currently Facility Management Director for the Ile de France region within the Elior group. She first joined Elior as a project manager in the Health & Welfare sector and subsequently became a team leader in that sector before going on to become an Operations Director.

She was appointed as an employee representative director on Elior Group's Board of Directors at the plenary meeting of the Group Works Council held on November 24, 2020.

Member of an Elior Group Board committee: Yes – the Nominations and Compensation Committee

Other directorships and positions held at September 30, 2022 (outside the Elior group):

- None

Directorships and positions held during the past five years which have expired:

- None

Age: 43

Nationality:
French

Business address:
9-11 allée de l'Arche
92032 Paris La Défense
(France)

Number of Elior Group shares held at November 30, 2022:
0

Luc Lebaupin
Employee representative director

Luc Lebaupin began his career in the retail industry before joining the contract catering and services sector as a regional manager. He has been with the Elior group since 2009, working as Key Account Development Manager for Elior Santé and then in the same position for Elior Entreprises. Since 2019 he has been in charge of external relations for Elior Entreprises.

Luc Lebaupin holds an MBA in strategy and economic intelligence from the Ecole de Guerre Economique (2018) and is certified as an auditor by the Institut des Hautes Etudes de Défense Nationale (IHEDN). He was appointed as an employee representative director on Elior Group's Board of Directors at the plenary meeting of the Group Works Council held on November 24, 2020.

Member of an Elior Group Board committee: Yes –the CSRCommittee

Other directorships and positions held at September 30, 2022 (outside the Elior group):

- None

Directorships and positions held during the past five years which have expired:

- None

3.1.2.1.3 Profiles of the members of the Board of Directors who left the Board during the fiscal year

Age: 63

Nationality:
French

Business address:
9-11 allée de l'Arche
92032 Paris La Défense
(France)

Number of Elior Group shares held at November 30, 2022:
N/A

Philippe Guillemot
Chief Executive Officer and a director until March 1, 2022

Between 2013 and 2016, Philippe Guillemot was Chief Operating Officer at Alcatel-Lucent, a global company with significant exposure to the US market and at the heart of the digital revolution. He was brought into the company to draw up a business recovery and transformation plan and subsequently oversaw Alcatel-Lucent's integration into Nokia. From 2010 through 2012, he was CEO and a Board member at Europcar, where he modernized the company's brand image and offerings to make them more appealing and more suited to customer expectations. During his time with Europcar he also launched a large-scale plan to improve operating efficiency in very challenging market conditions.
From 2004 through 2010, Mr. Guillemot served as Chairman and CEO of Areva Transmission and Distribution (T&D), which subsequently became a division of Alstom, and was a member of Areva's Executive Committee. In this role he successfully implemented two strategic plans to turn around the business and significantly boost its profitability. During the six years he was with Areva T&D, the entity extensively enlarged its international footprint, doubled its revenue and increased its value fourfold.

Before joining Areva T&D, Mr. Guillemot was a member of the Executive Committees at the automotive suppliers Faurecia (2001-2003) and Valeo (1998-2000). At both of these companies he oversaw the global expansion of divisions with revenue of several billion euros. Prior to that he held executive posts at Michelin (1993-1998 and 1983-1989), where he was appointed to his first Executive Committee position at the age of thirty-six. Alongside Edouard Michelin he was the architect behind the product line-based organization structure that enabled Michelin to pursue a profitable growth trajectory.
Philippe Guillemot holds an MBA from Harvard University and is a graduate of the French engineering school, École des Mines de Nancy. He is also a knight of the French National Order of Merit.

Philippe Guillemot was Chief Executive Officer of Elior Group from December 5, 2017 through March 1, 2022.

Member of an Elior Group Board committee(s): No

Independent director: No

Registered office: 54 avenue Marceau – 75008 Paris (France) Registration number: 508 292 083 RCS Paris Number of Elior Group shares held at November 30, 2022: N/A	**Sofibim** Represented by Robert Zolade **Director until July 1, 2022** **Information about Sofibim:** Sofibim is the holding company of the Sofibim group and exercises exclusive control over BIM, Elior Group's main shareholder until June 2022. **Member of an Elior Group Board committee(s):** Was a member of the Nominations Committee, and Chair of the Strategy, Investments and CSR Committee **Independent director**: No

Profile of Robert Zolade
Permanent representative of Sofibim and Honorary Chairman of Elior Group's Board of Directors until July1, 2022

Age: 82

Nationality: French

Business address: 54 avenue Marceau – 75008 Paris (France)

Number of Elior Group shares held at November 30, 2022: N/A

Robert Zolade is the Chairman and controlling shareholder of Sofibim, which in turn exercises exclusive control over BIM (Elior Group's main shareholder until June 2022). He is the co-founder of the Elior group and served as its Co-Chairman and then Chairman from its creation in 1991 until 2010. Prior to that, he held various senior management positions within the Accor group, including Chairman and Chief Executive Officer of Société Générale de Restauration in 1990, and Chief Executive Officer of Compagnie Internationale des Wagons-Lits et de Tourisme from 1990 to 1992. Robert Zolade is a graduate of Institut d'Etudes Politiques de Paris (IEP) and also holds a law degree and a post-graduate degree in economics.

Main professional activity: permanent representative of Sofibim as a director of Elior Group, and Honorary Chairman of Elior Group's Board of Directors. Robert Zolade is Chairman of Sofibim and chairs Sofibim's Strategy Committee, which was previously responsible for defining the Elior group's strategy.

Registered office: 54 avenue Marceau – 75008 Paris (France) Registration number: 383 811 536 RCS Paris Number of Elior Group shares held at November 30, 2022: N/A	**Servinvest** Represented by Sophie Javary **Director until July 1, 2022** **Information about Servinvest:** Servinvest is a company whose legal manager is Robert Zolade **Member of an Elior Group Board committee**: No **Independent director**: No

Profile of Sophie Javary
Permanent representative of Servinvest until July 1, 2022

Age: 63

Nationality: French

Business address: 37, place du Marché Saint Honoré, 75001 Paris (France)

Number of Elior Group shares held at November 30, 2022: N/A

A graduate of HEC business school, Sophie Javary began her career in 1981 at the Bank of America in Paris before moving to Indosuez. In 1994 she joined Rothschild as head of ECM origination. Between 2000 and 2007, Ms. Javary headed up ABN-AMRO Rothschild in Freance on behalf of Rothschild. In January 2002 she was appointed Managing Partner at Rothschild, where she co-managed the financing and European restructuring advisory business between 2008 and 2010. In February 2011, she joined BNP Paribas as Consultant Banker for a portfolio of key accounts for which she has managed their global relations with the bank ever since. Between January 2014 and October 2018, she headed up all of BNP Paribas' corporate finance activities (M&A and primary equity market advisory services) for the Europe, Middle East and Africa region (EMEA). Since October 2018, she has served as Vice-Chairman CIB EMEA at BNP Paris, devoting all of her time to business development and strategy advisory services for major corporate and private equity clients. She is a member of BNP Paribas' G100 group of its top 100 executives.

In 2013, Sophie Javary became a Knight of the French Legion of Honor.

Registered office: 579-587 avenida Diagonal, 08014, Barcelona (Spain) Registration number: B58138512 Number of Elior Group shares held at November 30, 2022: 1,000	**Emesa Corporacion Empresarial (Emesa)** Represented by Vanessa Llopart **Independent director until March 1, 2022** **Information about Emesa:** Emesa Corporacion Empresarial holds 1,000 Elior Group shares **Member of an Elior Group Board committee**: Yes – the Strategy, Investments and CSR Committee and the Audit Committee **Independent director**: Yes

Profile of Vanessa Llopart
Permanent representative of Emesa until March 1, 2022

Age: 47 Nationality: Spanish and American Business address: 579-587 avenida Diagonal, planta 10, 08014, Barcelona (Spain) Number of Elior Group shares held at November 30, 2022: N/A	Vanessa Llopart is a graduate of the ESADE business school. She began her career at Roland Berger where she spent six years, first as a strategy consultant and then a project manager. In 2003, she became a freelance strategy consultant, working on assignments in Barcelona and Madrid for companies including Europraxis and Kubiwireless. In 2008, she joined Llopart Euroconsejo where she developed M&A projects and managed various corporate client files. From 2009 until July 2019, she was a member of the Board of Directors of the Zeta group. Vanessa Llopart is currently a partner and member of the Board of Directors of Talenta Gestion, a financial services firm specialized in wealth planning and portfolio management that provides advice about corporate finance and M&As. She has also been CEO of Emesa Corporacion Empresarial since 2018.

Age: 42 Nationality: French Business address: 43 avenue Marceau – 75116 Paris (France Number of Elior Group shares held at November 30, 2022: N/A	**Célia Cornu** **Non-voting director until July 1, 2022** Célia Cornu was Chief Executive Officer of Sofibim, the holding company of the Sofibim group and controlling shareholder of BIM, which was Elior Group's former main shareholder. Célia Cornu is a member of Sofibim's Strategy Committee which was previously responsible for defining the Elior group's strategy. She is also Chief Executive Officer of BIM and Collection Bagatel, the parent company of the Paris Hotels division of the Sofibim group. She began her career in the marketing departments of the Printemps and Galeries Lafayette groups before moving into financial investment at Pragma Capital and Advent International and then joining BIM in 2009. Célia Cornu holds a masters in Management from Kedge Business School, France (2002) and an MBA in Finance and Strategy from Boston University in the United States (2009). She was also a permanent guest member of Elior Group's Compensation Committee.

3.1.2.1.4 Shareholding requirements and prevention of conflicts of interest

The Rules of Procedure stipulate that each of the Company's directors, apart from the employee representative directors, must hold at least 1,000 Elior Group shares. Individuals appointed as permanent representatives of corporate directors on the Company's Board are not required to hold any shares in their own name.

As far as the Company is aware there are no family relationships between the members of the Board of Directors and the members of the Company's executive management.

To the best of the Company's knowledge, in the past five years, none of the members of its Board of Directors or executive management have been:

- Convicted of a fraudulent offense.
- Associated with a bankruptcy, receivership or liquidation when serving as a member of a company's administrative, management or supervisory body.
- Subject to an official public incrimination and/or sanction by any statutory or regulatory authorities (including designated professional bodies).
- Disqualified by a court from acting as a member of the administrative, management or supervisory body of an issuer or from acting in the management or conduct of the affairs of any issuer.

Ensuring that the Company's governance structures function effectively is the main role of the Senior Independent Director. To this end, he is notably responsible for preventing conflicts of interest by raising awareness about facts or circumstances that could lead to a conflict of interest and managing any conflicts of interest that may occur. The Senior Independent Director is informed by each director of any actual or potential conflicts of interest that arise and then he relays this information to the Board of Directors. He also informs the Board of any actual or potential conflicts of interest that he may have identified himself.

No conflicts of interest were brought to the attention of the Senior Independent Director or the Company in 2021-2022. As far as the Company is aware, there are no potential conflicts of interest that have been identified between (i) the duties owed to the Company by any member of the Company's Board of Directors or executive management, and (ii) their personal interests and/or (iii) any other duties they may have.

When the representatives of the Derichebourg group joined Elior Group's Board of Directors, the Board decided to reinforce the provisions of its Rules of Procedure to guarantee strict confidentiality and effective management of conflicts of interest.

The Company's corporate directors – Derichebourg[1], FSP and Emesa – do not have any business or commercial relations with the Group and the Group does not provide any catering or other services to any companies or affiliates owned by those corporate directors.

To the best of the Company's knowledge, there are no arrangements or agreements in place with its main shareholders or with any clients, suppliers or other parties pursuant to which any member of the Company's Board of Directors or executive management has been selected to serve as a member of an administrative, management or supervisory body or of an executive management team.

To the best of the Company's knowledge, as at the date of this Universal Registration Document, no member of the Board of Directors or executive management has agreed to any restrictions concerning the sale, within a given timeframe, of the shares in the Company that said member owns, except for the holding requirement for the members of the Board of Directors set out above.

3.1.2.1.5 Ring Fencing system

An appendix to the Rules of Procedure has been drawn up setting out ring fencing measures that have been put in place order to prevent any exchange of competitively sensitive information, and, more widely, any unlawful agreements between competitor companies that sit on the Company's Board of Directors and Committees.

This appendix was added to the Rules of Procedure in July 2022 when Derichebourg acquired its stake in the Company, but it will apply to any member of the Board of Directors who has relations with any competitor entity of the Group.

a) Scope of application

A "Competitor Entity" corresponds to any and all of the following:

[1] Apart from a commercial contract (covering facility management and contract catering services) between Derichebourg and the Sanofi group, for which Derichebourg outsources the contract catering part to the Elior group. This contract was signed in before Derichebourg became a shareholder of Elior Group, and was entered into on arm's length terms.

(i) Any company that carries out a competing activity, i.e. that operates, either directly or through the intermediary of sub-contractors, in one or more product or service markets in which the Group operates (or in which the Group envisages operating in the short or medium term, either directly or through the intermediary of a company that it intends to acquire). For this purpose, the following is considered to be a competing activity: any situation in which a company directly or indirectly envisages (i) being a party to a commercial contract when such company would be in competition with the Company, or (ii) submitting a bid for an invitation to tender issued by a third party in relation to an activity that is wholly or partly in competition with an activity exercised by the Company.

(ii) Any entity that belongs to the group of a company falling within the definition in (i) above, i.e. any entity that is controlled by said company, or any entity that controls said company, or any entity that is directly or indirectly controlled by the same entity that controls said company. For this purpose, the notion of control corresponds to that defined in Regulation (EC) 139/2004.

(iii) Any natural person that directly or indirectly controls any of the entities referred to in (i) or (ii) above or that is affiliated with such entities.

A Board "Member Related to a Competitor Entity" means any natural person or legal entity whose appointment to the Board has been put forward by a Competitor Entity and who/which is related to the Competitor Entity due to the fact that they (i) form part of the Competitor Entity's group (or represent a legal entity that forms part of the Competitor Entity's group) or (ii) have relations with the Competitor Entity through an employment contract, a corporate officer's position (executive or director) or a significant business relationship.

b) Obligations of Board members related to a Competitor Entity

- *Restrictions*

Board members related to a Competitor Entity must not:

- Exercise any duties whatsoever within any business of a company that is a <u>direct competitor</u> of the Group (i.e. which itself carries out competing activities in the market(s) concerned).
- Be a director, officer or sales executive of a business line or division of a company that is a direct competitor of the Group, with this provision applying throughout the duration of the directorship of the Member Related to a Competitor Entity and for a period of one year following the end of their directorship. After the end of their directorship, Members Related to a Competitor Entity may, if they so wish, request that the Company's Board of Directors totally or partially release the restrictions described in the paragraphs above. In such a case, the Company's Board of Directors will decide whether to accept the request, based on a straight majority vote, after receiving the advice of the Ring Fencing Advisor and an independent third party, and taking into account the length of time the Member Related to a Competitor Entity has sat on the Company's Board of Directors, together with their rate of attendance at Board Meetings and the information that was provided to them for the purposes of their directorship.

- *Obligations within the Company's Board of Directors of Members Related to a Competitor Entity*

Information defined as "Competitively Sensitive Information" in the Ring-Fencing Appendix means strategic information of companies that actively operate in the market in question and includes, but is not limited to, information related to prices, costs, margins, sales volumes, market share, suppliers, customers, bids, detailed business plans, budgets, major investments or projects, performance and results.

- Access to information

  Members Related to a Competitor Entity receive the documents provided to all Board members in a version excluding any and all Competitively Sensitive Information with regard to the Competitor Entity that put them forward as a director.

- Board meeting attendance by Members Related to a Competitor Entity

  Members Related to a Competitor Entity must leave a Board meeting when the matter(s) being discussed by the Board will lead to the disclosure of Competitively Sensitive Information with regard to the Competitor Entity that put them forward as a director. Board meeting agendas must be drafted in such a way as to enable any such matters to be identified prior to the meeting. If this is not the case, the Ring Fencing

Advisor, or the meeting Chair, or any other Board member can ask the Members Related to a Competitor Entity to leave a meeting if Competitively Sensitive Information is going to be discussed.

The minutes of Board meetings state the point at which Members Related to a Competitor Entity leave the meeting.

- Participation in Board voting

  Members Related to a Competitor Entity may not take part in the Board's votes on any matters that could influence the Company's strategy and commercial policy in the market(s) in which the Competitor Entity that put them forward as a director conducts business.

  If, as a result of the above paragraph, the Members Related to a Competitor Entity cannot vote on a decision, their voting rights will not be taken into account for the calculation of either the majority or the quorum.

- Specific duty of confidentiality

  Members Related to a Competitor Entity undertake not to disclose to the Competitor Entity concerned or to any person or entity affiliated with the Competitor Entity, any Competitively Sensitive Information with regard to the Competitor Entity that put them forward as a director. This non-disclosure obligation applies to any and all such information, whether received, before, during or following a Board meeting.

  Members Related to a Competitor Entity further undertake not to disclose to any company that is a direct competitor of the Group any information received that relates to the market(s) in which the Competitor Entity that put them forward as a director conducts business, irrespective of whether or not such information qualifies as Competitively Sensitive Information.

  Reciprocally, Members Related to a Competitor Entity undertake not to disclose to the Company's Board of Directors any Competitively Sensitive Information concerning the Competitor Entity that put them forward as a director, of which they may be aware as a result of the relations they have with said Competitor Entity.

  - *Restrictions related to the Board Committees concerning Members Related to a Competitor Entity*

Whether or not Members Related to a Competitor Entity may sit on any of the Committees set up by the Company's Board of Directors will be assessed on a case-by-case basis depending on the roles of the Committee concerned.

c) Application of the ring fencing measures and related controls

  - *Individual agreement to comply with the ring fencing measures*

Each Board member put forward as a director by a Competitor Entity must, prior to being appointed as a director, agree individually in writing to comply with the ring fencing procedure.

  - *Ring Fencing Advisor*

The Board Secretary is designated as the Ring Fencing Advisor, and in that capacity is notably tasked with:

- Assessing the actual and potential competitive relations between the Company and its shareholders that are represented on its Board of Directors, after having interviewed, when deemed necessary, the Board member being put forward by the shareholder concerned.

- Deleting any Competitively Sensitive Information with regard to Competitor Entities from the documents provided to the members of the Board of Directors, before, during and after Board meetings.

- Ensuring that Members Related to a Competitor Entity fulfill their obligation to leave Board meetings if Competitively Sensitive Information is to be disclosed.

- Ensuring that Members Related to a Competitor Entity do not take part in the Board's votes on the matters referred to in section 2.2. c) of Appendix 5 to the Rules of Procedure.

- Referring the case to the Nominations and Compensation Committee if there is any doubt as to whether any Independent Member put forward as a director by a Competitor Entity actually qualifies as an Independent Member, and providing the Committee with all of the information required to assess the independence status of the Independent Member concerned.

Any Board member may ask the Ring Fencing Advisor to relay to an independent third party, who will be bound by a duty of confidentiality, the details deleted by the Ring Fencing Advisor from the documents provided to that Board member so that said independent third party may verify that no information has been deleted other than that necessary to comply with the relevant antitrust laws.

The Ring Fencing Advisor also replies to any questions raised by the Company's executives, directors and employees about the implementation of the system provided for in the Ring-Fencing Appendix to the Rules of Procedure.

If one or more Board members do not comply with the Ring Fencing Procedure, the Ring Fencing Advisor will immediately inform the Chairman of the Board of Directors, so that all the necessary measures can be taken.

3.1.2.1.6 Service contracts

As far as the Company is aware, as at the date of this Universal Registration Document, no director or officer of the Company receives benefits pursuant to a service contract entered into with the Company or any of its subsidiaries.

3.1.2.1.7 Procedure for identifying and classifying related-party agreements

Under French corporate law, related-party agreements are regulated and subject to a specific approval procedure unless they can be classified as agreements concerning routine operations and entered into on arm's length terms. The Board of Directors is required to put in place a procedure for regularly assessing related-party agreements concerning routine operations and entered into on arm's length terms, in order to ensure that they effectively meet these two classification criteria. These assessments are based on analyses carried out by the Group entities' legal and finance departments.

The assessments are performed by the Group Legal Affairs and Finance Departments at least once a year and whenever an agreement classified as "concerning routine operations and entered into on arm's length terms" is amended, renewed or extended. They are carried out on a case-by-case basis and take into consideration, *inter alia*, the type of agreement concerned, its size, the payment times contained therein and/or its financial and/or legal impacts. The Group Legal Affairs and Finance Departments are required to report on these assessments to the Chairman of the Board of Directors.

If the Group Legal Affairs and Finance Departments consider that an agreement is a regulated related-party agreement, they must inform the Chairman of the Board of Directors thereof, who must then apply the procedure for regulated related-party agreements described in the Group's Internal Charter for Identifying Regulated Related-Party Agreements.

A list of the agreements covered by the assessment carried out by the Group Legal Affairs and Finance Departments, as well as their findings, is provided to the Chairman of the Board of Directors for his comments and observations.

At the Board of Directors' meeting held to approve the annual financial statements, the Chairman reports to the Board on the implementation of the procedure for assessing related-party agreements that (i) were entered into in the year under review, or (ii) were entered into in prior years but remained in force during the year under review, as well as the findings of the assessment and any comments and observations issued by the Chairman. The Board then draws the conclusions it deems fit.

Any person or entity with a direct or indirect interest in any such agreement may not take part in the assessment thereof.

At its meeting on December 15, 2022, the Board assessed the related-party agreements entered into by the Group that were classified as agreements that concerned routine operations and entered into on arm's length terms, in order to ensure that the two classification criteria were still met. For this purpose the Group Finance and Legal Affairs Departments presented the agreements and the Board reviewed their analyses. Following this review, the Board decided that the agreements did concern routine operations and were entered into on arm's length terms and therefore did not need to be reclassified as regulated related-party agreements.

The internal charter setting out the procedure for identifying related-party agreements (the Elior Group Internal Charter for Identifying Regulated Related-Party Agreements) was approved by the Board of Directors on December 3, 2019 and updated on December 15, 2021. The identification procedure is applied (i) prior to the signature of any agreement that could qualify as a related-party agreement and (ii) on the amendment, renewal or termination of such agreements, even if they were considered not to be regulated and therefore subject to the specific related-party approval procedure when they were originally signed.

3.1.2.1.8 Agreements entered into, directly or through an intermediary, between (i) a director or officer of the Company or a shareholder holding over 10% of the Company's voting rights, and (ii) a controlled entity within the meaning of Article L. 233-3 of the French Commercial Code

To the best of the Company's knowledge, no agreements have been entered into, either directly or through an intermediary, between (i) a director or officer of the Company or a shareholder holding over 10% of the Company's voting rights, and (ii) an entity controlled by the Company within the meaning of Article L. 233-3 of the French Commercial Code, other than agreements concerning routine operations and entered into on arm's length terms.

3.1.2.2 Operating procedures of the Board of Directors

3.1.2.2.1 Powers of the Board of Directors

Elior Group is governed by a Board of Directors which determines the Company's business strategy and ensures that it is implemented in the Company's best interests, taking into account the social, environmental, cultural and sports-related aspects of its activities. The Board also examines all issues that concern the efficient operation of the business and makes decisions on all matters concerning the Company.

The Board of Directors is, and will remain, a collegiate body that collectively represents all shareholders and acts at all times in the Company's best interests.

The Board of Directors examines all issues that fall within its scope of responsibility under the applicable laws and regulations. In particular it examines and approves all major decisions concerning the business, human resources, environmental, financial and technological strategies of the Company and the Group and oversees their implementation by management. It also:

- Approves the management report and the corporate governance report, and in this capacity, examines and approves the activity reports of the Board of Directors and the Board committees.
- Examines, based on the recommendations of the Nominations and Compensation Committee, the independence status of each director based on the independence criteria set out in the Rules of Procedure, and decides whether they qualify as independent.
- Appoints new directors when necessary and puts forward directors for election or re-election at the Annual General Meeting, after applying the selection procedure set out in the Rules of Procedure.
- Determines, based on the recommendations of the Nominations and Compensation Committee, the compensation policies applicable to the Company's directors, officers and key executives, and allocates directors' remuneration in accordance with the directors' compensation policy approved by the shareholders at the Annual General Meeting.
- Decides whether to set up stock option and performance share plans and determines the Group's policy concerning discretionary profit-sharing plans, based on the recommendations of the Nominations and Compensation Committee.
- Oversees the quality of the information provided to shareholders and the market in the financial statements and in connection with major transactions, notably by controlling the Group's financial information.
- Assesses the Group's operating performance at least once a year.
- Regularly meets with the executives of the Group's main entities.
- Examines all issues that concern the efficient operation of the Company and the Group. The Board of Directors has sole authority to amend the Rules of Procedure, which are regularly reviewed and, where necessary, added to or amended in line with changes in the applicable regulations.
- Decides on the recruitment, appointment, dismissal or removal of the Group's key executives as defined in the Rules of Procedure.

Additionally, in application of the recommendations of the AFEP-MEDEF Code, which the Company has voluntarily adopted as its corporate governance framework, the Board places particular importance on:

- Promoting long-term value creation by the Company, taking into account the social and environmental impacts of its activities. In line with this objective it proposes changes to the Bylaws whenever it deems fit.
- Regularly examining – based on the business strategy it has defined – the opportunities available to the Group and the risks it faces, such as financial, legal, operational, social and environmental risks, as well as the measures taken to mitigate those risks. To this

end, the Board's members are provided with all the information required for performing their Board duties, notably from the Company's executive directors, subject to the limits set in the Rules of Procedures (see Section 3.1.2.1.5, "Ring Fencing system").

- Verifying that a system is in place for preventing and detecting corruption and influence peddling (the Board receives all necessary information for this purpose).

- Ensuring that the executive directors implement a diversity and non-discrimination policy, notably in terms of gender parity on the Group's management bodies.

3.1.2.2.2 Preparation and organization of the work of the Board of Directors

a) Work of the Board of Directors

The preparation and organization of the Board's work are governed by the legal and regulatory provisions applicable to *sociétés anonymes*, as well as by the Bylaws and the Rules of Procedure, which also describe the operating procedures of the Board committees.

The Chairman provides the directors with the information and documents required for them to fulfil their duties and prepare the Board's decisions, notably concerning the Company's financial situation, cash position and commitments.

Whenever possible, Board meetings are called with at least five calendar days' notice, by e-mail and/or via a secure IT platform. The notices of meeting include the meeting agenda. Board members are generally given an information pack at least five days before the meeting date, and are also provided with any updates to the information prior to the meeting. All of these Board documents are available for download from a secure dedicated IT platform at any time. Furthermore, for emergency meetings or meetings to discuss extremely confidential matters, directors may be given additional information after the meeting has been called or once it commences. In addition to documents dealing with specific agenda items, the meeting pack includes the draft minutes of the previous meeting and selected analyses of the Group's business and financial performance.

Decisions falling within the specific remit of the Board of Directors, as provided for in the applicable regulations, may be taken by way of written consultation of the directors. In such a case, the directors are asked by the Chairman of the Board to give their opinion, by any written means, on the decision addressed to them, within 5 working days of receiving it (or less depending on the period specified in the request). The documents required for the directors to make a decision by way of written consultation may be made available to them by any means. If a director fails to respond in writing to the Chairman of the Board within the set timeframe and in accordance with the terms of the request, they will be deemed to be absent and not to have participated in the decision.

A decision taken by written consultation can only be adopted if at least half of the Board members have participated, and if the majority of the members participating in the consultation vote in favor of the decision. The Chairman of the Board is deemed to preside over the written consultation and therefore has a casting vote in the event of a tie. Minutes must be kept of decisions made by written consultation and submitted to the Board of Directors for approval.

Between two Board meetings, specific information memos, research, analysts' memos, economic and financial data and press releases published in France are also provided to the directors through the secure IT platform.

Directors, and any other persons invited to attend meetings of the Board or its committees, have an obligation not to disclose any confidential information communicated to them. This duty of confidentiality is set out in Article 3.6 of the Rules of Procedure.

When they are first appointed or elected, the directors receive an information pack containing all the documents required to understand the Company, its organization and business and the accounting, financial and operational issues that are specific to it. They are also invited to an induction day during which they are able to meet and talk with the Group's key operations managers. The documents provided to the directors on their appointment or election are updated regularly and can be consulted at all times via a dedicated, secure IT platform.

b) Board of Directors' activity report

The Board of Directors met fifteen times in fiscal 2021-2022, including twelve times since the February 28, 2022 Annual General Meeting. It met four times between October 1,2022 and the date of this report. Notices of the meetings along with the related agenda were sent to the directors by e-mail and made available on a secure IT platform several days ahead of each meeting. Between meetings, the members of the Board were kept regularly informed of significant events and transactions involving the Company and received copies of all the major press releases published by the Company.

The duration of routine Board meetings averaged two hours and the attendance rate at Board meetings was 95%.

In addition to performing the duties assigned to it under French law and the Bylaws, the Board of Directors regularly received all of the information necessary for implementing the measures put in place to manage the Covid crisis and for executing the Definitely New Elior strategic plan, as well as information about the Group's CSR policy, results, general business activity and significant projects and transactions (notably projects related to financing, acquisitions and divestments and capital expenditure).

At each meeting, the Group Chief Executive Officer (and subsequently the Chairman and CEO) and the Chief Financial Officer respectively gave presentations to the Board on the Group's business performance and financial position, and the CEOs of the operating entities concerned gave status reports on the implementation of the Group's strategy as well as on acquisitions and capital expenditure projects. Several Board meetings were devoted to (i) the measures taken to mitigate the impact of the Covid-19 crisis on the Group's business and profitability, (ii) the Definitely New Elior strategic plan, (iii) the changes in the Company's governance and shareholding structure, (iv) a review of the Group's strategic options, and (v) analyzing the Group's operating and financial performance and related improvement action plans. The Board was also consulted on numerous occasions about transactions and decisions that were considered significant or which required the Board's prior authorization pursuant to the Rules of Procedure, particularly acquisitions, divestments, capital expenditure projects, the compensation policy for the Group's key executives, and performance share plans for Group employees.

In accordance with the recommendations of the AFEP-MEDEF Code, in 2021-2022, the Board met several times without the Chairman and CEO being present. In addition, as is the case every year, an independent directors' meeting was held in 2021-2022, on July 26, 2022, led by the Senior Independent Director. During this meeting, the independent directors notably addressed issues relating to the Board's operating procedures, organizational structure, work and membership, as well as its potential changes and developments.

Attendance rates at Board meetings held in 2021-2022:

Director	Number of meetings taken into account	Attendance rate
Gilles Cojan	15/15	100%
Sofibim – Represented by Robert Zolade	12/12*	100%
Philippe Guillemot	4/4*	100%
Gilles Auffret	15/15	100%
Anne Busquet	15/15	100%
Emesa Corporacion Empresarial – Represented by Vanessa Llopart then by Inés Cuatrecasas	1/3*	33%
Emesa Private Equity – Represented by Inés Cuatrecasas	10/12*	83%
FSP – Represented by Virginie Duperat-Vergne	12/15	80%
Bernard Gault	15/15	100%
Servinvest – Represented by Sophie Javary	9/12*	75%
Derichebourg – Represented by Daniel Derichebourg	4/4*	100%
Derichebourg Environnement – Represented by Françoise Mahiou	4/4*	100%
Rosa Maria Alves – Employee representative director	15/15	100%
Luc Lebaupin – Employee representative director	15/15	100%

* Number of meetings calculated on a proportionate basis (i.e. as from the date of the Board member's appointment or election as a director or until the Board member's resignation during the fiscal year).

3.1.2.3 Assessment of the Board's operating procedures

In accordance with the Rules of Procedure, at least one Board meeting per year includes an agenda item relating to the assessment of the Board's operating procedures.

In application of the recommendations of the AFEP-MEDEF Code, which the Company has voluntarily adopted as its corporate governance framework, the Board commissions an external consultant to conduct a formal assessment of its operating procedures every three years and it carries out a self-assessment every year. The most recent formal assessment of the operating procedures of the Board and its committees was carried out in 2019[1].

The work on assessing the Board's operating procedures for fiscal 2021-2022, which was formally documented and carried out with the assistance of an independent consulting firm, was reported to the Board on December 15, 2022.

In the particular context marked by the residual impact of the Covid-19 crisis, the change of CEO and the arrival of a new main shareholder, this assessments showed that the Board of Directors has demonstrated its ability to successfully carry out the plan to restore profitability and develop the business, and to review the group's strategic plans and options.

This work confirmed that the Company's new governance structure is efficient and effective following the combination of the roles of the Chairman of the Board and the Chief Executive Officer and was an opportunity to review the contributions of each director to the work of the Board and its committees. The outcome of the interviews with the directors showed that they view the Board's operating procedures positively. They felt that the Senior Independent Director played an important role during the year in coordinating the work involved in changing the Company's governance structure. They also considered that the Board committees performed their duties in a professional manner and that their respective chairs reported effectively on each committee's work.

The board's strengths are:

- its involvement and its ability to make difficult decisions
- its good internal functioning and the good interaction between the directors with a free speech;
- the good complementarity of the members' profiles and their strong involvement
- the quality of the information provided to them;
- an alignment between the board and management thanks to greater transparency and a cooperative attitude on the part of the latter, which has established a relationship of trust with the former; and
- an audit committee that is considered effective.

The areas for improvement identified during this new year consist of :
- a stronger focus on business and strategy issues, while the arrival of a new reference shareholder has focused work on governance
- a CSR Committee that needs to step up its work;
- review the format of the executive session;
- improve the structure of the files presented to the Board and their communication deadlines; and
- review the induction program for new directors.

3.1.2.4 Board committees

The Board of Directors' work and discussions in some areas are prepared by specialized committees made up of directors appointed by the Board for a period corresponding to their term as director. The Board made a number of changes to these committees in 2021-2022:

- At its meeting on March 1, 2022, based on the recommendation of the Nominations Committee, Board decided to combine the Nominations Committee and the Compensation Committee into a single committee.
- At its meeting on July 1, 2022, based on the recommendation of the Nominations and Compensation Committee, the Board decided to dissolve the Strategy and Investments Committee. This was due to the fact that in its capacity as the Company's new main shareholder, Derichebourg would have been the logical choice to chair this Committee but that was not possible because the Derichebourg group has operations that compete with those of Elior Services.
- At its meeting on July 26, 2022, based on the recommendation of the Nominations and Compensation Committee, the Board decided that because corporate social responsibility (CSR) issues are central to the Group's strategy and business, there should be a specific Board committee dedicated to those issues and that other strategy and investment issues would be examined directly by the Board.

Therefore, since July 26, 2022 the Board has had the following three specialized committees:

[1] See Section 3.1.3.3 of the 2018-2019 Universal Registration Document.

- The Audit Committee
- The Nominations and Compensation Committee
- The CSR Committee

The main organizational and operating procedures of the Board committees are described in the Bylaws and the Rules of Procedure.

The Board of Directors chooses one of the members of each committee as that committee's chair, based on the recommendation of the Nominations and Compensation Committee. The Audit Committee and the Nominations and Compensation Committee are chaired by independent directors. After a Board committee meeting takes place, the chair of the committee reports to the Board of Directors on its work.

3.1.2.4.1 The Audit Committee

a) Committee members

The table below lists the members of the Audit Committee from October 1, 2021 through September 30, 2022.

Members of the Audit Committee		Independent director
From October 1, 2021 through July 1, 2022	FSP, represented by Virginie Duperat-Vergne *(Committee Chair)*	√
	Gilles Cojan	x
	Emesa, represented by Vanessa Llopart then by Inés Cuatrecasas	√
From July 1, 2021 through September 30, 2022	FSP, represented by Virginie Duperat-Vergne *(Committee Chair)*	√
	Gilles Cojan	x
	Gilles Auffret	√

The symbol √ indicates compliance with the independence criteria used by the Company
The symbol x indicates non-compliance with the independence criteria used by the Company

There was only one change in the Audit Committee's membership structure in 2021-2022: at its meeting on March 1, 2022, based on the recommendation of the Nominations Committee, the Board of Directors decided to replace Emesa as a member of the Committee by Gilles Auffret.

The Audit Committee currently comprises three members, two of whom are independent directors. This membership structure complies with the AFEP-MEDEF Code which recommends that at least two thirds of companies' audit committees should be made up of independent directors. No executive directors sit on the Audit Committee.

The Committee's members have the necessary technical skills for performing their duties (see Section 3.1.3.1.2 above, "Profiles of the Members of the Board of Directors"). The Audit Committee is chaired by FSP, an independent director, represented by Virginie Duperat-Vergne.

b) Main roles and responsibilities

The Audit Committee assists the Board of Directors in its tasks of overseeing and verifying the preparation of the financial statements of the Company and the Group, and the information communicated to shareholders and the market. It pays particular attention to the relevance and quality of the Company's financial communications. It also obtains assurance concerning the effectiveness of the internal control and risk management systems and is responsible for overseeing issues relating to the preparation and verification of accounting, financial and non-financial information and the statutory audit of the accounts.

The Committee's members all have recognized financial, accounting and/or statutory audit expertise, as evidenced by their professional backgrounds (see Section 3.1.3.1.2 above, "Profiles of the Members of the Board of Directors").

The Audit Committee's main roles and responsibilities, as defined and described in Article 4.5.3 of the Rules of Procedure, are to:

- Oversee the process for the preparation of financial information and, where appropriate, draw up recommendations for ensuring the integrity of this information.
- Monitor the effectiveness of the internal control, risk management and internal audit systems covering the procedures for preparing and processing financial, accounting and non-financial information.
- Issue recommendations on the Statutory Auditors to be put forward for appointment at the Annual General Meeting in accordance with the conditions provided for by the applicable laws and regulations.
- Oversee the audit work carried out by the Company's Statutory Auditors on the consolidated and parent company financial statements, taking into account the rules and recommendations issued by the Haut Conseil du Commissariat aux Comptes (the French audit regulator).
- Monitor the amount of fees paid to the Statutory Auditors for engagements other than statutory audits.

- Verify that the Statutory Auditors comply with the applicable independence criteria.

- Approve the Statutory Auditors' provision of services other than certifying financial statements, as referred to in Article L. 822-11-2 of the French Commercial Code.

- Ensure the relevance and quality of the Company's financial communications.

Audit Committee meetings are called by the Committee Chair or Secretary. Decisions may be taken in person, by conference call or videoconference, or by written consultation, in accordance with the same conditions as applicable to Board meetings. Audit Committee meetings are only validly constituted if they are attended by at least half of the Committee's members.

Audit Committee decisions are adopted by a majority vote of the members participating in the meeting, with each member having one vote. The Committee Chair does not have a casting vote and in the event of a tied vote the decision is ultimately taken by the Board of Directors.

Other than in exceptional cases, the Audit Committee meets two days before the Board of Directors' meeting at which it reports to the Board on its work. The Committee's activity reports enable the directors to be fully informed and help to improve the quality of Board decisions.

c) Audit Committee activity report

The Audit Committee met four times in fiscal 2021-2022 and once between October 1, 2022 and the date of this report. The attendance rate at the meetings was 100%.

The Statutory Auditors attended all of these meetings as well as the Group Chief Financial Officer and, where required, the Accounting and Consolidation Director, the Heads of the Internal Control and Internal Audit Departments, the Chief Legal and Compliance Officer and the Group Compliance Officer.

At its meetings, the Committee prepared the Board of Directors' review of the half-yearly and annual financial statements, and reviewed the draft financial press releases. It also examined the principles underlying the publication of the financial statements and financial communications, as well as the information contained in the fiscal 2021-2022 Universal Registration Document. The Committee was regularly given presentations by representatives from the Group Finance, Internal Audit, Internal Control, and Compliance departments, notably relating to:

- Business performance.
- The Group's debt and liquidity levels.
- The risk map.
- Risk management action plans.
- The work and actions undertaken (completed and in progress) in relation to risk management, including social and environmental risks, and internal control.
- Work carried out and action plans put in place for preventing and combating corruption and fraud.
- The independence of the Statutory Auditors.
- Work carried out by the Statutory Auditors other than certifying financial statements.

At its meeting on November 21, 2022, the Committee reviewed the following for the year ended September 30, 2022: (i) the financial statements of the Company and the Group, (ii) the management report on the financial statements ("Management's Discussion and Analysis"), and (ii) the draft press release on the Group's annual financial results. Also during this meeting the Statutory Auditors reported to the Committee on their audit work.

Attendance rates at Audit Committee meetings held in 2021-2022:

Members	Number of meetings taken into account	Attendance rate
FSP, represented by Virginie Duperat-Vergne *(Committee Chair)*	4/4	100%
Gilles Cojan	4/4	100%
Emesa, represented by Vanessa Llopart then by Inés Cuatrecasas	2/2*	100%
Gilles Auffret	2/2*	100%

* Number of meetings calculated on a proportionate basis (i.e., as from the date of the Board member's appointment or election as a director or until the Board member's resignation during the fiscal year).

3.1.2.4.2 The Nominations Committee

a) Committee members

The table below lists the members of the Nominations Committee from October 1, 2021 through March 1, 2022, when the Board of Directors decided to combine it with the Compensation Committee to form the Nominations and Compensation Committee.

Members of the Nominations Committee		Independent director
From October 1, 2021 through March 1, 2022	Gilles Auffret *(Committee Chair)*	√
	Anne Busquet	√
	Bernard Gault	√
	Sofibim, represented by Robert Zolade	x

The symbol √ indicates compliance with the independence criteria used by the Company
The symbol x indicates non-compliance with the independence criteria used by the Company

The Nominations Committee comprised four members, including three independent directors. This membership structure complied with the AFEP-MEDEF Code, which recommends that independent directors should make up the majority of a nominations committee and that no executive directors should sit on such a committee.

The Nominations Committee was chaired by Gilles Auffret, the Senior Independent Director.

The overall mission of the Nominations Committee was to assist the Board of Directors in its task of selecting and appointing the members of the administrative and management bodies of the Company and the Group.

b) Main roles and responsibilities

The Committee's main roles and responsibilities were to:

- Put forward candidates for becoming (i) members of the Board of Directors (in line with the diversity policy applicable to Board members and the selection procedure for directors set out in Appendix 4 of the Rules of Procedure), (ii) Company officers, and (iii) members of the Board committees.
- Draw up and update the succession plan for the Company's officers and the Group's key executives.
- Perform annual assessments of directors' independence.
- Review the Group's human resources imperatives and strategy.

Nominations Committee meetings were called by the Committee's Chair or Secretary by any method, including verbally, and the notice of meeting had to include an agenda. Decisions could be taken in person, by conference call or videoconference, or by written consultation, in accordance with the same conditions as applicable to Board meetings. Nominations Committee meetings were only validly constituted if they were attended by at least half of the Committee's members.

Decisions by the Nominations Committee (corresponding to the opinions and recommendations that it issued) were adopted by a majority vote of the members taking part in the meeting, with each member having one vote. The Committee Chair, who was an independent director, did not have a casting vote and in the event of a tied vote, the decision was ultimately taken by the Board of Directors.

The Nominations Committee met as often as required, but at least once a year prior to the Board of Directors' meeting held to assess directors' independence based on the independence criteria adopted by the Company.

c) Nominations Committee activity report

The Nominations Committee met twice in fiscal 2021-2022, with an attendance rate of 100%. The meetings were attended by the Company's Chief Executive Officer whenever necessary, particularly meetings addressing subjects related to the Group's diversity and equality policy and succession plans concerning the Company's key executives.

In addition to its habitual work concerning recruitment of the Group's key executives, the Nominations Committee also worked on preparing the upcoming changes in the Company's governance structure. In particular, it put forward its recommendations to the Board concerning (i) the Board's membership structure, with a view to ensuring that over the next three years it evolves in line with the diversity policy applicable to Board members, and (ii) the update to the Rules of Procedure. The Committee also oversaw the self-assessment process for the operating procedures of the Board and its committees for 2021-2022.

Attendance rates at Nominations Committee meetings held in 2021-2022:

Members	Number of meetings taken into account	Attendance rate
Gilles Auffret *(Committee Chair)*	2/2	100%
Anne Busquet	2/2	100%
Bernard Gault	2/2	100%
Sofibim, represented by Robert Zolade	2/2	100%

3.1.2.4.3 The Compensation Committee

a) Committee members

The table below lists the members of the Compensation Committee from October 1, 2021 through March 1, 2022, when the Board of Directors decided to combine it with the Nominations Committee to form the Nominations and Compensation Committee.

Members of the Compensation Committee		Independent director
From October 1, 2021 through March 1, 2022	Bernard Gault *(Committee Chair)*	√
	Gilles Auffret	√
	Anne Busquet	√
	Rosa Maria Alves *(employee representative director)*	N/A
	Célia Cornu*	N/A

** Non-voting director and permanent guest member*
The symbol √ indicates compliance with the independence criteria used by the Company
The symbol x indicates non-compliance with the independence criteria used by the Company

The Compensation Committee comprised four members, including three independent directors and one employee representative director. This membership structure complied with the AFEP-MEDEF Code, which recommends that (i) independent directors should make up the majority of a compensation committee, (ii) no executive directors should sit on a compensation committee, and (iii) a compensation committee's members should include an employee representative director.

The Compensation Committee was chaired by Bernard Gault, who at the time was an independent director.

The non-voting director was a permanent guest member of the Compensation Committee.

The overall mission of this Committee was to assist the Board of Directors in its task of determining and regularly reviewing the compensation and benefits packages of the Company's officers and the Group's key executives, including all forms of deferred compensation plans and termination benefits.

b) Main roles and responsibilities

The Committee's main roles and responsibilities were to:

- Review and make recommendations to the Board of Directors concerning the compensation policies for the Company's directors and officers and the Group's key executives.
- Review and make recommendations to the Board of Directors concerning the method of allocating directors' remuneration.

The Compensation Committee was also consulted by the Board of Directors to provide recommendations about any exceptional compensation that the Board may have wished to award to certain of its members for undertaking special assignments.

Compensation Committee meetings were called by the Committee's Chair or Secretary by any method, including verbally, and the notice of meeting had to include an agenda. Decisions could be taken in person, by conference call or videoconference, or by written consultation, in accordance with the same conditions as applicable to Board meetings. Compensation Committee meetings were only validly constituted if they were attended by at least half of the Committee's members.

Decisions by the Compensation Committee (corresponding to the opinions and recommendations that it issued) were adopted by a majority vote of the members taking part in the meeting, with each member having one vote. The Committee Chair, who was an independent director, did not have a casting vote and in the event of a tied vote, the decision was ultimately taken by the Board of Directors.

The Compensation Committee met as often as required, but at least once a year prior to the Board meeting held to determine the compensation policies applicable to the Company's directors and officers and set executives' compensation and/or allocate directors' remuneration in accordance with the compensation policies approved by the shareholders.

c) Compensation Committee activity report

The Compensation Committee met twice in fiscal 2021-2022, with an attendance rate of 100%. The Chief Executive Officer attended the parts of the meetings addressing issues concerning the compensation packages of the Group's executives (other than directors and officers).

The Committee issued recommendations to the Board concerning:

- The compensation policies for the Company's directors and officers put forward for approval at the February 28, 2022 Annual General Meeting, including the compensation policies applicable to the Chairman of the Board of Directors and the Company's Chief Executive Officer.
- The compensation packages of the Group's key executives (other than directors and officers).
- The stock option and performance share plans in force.
- The allocation of directors' remuneration for fiscal 2021-2022.

Attendance rates at Compensation Committee meetings held in 2021-2022:

Members	Number of meetings taken into account	Attendance rate
Bernard Gault *(Committee Chair)*	2/2	100%
Gilles Auffret	2/2	100%
Anne Busquet	2/2	100%
Rosa Maria Alves *(employee representative director)*	2/2	100%
Célia Cornu (non-voting director) *(permanent guest member)*	2/2	100%

3.1.2.4.4 The Nominations and Compensation Committee

a) Committee members

The table below lists the members of the Nominations and Compensation Committee, which was set up on March 1, 2022, by way of a decision of the Board of Directors, in order to combine the roles of the Nominations Committee and the Compensation Committee.

Members of the Nominations and Compensation Committee		Independent director
From March 1, 2022 through July 1, 2022	Gilles Auffret *(Committee Chair)*	√
	Anne Busquet	√
	Bernard Gault	x
	Emesa, represented by Ines Cuatrecasas	√
	Sofibim, represented by Robert Zolade	x
	Rosa Maria Alves (*employee representative director*)	N/A
	Célia Cornu*	N/A
From July 1, 2022 through September 30, 2022	Gilles Auffret *(Committee Chair)*	√
	Anne Busquet	√
	Emesa, represented by Ines Cuatrecasas	√
	Derichebourg SA, represented by Daniel Derichebourg	x
	Rosa Maria Alves (*employee representative director*)	N/A

** Non-voting director and permanent guest member until July 1, 2022*
The symbol √ indicates compliance with the independence criteria used by the Company
The symbol x indicates non-compliance with the independence criteria used by the Company

The Nominations and Compensation Committee comprises five members, including three independent directors and one employee representative director. This membership structure complies with the AFEP-MEDEF Code, which recommends that (i) independent directors should make up the majority of a nominations committee and a compensation committee, (ii) no executive directors should sit on a nominations committee or a compensation committee, and (iii) a compensation committee's members should include an employee representative director.

The Nominations and Compensation Committee is chaired by Gilles Auffret, the Senior Independent Director.

The non-voting director was a permanent guest member of the Nominations and Compensation Committee until July 1, 2022 when she resigned.

b) Main roles and responsibilities

The overall role of the Nominations and Compensation Committee is to assist the Board of Directors in its tasks of (i) appointing the members of the administrative and management bodies of the Company and (ii) determining and regularly reviewing the compensation and benefits packages of the Company's officers and the Group's key executives, including all forms of deferred compensation plans and termination benefits. Consequently, the Nominations and Compensation Committee's main roles and responsibilities – as defined and described in Article 4.6.3 of the Rules of Procedure – are to:

- Put forward candidates for becoming (i) members of the Board of Directors, (ii) Company officers, and (iii) members of the Board committees.
- Perform annual assessments of directors' independence.
- Examine the risk of any conflict of interests between the Company and the members of the Board.
- Review and make recommendations to the Board concerning the compensation policies for the Company's officers and the Group's key executives.
- Review and make recommendations to the Board concerning the method of allocating directors' remuneration.

The Nominations and Compensation Committee is consulted by the Board of Directors for its recommendations about any exceptional compensation that the Board may wish to award to certain of its members for undertaking special assignments.

Nominations and Compensation Committee meetings are called by the Committee's Chair or Secretary by any method, including verbally, and the notice of meeting must include an agenda. Decisions may be taken in person, by conference call or videoconference, or by written consultation, in accordance with the same conditions as applicable to Board meetings. Meetings held by the Nominations and Compensation Committee are only validly constituted if they are attended by at least half of the Committee's members.

Committee decisions are adopted by a majority vote of the members taking part in the meeting, with each member having one vote. The Committee Chair does not have a casting vote and in the event of a tied vote, the decision is ultimately taken by the Board of Directors.

The Nominations and Compensation Committee meets as often as required, but at least once a year prior to the Board meeting held to (i) assess directors' independence based on the independence criteria adopted by the Company, (ii) determine the compensation policies applicable to the Company's directors and officers, and (iii) set executives' compensation and/or allocate directors' remuneration in accordance with the compensation policies approved by the shareholders.

c) Nominations and Compensation Committee activity report

The Nominations and Compensation Committee met five times after it was formed in fiscal 2021-2022 and once between October 1, 2022 and the date of this report. The attendance rate at the meetings was 90%.
The Chief Executive Officer and subsequently the Chairman and CEO attended the parts of the meetings addressing issues concerning the compensation packages of the Group's executives (other than directors and officers).

During these meetings, the Committee particularly focused on:

- The succession plan for the Chief Executive Officer.
- The consequences of Derichebourg becoming a shareholder of the Company in terms of the membership structure of the Board and its committees.
- Updates to the Rules of Procedure and changes to the Board committees (notably the creation of a specific CSR Committee).
- Reviewing the compensation policies for the Company's directors and officers to be put forward for approval at the Annual General Meeting to be called to approve the financial statements for the year ended September 30, 2022, including the compensation policy applicable to the Company's Chairman and CEO.
- Reviewing the compensation packages of the Group's key executives (other than directors and officers).
- Reviewing the stock option and performance share plans in force.
- The allocation of directors' remuneration for fiscal 2022-2023.

The Committee also put forward recommendations to the Board on the review of the sections of the Universal Registration Document falling within its remit.

Attendance rates at Nominations and Compensation Committee meetings held in 2021-2022:

Members	Number of meetings taken into account	Attendance rate
Gilles Auffret *(Committee Chair)*	5/5	100%
Anne Busquet	5/5	100%
Emesa, represented by Ines Cuatrecasas	4/5	80%
Sofibim, represented by Robert Zolade	3/3*	100%
Derichebourg SA, represented by Daniel Derichebourg	1/2*	50%
Rosa Maria Alves *(employee representative director)*	5/5	100%
Celia Cornu (non-voting director until July 1, 2022) *(permanent guest member)*	3/3*	100%

* Number of meetings calculated on a proportionate basis (i.e., as from the date of the Board member's election as a director or until the Board member's resignation during the fiscal year).

3.1.2.4.5 Strategy, Investments and CSR Committee

a) Committee members

The table below lists the members of the Strategy, Investments and CSR Committee from October 1, 2021 through July 1, 2022, when the Board of Directors decided to dissolve it. The Board took this decision because, in its capacity as the Company's new main shareholder, Derichebourg would have been the logical choice to be the Committee's Chair but this was not possible as the Derichebourg group has operations that compete with those of Elior Services. In addition, as CSR issues are central to the Group's strategy and business, the Board of Directors decided that there should be a specific Board committee dedicated to those issues and that other strategy and investment issues would be examined directly by the Board.

Members of the Strategy, Investments and CSR Committee		Independent director
From October 1, 2021 through July 1, 2022	Sofibim, represented by Robert Zolade *(Committee Chair)*	x
	Gilles Cojan	x
	Emesa, represented by Vanessa Llopart then by Inés Cuatrecasas	√
	FSP, represented by Virginie Duperat-Vergne	√
	Luc Lebaupin, employee representative director*	N/A

** Permanent guest member*
The symbol √ indicates compliance with the independence criteria used by the Company
The symbol x indicates non-compliance with the independence criteria used by the Company

The Strategy, Investments and CSR Committee was chaired by Sofibim, represented by Robert Zolade, and its meetings were attended by the Chief Executive Officer and Luc Lebaupin, an employee representative director, in a non-voting capacity.

With a view to creating a stronger, balanced governance structure, any directors who were not members of the Committee could attend its meetings in a non-voting capacity in order to help the Board with its information-exchange, decision-making and review processes.

b) Main roles and responsibilities

The Strategy, Investments and CSR Committee advised the Board of Directors on its decisions concerning the Group's strategy, investments and significant acquisition and divestment projects, as well as on major new contracts. It assessed the Company's values and undertakings in the field of sustainability and corporate social responsibility and helped ensure that they were reflected in the Board's decisions.

The Committee was particularly responsible for:

- Giving its opinion to the Board on (i) the Group's main strategic goals and their economic, financial and social implications and their impact on budgets, and (ii) the Group's development policy.
- Advising the Board on which of the Group's operating entities should be classified as strategic.
- Reviewing and issuing an opinion to the Board on the Group's annual investment budget and its investment allocation strategy.
- Issuing recommendations to the Board on minimum expected returns on investments.
- Drawing up and putting forward to the Board appropriate financial indicators to be used for taking decisions about external growth and capital expenditure.
- Advising on significant acquisition and divestment projects and major contracts requiring the Board's prior approval.

- Examining the Company's CSR policies and sustainability undertakings and the resources allocated to these issues.

Strategy, Investments and CSR Committee meetings were called by the Committee's Chair or Secretary by any method, including verbally, and the notice of meeting had to include an agenda. Decisions could be taken in person, by conference call or videoconference, or by written consultation, in accordance with the same conditions as applicable to Board meetings. Meetings held by the Strategy, Investments and CSR Committee were only validly constituted if they were attended by at least half of the Committee's members.

Committee decisions were adopted by a majority vote of the members taking part in the meeting, with each member having one vote. The Committee Chair did not have a casting vote and in the event of a tied vote, the decision was ultimately taken by the Board of Directors. .

The Strategy, Investments and CSR Committee met as often as required, but at least once a year.

c) Strategy, Investments and CSR Committee activity report

The Strategy, Investments and CSR Committee met four times in fiscal 2021-2022, with an attendance rate of 88%.

During the fiscal year, the Committee particularly focused on:

- Examining the Group's performance in 2021-2022 and performing an initial analysis of the Group's budget for 2022-2023.
- Putting in place a procurement strategy in the operational entities.
- The Group's CSR goals, ensuring that they were fully aligned with Elior's overall strategy.
- A review of relevant CSR indicators.
- Capital expenditure projects and proposed significant acquisitions and divestments.

The Committee also put forward recommendations to the Board on the review of the Universal Registration Document, restructuring operations and, more generally, all matters of major importance to the Group.

Attendance rates at Strategy, Investments and CSR Committee meetings held in 2021-2022:

Members	Number of meetings taken into account	Attendance rate
Sofibim, represented by Robert Zolade *(Committee Chair)*	4/4	100%
Gilles Cojan	4/4	100%
Emesa, represented by Vanessa Llopart then by Inés Cuatrecasas	2/4	50%
FSP, represented by Virginie Duperat-Vergne	4/4	100%
Luc Lebaupin, permanent guest member	4/4	100%

3.1.2.4.6 CSR Committee

a) Committee members

The table below lists the members of the CSR Committee, which was set up by way of a decision of the Board of Directors on July 26, 2022, following the dissolution of the Strategy, Investments and CSR Committee. The Board took this decision because, in its capacity as the Company's new main shareholder, Derichebourg would have been the logical choice to be the Committee's Chair but this was not possible as the Derichebourg group has operations that compete with those of Elior Services. In addition, as CSR issues are central to the Group's strategy and business, the Board of Directors decided that there should be a specific Board committee dedicated to those issues and that other strategy and investment issues would be examined directly by the Board.

Members of the CSR Committee		Independent director
From July 26, 2022 through September 30, 2022	Bernard Gault *(Committee Chair)*	x
	FSP, represented by Virginie Duperat-Vergne	√
	Luc Lebaupin, employee representative director	N/A

The symbol √ indicates compliance with the independence criteria used by the Company
The symbol x indicates non-compliance with the independence criteria used by the Company

The CSR Committee currently comprises three members, including one independent director and one employee representative director. Each of these members has the specific expertise or status required to sit on a CSR Committee:

- Bernard Gault, who chairs the Committee, is the Chairman and CEO of the Elior group, which is a services group whose most important asset is its human capital, i.e., the 97,000 people it employs.
- Fonds Stratégique de Participation is highly committed to responsible and sustainable investing. FSP is represented by Virginie Duperat-Vergne, who is Chief Financial Officer and a member of the Management Board of the Arcadis group, the international leader in sustainable design, engineering, and consultancy solutions for natural and built assets. Arcadis has been a member of the World Business Council for Sustainable Development (WBCSD) since 2014 and Virginie Duperat-Vergne is a member of the WBCSD's CFO Network, the purpose of which is to help develop dialog with the markets and providing guidance on how to prepare, read and use non-financial reporting.
- Luc Lebaupin is a director representing the employees of the Elior group.

b) Main roles and responsibilities

The CSR Committee assesses the Company's values and undertakings in the areas of sustainability and corporate social responsibility, and helps ensure that they are reflected in the Board's decisions. To that end, it is particularly responsible for:

- Giving its opinion to the Board on the social and environmental implications of the Group's main business strategies and development policy.
- Examining the Company's CSR policies and sustainability undertakings and the resources allocated to those issues.

CSR Committee meetings are called by the Committee's Chair or Secretary by any method, including verbally, and the notice of meeting must include an agenda. Decisions may be taken in person, by conference call or videoconference, or by written consultation, in accordance with the same conditions as applicable to Board meetings. Meetings held by the CSR Committee are only validly constituted if they are attended by at least half of the Committee's members.

Committee decisions are adopted by a majority vote of the members taking part in the meeting, with each member having one vote. The Committee Chair does not have a casting vote and in the event of a tied vote, the decision is ultimately taken by the Board of Directors.

The CSR Committee meets as often as required, but at least once a year.

c) CSR Committee activity report

In view of the date on which it was set up, the CSR Committee did not hold any meetings in fiscal 2021-2022, but it met once between October 1, 2022 and the date of this report, with a 100% attendance rate. At this meeting, the Committee reviewed the Group's CSR strategy and its 2021-2022 CSR report. It also prepared its recommendations to the Board on the review of the sections of the Universal Registration Document falling within its remit.

3.1.3 CORPORATE GOVERNANCE CODE

The Company applies the recommendations of the AFEP-MEDEF Corporate Governance Code for listed corporations (the "AFEP-MEDEF Code"), as revised in January 2020, apart from the following recommendation:

Afep-Medef recommendation	Comply/Explain
Article 20: *The director should personally be a shareholder and, by virtue of the provisions in the by-laws or the internal rules, hold a minimum number of shares*	The Company has not introduced an obligation for individuals representing legal entities to hold shares in the Company as directors. The Company has decided not to follow the recommendations of the Code on this point with respect to the individual representatives of EMESA and the FSP, as they already hold a significant number of shares in the Company.
Article 24.4: *In any event, no (non-compete) benefit can be paid over the age of 65.*	The Company believes that in certain specific cases and as an exception to the provisions of the AFEP-MEDEF Code, the Board of Directors may deem it appropriate to impose a non-compete undertaking on its executive officer, even if he or she is over 65 years of age, and therefore to compensate him or her in this respect if the Nominations and Compensation Committee and the Board of Directors consider that the executive officer may after leaving the Company, be in a position to make available to competitors his or her experience, knowledge of the Group's business and competitive environment, its strategy and sensitive information acquired in the course of his or her duties within the Group.

The AFEP-MEDEF Code that the Company uses as its corporate governance framework can be downloaded online[1] and the Company also holds copies that the members of its governance bodies can obtain at any time on request.

The operating procedures of the Board of Directors are set out in the Rules of Procedure.

Lastly, the directors are required to comply with the principles of good conduct defined in a director's charter and a code of conduct (appended to the Rules of Procedure) which describe their duties of diligence, discretion and confidentiality, as well as the rules applicable to any transactions they may carry out in relation to the Company's securities.

[1] https://ecgi.global/node/8445

3.1.4 ITEMS THAT COULD HAVE AN EFFECT IN THE EVENT OF A PUBLIC OFFER

The Company is not aware of any items described in article L. 22-10-11 of the French Commercial Code that could have an impact in the event of a public offering, with the exception of certain financial contracts entered into by the Company that are modified or terminated in the event of a change of control of the Company.

For further information about these agreements see Chapter 4, Sections 4.7.2, High Yield Bonds and 4.7.3, “Bank Term Loan and Revolving Credit Facility” of this Universal Registration Document.

3.1.5 RESTRICTIONS ON THE CHIEF EXECUTIVE OFFICER'S POWERS

In accordance with Appendix 3 of the Rules of Procedure – as updated on July 26, 2022 – the following decisions are subject to the prior approval of the Board of Directors and may only be implemented by the Chief Executive Officer after receiving the formal prior consent of a straight majority of the directors[1]:

(a) Approval of the consolidated annual budget of the Company and Strategic Subsidiaries. In addition to containing the usual budget items, each annual budget must include:

  i. For operating entities (including headquarters), details of any capex projects of over two million euros (€2,000,000), as identified at the date the budget is drawn up.

  ii. For the Group, a breakdown of operating profit and cash flows and a detailed report of the Group's financial position and financing methods.

(b) Approval of any long-term strategic plan for the Group and/or its entities as well as any significant amendments to such plans.

(c) Any major transaction that does not fall within the Group's stated corporate strategy.

(d) The acquisition by any method (including through the acquisition of securities or other assets, a merger or a capital contribution) of over 50% of an Entity, enterprise or business (including through a joint venture agreement or the writing or exercise of a call option over all or part of the Entity, enterprise or business) with a total enterprise value of more than ten million euros (€10,000,000). This does not, however, include acquisitions resulting from irrevocable purchase commitments (such as written put options or purchase contracts) already authorized by the Group and executed in accordance with the terms of said commitment(s).

(e) The acquisition by any method (including through the acquisition of securities or other assets, a merger or a capital contribution) of 50% or less of an Entity, enterprise or business (including through a joint venture agreement or the writing or exercise of a call option over all or part of the Entity, enterprise or business) for a unit amount equaling or exceeding one million euros (€1,000,000) in absolute value terms, it being specified that the aggregate amount of any such transactions carried out in a given fiscal year may not represent more than three million euros (€3,000,000), irrespective of the unit amount of each individual transaction.

(f) The sale or transfer by any permitted method of (i) any asset(s) (other than securities) or minority interest(s) for a price of more than two million euros (€2,000,000) or (ii) any majority interest in an Entity, enterprise or business with an enterprise value in excess of ten million euros (€10,000,000) except where the transaction results from irrevocable commitments (such as written call options or sale contracts) already authorized by the Group and executed in accordance with the terms of said commitments.

(g) Any public offering of securities by the Company and the admission to trading on a regulated market or public offer of all or some of the shares of an Elior Group subsidiary.

(h) Any amendment to the shareholders' agreements concerning the Ducasse companies and the group headed by Gourmet Acquisition Holding.

(i) The settlement of any litigation or dispute resulting in the payment by the Company or a Subsidiary of an amount in excess of five million euros (€5,000,000).

(j) Any budgeted or unbudgeted investment (other than an acquisition) representing more than five million euros (€5,000,000), and any decision setting the required minimum return on investment.

(k) Any unbudgeted investment (other than an acquisition) representing a unit amount of more than two million euros (€2,000,000), it being specified that the total aggregate amount of any such transactions carried out in a given fiscal year may not represent more than ten million euros (€10,000,000), irrespective of the unit amount of each individual investment.

(l) The signature, amendment or renewal of any contract related to the Group's business (such as service contracts for contract catering operations) entered into by the Company or a Subsidiary with a client when the contract's total revenue (calculated over the remaining term of the contract) exceeds one hundred million euros (€100,000,000) for contract catering contracts.

(m) The signature, amendment or renewal of any purchase contract or contract other than those referred to in (l) above entered into by the Company or a Subsidiary with a supplier or another party when the value of such contract (calculated by multiplying the purchase volume or revenue concerned by the remaining term of the contract) exceeds one hundred million euros (€100,000,000).

[1] The terms that are capitalized in this list are defined in the Rules of Procedure, available on Elior Group's website at https://www.eliorgroup.com/elior-group/governance/board-directors.

(n) The signature, amendment or renewal of any contract entered into by the Company or a Subsidiary with a client, supplier or another party which commits the Group to paying any sum, of any type (royalties, rent or other), the minimum amount of which exceeds two million euros (€2,000,000) per year.

(o) Guarantees, endorsements or collateral granted by the Company or its Subsidiaries in connection with the Group's activities which represent a unit amount in excess of thirty million euros (€30,000,000), it being specified that the aggregate annual amount of such guarantees, endorsements or collateral must not represent more than three hundred and fifty million euros (€ 350,000,000).

(p) Revenue and results press releases and any communications to the market that could have a significant effect on the Company's share price or the Group's overall image.

(q) The Group's financing strategy and interest rate and currency hedging policies as well as the signature or amendment of loan agreements representing over 20% of the Group's net debt or the early repayment of borrowings exceeding 20% of the Group's net debt.

(r) The amount set for the gross annual compensation (fixed and variable) of officers of the Company and Key Executives as defined in the Rules of Procedure.

(s) The signature, amendment or termination of the employment contracts of the Key Executives of Strategic Subsidiaries.

The transactions subject to prior approval do not include any transactions referred to in paragraphs (d), (e) and (f) above carried out between Subsidiaries that are wholly-controlled, directly or indirectly, by Elior Group or Gourmet Acquisition Holding.

3.1.6 COMPENSATION POLICIES

3.1.6.1 Key performance indicators used for calculating the compensation of the Company's officers

Adjusted EBITA: Recurring operating profit reported under IFRS, including share of profit of equity-accounted investees, adjusted for share-based compensation (stock options and performance shares granted by Group companies) and net amortization of intangible assets recognized on consolidation.

The Group considers that this indicator best reflects the operating performance of its businesses as it includes the depreciation and amortization arising as a result of the capex inherent to its business model. It is also the most commonly used indicator in the industry and therefore enables more meaningful comparisons between the Group and its peers.

Adjusted EBITA margin: Adjusted EBITA as a percentage of consolidated revenue.

Adjusted EBITDA: EBITDA adjusted for share-based compensation (stock options and performance shares granted by Group companies).

Organic growth in consolidated revenue: Growth in consolidated revenue expressed as a percentage and adjusted for the impact of (i) changes in exchange rates, using the calculation method described in Chapter 4, Section 4.2 of this Universal Registration Document, (ii) changes in accounting policies, and (iii) changes in scope of consolidation.

Net business development: The difference between (i) the sum of the estimated annual revenue from client contracts with a term of over 12 months won during the fiscal year, and (ii) the sum of the revenue generated on a 12-month basis from client contracts lost during that same fiscal year.

Operating free cash flow: The sum of the following items as defined elsewhere in this Universal Registration Document and recorded either as individual line items or as the sum of several individual line items in the consolidated cash flow statement:

- EBITDA.
- Net capital expenditure (*i.e.* amounts paid as consideration for property, plant and equipment and intangible assets used in operations less the proceeds received from sales of these types of assets).
- Change in net operating working capital.
- Other non-recurring income and expenses impacting cash.
- Other non-cash movements.

This indicator reflects cash generated by operations and is the indicator used internally for the annual performance appraisals of the Group's managers.

Simplified operating cash flow: The sum of the following items as defined elsewhere in this Universal Registration Document and recorded either as individual line items or as the sum of several individual line items in the consolidated cash flow statement:

- EBITDA.
- Net capital expenditure (i.e. amounts paid as consideration for property, plant and equipment and intangible assets used in operations less the proceeds received from sales of these types of assets).

DSO: Days Sales Outstanding, measuring the average number of days that it takes to collect payment after a sale has been made. At Elior, the DSO is calculated according to the count back method.

Adjusted earnings per share (or AEPS): This indicator is calculated based on net profit from continuing operations attributable to owners of the parent, adjusted to exclude (i) non-recurring income and expenses, (ii) amortization of intangible assets recognized on consolidation, (iii) exceptional impairment of investments in and loans to non-consolidated companies, and (iv) the impacts of gains or losses on disposals of consolidated companies classified as held for sale. All of these adjustments in (i) to (iv) are net of tax.

Total Shareholder Return (or TSR): The total return on the Elior Group share for an investor for a given period, corresponding to the gains that would be received on the sale of the share and the dividends received.

Elior North America Value (or ENA Value): The value of Elior North America (ENA) at the end of a given twelve-month fiscal year, calculated as follows: (i) 8.5 times ENA's EBITDA for that fiscal year, less (ii) ENA's net debt at the given fiscal year-end. For the purposes of calculating this indicator, "ENA Value 2019" means the ENA Value at September 30, 2019 and "ENA Value 2022" means the ENA Value at September 30, 2022.

Compounded annual growth rate (or CAGR): The compounded annual growth rate of the ENA Value, as defined above, calculated for the period from October 1, 2019 through October 1, 2022 using the following formula:
$(\text{ENA Value 2022}/\text{ENA Value 2019})^{1/3} - 1$

3.1.6.2 Compensation policies for the Company's directors and officers to be submitted for approval at the February 23, 2023 Annual General Meeting – *ex anté* say on pay

The durations of the terms of office of the Company's directors and officers are set out in Chapter 5, Section 5.1.3 of this Universal Registration Document.

The Board of Directors is responsible for determining, reviewing and implementing the compensation policies for the Company's directors and officers, based on the recommendations of the Nominations and Compensation Committee. The Company's Chairman and CEO does not take part in the Board discussions or votes on matters relating to his own compensation. The compensation policies for the Company's directors and officers are in the Company's best interests, contribute to its longevity and are in line with its overall business strategy as described in Chapter 1, Sections 1.1, 1.2 and 1.6.2 of this Universal Registration Document.

When determining these compensation policies, the Nominations and Compensation Committee and the Board of Directors also took into account the pay and employment conditions of the Company's employees (particularly as part of the review of the pay equity ratios disclosed in accordance with Article L. 22-10-9 of the French Commercial Code).

In application of Article L. 22-10-8 of the French Commercial Code, the compensation policies of the Company's directors and officers will be submitted for shareholder approval at the Annual General Meeting of February 23, 2023, with separate resolutions put forward for (i) the Chairman and CEO, and (ii) the directors.

No components of compensation, of any kind, may be set, allocated or paid by the Company, and no commitments concerning compensation may be made by the Company if they are not in line with the compensation policies approved by the shareholders, or if no such policies have been approved, with the existing compensation packages and/or practices in place within the Company.

If there is a change in governance, the compensation policies will be applied to the Company's directors and/or officers following the change, subject to any necessary adaptations. If the roles of Chairman of the Board of Directors and Chief Executive Officer are separated, the compensation policy applicable to the Chairman and CEO will apply to the Chief Executive Officer and the compensation policy for the chairman will be that applicable to the previous chairman (and described in section 3.1.6.2.1 of the 2020/2021 URD). If a Deputy Chief Executive Officer is appointed, the compensation policy applicable to the Chairman and CEO will also apply to the Deputy Chief Executive Officer, although a Deputy Chief Executive Officer can have an employment contract.

The compensation policies for the Company's officers must be competitive, aligned with the Company's overall strategy, and structured in a way that promotes its performance and competitiveness over the mid- and long-term.

Compliance
The compensation policies for the Company's officers are determined by reference to the AFEP-MEDEF Code, which recommends that compensation packages should be comprehensive, comparable, consistent and proportionate, that a balance should be achieved between the various components of the compensation and that the rules applied should be clearly understandable.

Comprehensive and balanced compensation packages
All of the components of the compensation packages of the Company's officers are analyzed in a comprehensive manner, in line with the Company's strategy.

Alignment of interests and transparency
While the officers' compensation packages are set taking into account the need for the Company to be able to attract, motivate and retain the best talents, they also take into consideration shareholders' interests, particularly in terms of transparency and the Company's performance.

Proportionality and comparability
Compensation amounts are set taking into account the responsibilities entrusted to each officer as well as market practices. The performance targets used must be high, correspond to the Company's key growth factors and be aligned with its short- and long-term objectives.

3.1.6.2.1 Compensation policy for the members of the Board of Directors to be submitted for approval at the February 23, 2023 Annual General Meeting – *ex ante* say on pay

At its meeting on November 22, 2022, having consulted with the Nominations and Compensation Committee, the Board of Directors decided that at the Annual General Meeting it would recommend keeping unchanged, at €600,000, the maximum total amount of directors' remuneration to be divided between the Board members for their directorship duties. The annual amount of directors' remuneration awarded to each Board member for their duties comprises the following components:

- For the chairs of the Board committees who are independent directors: an annual fixed remuneration for their role as committee chair, the amount of which cannot exceed 15% of the aggregate amount of their annual directors' remuneration (including both the variable and fixed portions).

- Variable remuneration based on their actual attendance at Board and committee meetings.

The employee representative directors receive directors' remuneration for their directorship duties, set in accordance with the same terms and conditions as the other directors. They also hold permanent employment contracts with the Company or another Group entity, which include notice and termination terms and conditions that comply with the applicable laws and pursuant to which they receive a salary.

3.1.6.2.2 Compensation policy for the Chairman and CEO to be submitted for approval at the February 23, 2023 Annual General Meeting – *ex ante* say on pay

The Chairman and CEO's compensation package – which is determined in a balanced way and is consistent with the Company's strategy – comprises three main components:

1. Annual fixed compensation.

2. Short-term variable compensation based on annual financial and non-financial performance criteria for the fiscal year.

3. Long-term variable compensation based on the Company's internal and external financial performance and non-financial performance, measured over several years[1].

[1] The Chairman and CEO has undertaken that throughout his term of office he will not hedge any of the performance units which would be granted to him as long-term variable compensation.

Components of the Chairman and CEO' s compensation package	Purpose and strategic objective	Description (See Section 3.1.6.1 above for the definitions of the key performance indicators)	Weighting (% of gross annual fixed compensation)	Amount
1. FIXED	**To retain and motivate the Chairman and CEO**	Set taking into account, among other things, the Chairman and CEO's experience and market practices.	N/A	900,000 €
2. SHORT-TERM VARIABLE (ANNUAL)	**To encourage the achievement of the Company's annual financial and non-financial (including CSR) performance objectives**	Set based on the Company's financial and non-financial priorities and objectives for the fiscal year.	• Target amount: 100% • Maximum amount: 150%	• Target amount: 900,000 € • Maximum amount: 1,350,000 €
		Quantifiable criteria (which determine the majority of the variable compensation): structured to ensure (i) a recovery of margins in a high inflationary context that is having a margin impact, (ii) long-term liquidity levels, and (iii) net business development and a return to profitable growth.	• Target amount: 75% • Maximum amount: 112.,5%	• Target amount: 675,000 € • Maximum amount: 1,012,500 €
		Qualitative criteria, including CSR: structured to take into account initiatives put in place during the year to drive profitable and sustainable growth.	• Target amount: 25% • Maximum amount: 37.,5%	• Target amount: 225 000 € • Maximum amount: 337 500 €
3. LONG-TERM VARIABLE (MULTI-ANNUAL)	**To encourage internal and external financial performance and non-financial performance (including CSR) over the long-term, and reward over-performance**	**Annual award of performance units** Two components: **1.** Performance units that vest subject to (i) a presence condition and (ii) performance conditions based on exacting, relevant performance criteria that enable the Company's internal financial performance and non-financial performance (CSR) to be measured over a period of three years, by reference to: • Adjusted earnings per share (AEPS); • Improvement in CSR criteria such as the frequency rate of workplace accidents, diversity and the Group's carbon footprint.	1. Target face value: 142 % Maximum face value: 185 % The number of performance units that vest varies between 0% and 100% of the maximum number of performance units initially awarded depending on the achievement of future performance criteria.	1. Target face value: 1,280,000 € Maximum face value: 1,664,000 €
		2. Performance units that vest subject to (i) a presence condition and (ii) performance conditions based on Total Shareholder Return (TSR) that enable the Company's share performance to be measured over a period of three years compared with (a) a group of companies operating in the same business sectors as the Company (a "peer group") and (b) the Next 20 Index.	2. Target face value: 36 % Maximum face value: 46 % The number of performance units that vest varies between 0% and 100% of the maximum number of performance units initially awarded depending on the achievement of future performance criteria.	2. Target face value: 320,000 € Maximum face value: 416,000 €

The components of the Chairman and CEO's compensation package for fiscal 2022-2023 were analyzed, examined, debated and set by the Nominations and Compensation Committee and the Board of Directors at their meetings held in November 2022 (November 21 and 22), in line with the compensation policy defined for the Chairman and CEO by the Board of Directors which will be submitted for shareholder approval at the February 23, 2023 Annual General Meeting. These components notably take into account the following:

- The Chairman and CEO's level of responsibilities.
- Market practices.
- The general economic context, the Group's objectives, and its situation and challenges in the current economic crisis marked by high inflation which is impacting margins.

The Board took care to verify that the structure of the Chairman and CEO's compensation package and its components and amounts reflect the best interests of the Company and its shareholders, as well as market practices and the performance levels expected from him.

In particular, the Board verified that the proposed compensation structure is appropriate in view of (i) the Company's operations, as well as the Group's short- and mid-term objectives, its economic and competitive environment, and developments in its strategy, and (ii) French and international market practices. It was also careful to ensure that the performance criteria used to calculate the variable portion of the Chairman and CEO's compensation reflect the Group's operating and financial performance objectives.

In 2021, in view of the fact that the Group's operations were still being affected by the Covid crisis, the Board felt it necessary to retain a degree of latitude in applying the CEO's variable compensation policy, provided that there was a clear framework for such latitude and that it had to be used reasonably. As the Covid situation is still uncertain and the Group's activities could once again be severely impacted by further decisions taken both by governments and businesses (large-scale use of remote working, school closures etc.), the Nominations and Compensation Committee and the Board of Directors felt it necessary to retain this same degree of latitude for applying the Chairman and CEO's variable compensation policy for 2022-2023. Consequently, the Board decided to retain the discretionary power it has in terms of applying this variable compensation policy.

As a reminder, the Board's discretionary power – which corresponds to an *ad hoc* adjustment clause – is as follows:

- In accordance with the conditions set out below, the Board of Directors has a discretionary power concerning the application of the Chairman and CEO's variable compensation policy in order to ensure that this compensation accurately reflects the Group's performance. Consequently, if any exceptional events or circumstances occur (such a resurgence of the Covid pandemic), which have a significant impact on the achievement levels of the performance criteria underlying the Chairman and CEO's variable compensation, the Board of Directors may decide, on the Nominations and Compensation Committee's recommendation, to use this discretionary power provided that it continues to respect the principles set in the compensation policy and gives the shareholders a clear, precise and full explanation for its decision. This discretionary power would affect the Chairman and CEO's annual and/or long-term variable compensation and could be used to adjust for the consequences of exceptional events or circumstances. The adjustments could consist of amending, changing, or replacing (but not eliminating without replacing) quantifiable performance criteria or objectives. Any such adjustments would have to be decided by the Board of Directors before the end of the measurement period for the performance criteria or objectives applicable to the compensation components concerned, and the aim or effect of the adjustments must not be to increase the maximum amounts of said compensation components. If the use of this discretionary power results in the amount of the Chairman and CEO's variable compensation exceeding the originally calculated amount, the new amount may not exceed 50% of the target variable compensation concerned.

To date, the Board of Directors has not used this discretionary power.

1. Annual fixed compensation

At its meeting on November 22, 2022, having consulted the Nominations and Compensation Committee, the Board of Directors set the Chairman and CEO's annual fixed compensation at a gross amount of €900,000 for fiscal 2022-2023, an amount that has remained unchanged for seven fiscal years.

2. Short-term variable compensation (annual)

The Board of Directors set the target amount of the Chairman and CEO's short-term variable compensation at 100% of his fixed compensation (with 80% based on quantifiable criteria and 20% on qualitative criteria). The amount of this variable compensation may represent between 0% and 150% of his fixed compensation depending on the extent to which the applicable quantifiable and qualitative performance criteria are achieved.

For 2022-2023, the Nominations and Compensation Committee and the Board of Directors decided to return to a short-term variable compensation structure entirely based on performance objectives measured over an annual period.

In addition, in view of the Group's goals and priorities focused on recovering its margins, based on the recommendation of the Nominations and Compensation Committee, the Board decided to introduce a performance criterion directly related to the level of adjusted EBITA margin. It maintained the net business development and DSO criteria, which are particularly relevant for stimulating profitable organic growth and cash flow performance.

The tables below show the principles for calculating the Chairman and CEO's short-term variable compensation for fiscal 2022-2023 including the applicable performance criteria and their weightings (the trigger thresholds for the performance criteria related to this short-term variable compensation are not disclosed for confidentiality reasons).

Performance criteria applicable to the Chairman and CEO's annual variable compensation and reasons for applying the criteria*

Type of criteria	Performance criteria	Reasons for applying the criteria
Quantifiable	Adjusted EBITA margin, assessed on an annual basis. Days Sales Outstanding (DSO), assessed on an annual basis Net business development, assessed on an annual basis	When determining the conditions for the Chairman and CEO's variable compensation, in view of the current highly inflationary economic context which is impacting the Group's margins, the Nominations and Compensation Committee considered that adjusted EBITA margin and DSO are still important criteria for 2022-2023 and are particularly appropriate for ensuring an improvement in the Group's operating profitability, maintaining its long-term liquidity and enabling it to deleverage.
Qualitative	Improvement in the "accident frequency rate" CSR indicator for 2022-2023, audited on the basis of the annual CSR report	The Nominations and Compensation Committee considered that because the Group's business principally relies on its human capital (it currently has some 97,000 employees), preventing workplace accidents is a priority and key area for value creation.
	Increase in 2022-2023 of the proportion of women on the Leaders Committee	The Nominations and Compensation Committee considered that developing diversity, and particularly gender diversity, is an indispensable objective for continuing to improve the Group's appeal and retaining employees, clients, investors and partners and, more generally, for driving the Group's performance.
	Carbon Disclosure Project (CDP) score	Agriculture accounts for a quarter of the world's greenhouse gas emissions. The Nominations and Compensation Committee felt that (i) as a major contract catering player, Elior has a responsibility to reduce its greenhouse gas emissions, and (ii) the risks and opportunities arising from climate change must be taken into account for the Group to ensure its longevity. The CDP score is a measure of a company's environmental strategy, both in terms of reducing emissions and adapting to climate change.

* See Section 3.1.6.1 above for the definitions of the key performance indicators.

Short-term variable compensation (annual) – Performance criteria[1], weightings and objectives*

Type of criteria	Criteria		Min.	Target	Max.
Quantifiable criteria: **¾ of variable compensation** (75% of fixed compensation)	Adjusted EBITA margin	As a % of fixed compensation[2]	0%	55%	**82.5%**
	DSO	As a % of fixed compensation	0%	10%	**15.0%**
	Net business development,	As a % of fixed compensation	0%	10%	**15.0%**

[1] These criteria are aligned with those applicable to the long-term variable compensation of non-director executives under the performance share plans of which they are beneficiaries (see Section 3.1.7.4.7).
[2] Actual performance between the Min. and Target and Target and Max. levels will result in payout amounts determined by linear interpolation.

	Total for quantifiable criteria		**0%**	**75%**	**112.5%**
Qualitative criteria: **¼ of variable compensation** (25% of fixed compensation)	Improvement in the "accident frequency rate" CSR indicator for 2022-2023, audited on the basis of the annual CSR report	As a % of fixed compensation	0%	8.33%[1]	**12.5%**
	Increase in 2022-2023 of the proportion of women on the Leaders Committee	As a % of fixed compensation	0%	8.33%	**12.5%**
	Carbon Disclosure Project (CDP) score	As a % of fixed compensation	0%	8.33%	**12.5%**
	Total for qualitative criteria		**0%**	**25%**	**37.5%**
Total for quantifiable and qualitative criteria[2]			**0%**	**100%**	**150%**

* See Section 3.1.6.1 above for the definitions of the key performance indicators.

[1] The target amount of this criterion is aligned with the Company's annual objectives.
[2] Performance levels for different criteria cannot be offset between each other for the purpose of the overall assessment.

3. Long-term multi-annual variable compensation

The Chairman and CEO's long-term multi-annual variable compensation consists of two components:

– Performance units based on measurement of the Company's internal financial performance (adjusted earnings per share, or "AEPS") and non-financial performance (CSR) (the "**Internal Performance Units**")

– Performance units based on measurement of the Company's external financial performance in comparison with its peers, by reference to Total Shareholder Return (TSR) (the "**External Performance Units**").

The proposal of total long-term variable compensation to be awarded to the Chairman and CEO for 2022-2023 represents a maximum aggregate face-value amount of €2.08 million.

The final allocation of the performance units making up this long-term variable compensation would take place following the favorable vote of the General Meeting of February 23, 2023.

3.1. Internal Performance Units

The Chairman and CEO's long-term variable compensation for 2022-2023 based on the Company's internal performance consists of the award of performance units representing a cash amount of €1.66 million (maximum face value), i.e. 185% of his annual fixed compensation.

The maximum number of Internal Performance Units corresponding to €1.66 million in long-term variable compensation (face value) will be set by the Board of Directors based on the weighted average of the prices quoted for the Elior Group share over the 20 trading days following November 23, 2022 – the publication date of the Group's annual results for fiscal 2021-2022 – by applying the following formula:

- €1.66 million (maximum face value) divided by the weighted average of the prices quoted for the Elior Group share over the 20 trading days following November 23, 2022.

The vesting of the Internal Performance Units will be contingent on the Company's performance in terms of AEPS growth and corporate social responsibility ("CSR").

If the target levels are achieved for (i) AEPS growth and (ii) the CSR criteria performance, the face value of the Internal Performance Units will be €1,280,000.

i. Principle

The Chairman and CEO's Internal Performance Units would vest after a period (the "Vesting Period") ending on September 30, 2025, provided that he is still Elior Group's Chairman and CEO at that date.

The number of Internal Performance Units that vest will depend on:

- The level of growth in AEPS during the Vesting Period (fiscal years ending on September 30, 2023, 2024 and 2015) (62.5% weighting).

- The improvement in the following three CSR criteria, audited on the basis of the annual CSR report (the "CSR Criteria" (37.5% weighting):

  - the accident frequency rate (12.5% weighting (1/3 of 37.5%));

  - the proportion of women on the Leaders Committee (12.5% weighting (1/3 of 37.5%)); and

  - the Group's carbon footprint (12.5% weighting (1/3 of 37.5%)).

The objectives related to AEPS growth and the CSR Criteria, as well as the number of Internal Performance Units that vest at the end of the Vesting Period based on the level of performance achieved for each of the performance criteria (AEPS growth and the CSR Criteria) are set out in the table below, it being specified that:

- Below the threshold level, none of the Internal Performance Units subject to the criterion concerned will vest.
- Between each marker (threshold, target and maximum levels), the number of Internal Performance Units that vest will be determined by linear interpolation.
- The number of Internal Performance Units that vest is capped at 130% of the number of Internal Performance Units that can vest if the target level is achieved.

The total number of vested Internal Performance Units will equal the sum of the Internal Performance Units that vest based on each of the performance criteria, and may not exceed 130% of the number of Internal Performance Units that can vest if the target performance level is achieved.

AEPS growth and the performance levels for the CSR Criteria will be calculated based on the performances achieved for the fiscal years 2022-2023, 2023-2024 and 2024-2025.

ii. Performance objectives and number of vested Internal Performance Units

The number of Internal Performance Units that vest at the end of the Vesting Period (September 30, 2025) will be determined in accordance with the conditions described above and set out in the table below, based on the performance levels achieved for each of the performance criteria.

Performance criteria	Weighting per performance criterion (%)	Performance			% Internal PUs vested vs. target level	Face value in euros of the Internal PUs
		Performance levels		% Internal PUs vested		
AEPS[1]	**62.5%**	**Target**	Not disclosed for reasons of confidentiality.	0%	0%	€0
		Threshold		100%	62.5 %	€800,000
		Max		130%	81.25 %	€1,040,000
CSR 1: Health and safety (Accident frequency rate)[2]	**12.5%**	**Threshold**: 11.5% improvement in the accident frequency rate		50%	6.25%	€80,000
		Target: 14.3% improvement in the accident frequency rate		100%	12.5%	€160,000
		Max: 19.6% improvement in the accident frequency rate		130%	16.25%	€208,000
CSR 2: Proportion of women on the Leaders Committee	**12.5%**	**Threshold**: 4.5% increase in the proportion of women on the Leaders Committee		50%	6.25%	€80,000
		Target: 15.0% increase in the proportion of women on the Leaders Committee		100%	12.5%	€160,000
		Max: 28.9% increase in the proportion of women on the Leaders Committee		130%	16.25%	€208,000
CSR 3: Carbon footprint[3]	**12.5%**	**Threshold**: B- score		50%	6.25%	€80,000
		Target: B score		100%	12.5%	€160,000
		Max: A score		130%	16.25%	€208,000
Total – threshold level (Total no. of Internal PUs – % vs. target level – and € face value)					**18.75%**	**€240,000**
Total – target level (Total no. of Internal PUs – % vs. target level – and € face value)					**100%**	**€1,280,000**
Total – threshold level (Total no. of Internal PUs – % vs. target level – and € face value)					**130%**	**€1,664,000**

iii. Vesting Period and presence condition

At the end of the Vesting Period (September 30, 2025), the Internal Performance Units that vest based on the performance levels achieved for AEPS growth and the CSR Criteria will be converted into cash by multiplying the number of vested Internal Performance Units by the weighted average of the prices quoted for the Elior Group share over the 20 trading days following the publication of the annual financial statements for the year ending September 30, 2025.

[1] Level of AEPS growth pre-defined and set by the Board of Directors, based on the recommendation of the Nominations and Compensation Committee.
[2] Frequency of accidents with lost time (at least one day) suffered by Group employees per million hours worked.
[3] Scoring system used by the Carbon Disclosure Project (CDP), an independent not-for-profit organization whose mission is to assess the environmental impacts of companies by scoring their environmental performance from D- to A. It is reminded that the CDP scoring methodology and the assessment of companies' environmental efforts and performance are changing and getting stronger every year in line with changes in environmental awareness, regulations and pledges (made at national and global levels). The scoring methodology is therefore evolving in nature and is aimed at inciting companies to make continuous improvements in factoring climate issues into their business. This means that every year a large number of companies see their scores go down on a year-on-year basis.

At the end of the Vesting Period for the Internal Performance Units (September 30, 2025):

- The Company will pay the Chairman and CEO the amount of his long-term variable compensation corresponding to the Internal Performance Units definitively awarded (i) provided he is still Elior Group's Chairman and CEO at the end of the Vesting Period (September 30, 2025), and (ii) subject to the applicable laws and regulations.
- If the Chairman and CEO does not own a number of Elior Group shares whose value represents at least six times his annual fixed compensation, he will be required to acquire a number of Elior Group shares representing an amount equivalent to 50% of the net-of-tax amount he receives for his Internal Performance Units. He must then hold these shares for the duration of his term as Chairman and CEO

3.2. External Performance Units

The Chairman and CEO's long-term variable compensation for 2022-2023 based on the Company's external performance consists of the award of performance units representing a cash amount of €0.42 million (maximum face value), i.e. 46% of his annual fixed compensation.

The maximum number of External Performance Units corresponding to €0.42 million in long-term variable compensation (face value) will be set by the Board of Directors based on the weighted average of the prices quoted for the Elior Group share over the 20 trading days following November 23, 2022 – the publication date of the Group's annual results for fiscal 2021-2022 – by applying the following formula:

- €0.42 million (maximum face value) divided by the weighted average of the prices quoted for the Elior Group share over the 20 trading days following November 23, 2022.

The vesting of the External Performance Conditions will be contingent on the Company's financial performance (TSR) compared with its peers and the Next 20 index.

If the target levels are achieved for TSR performance, the face value of the External Performance Units will be €320,000.

i) *Principle*

The Chairman and CEO's External Performance Units would vest after a period expiring on December 31, 2025 (the "Vesting Period"), provided that he is still Elior Group's Chairman and CEO at that date.

The number of External Performance Units that vest will depend on:

- Elior Group's relative share performance, measured by reference to its total shareholder return (TSR) over the Vesting Period as compared with:
  - the TSR, calculated over the Vesting Period, of a group of companies operating in the same business sectors as Elior, including Elior itself (the "Peer Group")[1] (50% weighting); and
  - the TSR, calculated over the Vesting Period, of the Next 20 index (the "Index") (50% weighting).

The objectives related to the TSR criteria as well as the number of External Performance Units that vest at the end of the Vesting Period based on the level of performance achieved for the TSR criteria are set out in the table below, it being specified that:

- Below the threshold level, none of the External Performance Units subject to the criterion concerned will vest.
- Between each marker (threshold, target and maximum levels), the number of External Performance Units that vest will be determined by linear interpolation.
- The number of External Performance Units that vest is capped at 130% of the number of External Performance Units that can vest if the target level is achieved.
- The maximum number of External Performance Units can only vest if the maximum number of Internal Performance Units vest based on the AEPS growth criterion.

The total number of vested External Performance Units will equal the sum of the External Performance Units that vest based on each of the TSR performance criteria, and may not exceed 130% of the number of External Performance Units that can vest if the target performance level is achieved.

The calculation of TSR performance will be based on the performance achieved over the three-year period ending on December 31, 2025.

[1] The Peer Group comprises Aramark, Compass, ISS and Sodexo.

ii) Performance objectives and number of vested External Performance Units

The number of External Performance Units that vest at the end of the Vesting Period (December 31, 2025) will be determined in accordance with the conditions described above and set out in the table below, based on the performance levels achieved for each of the performance criteria.

Performance criteria	Weighting per performance criterion (%)	Performance		% External PUs vested vs. target level	Face value in euros of the External PUs
		Performance levels	% External PUs vested		
Index TSR[1]	**10%**	**Threshold**: Elior TSR = 100% Index TSR	50%	50%	€80,000
		Target: Elior TSR ≥ 120% Index TSR	100%	100%	€160,000
		Max: Elior TSR ≥ 120% Index TSR and max AEPS growth achieved	130%	130%	€208,000
Peer Group TSR	**10%**	**Threshold**: Elior TSR = 100% Peer Group median TSR	50%	50%	€80,000
		Target: Elior TSR ≥ 120% Peer Group median TSR	100%	100%	€160,000
		Max: Elior TSR ≥ 120% Peer Group median TSR and max AEPS growth achieved	130%	130%	€208,000
Total – threshold level (Total no. of External PUs – % vs. target level – and € face value)				**50%**	**€160,000**
Total – target level (Total no. of External PUs – % vs. target level – and € face value)				**100%**	**€320,000**
Total – maximum level (Total no. of External PUs – % vs. target level – and € face value)				**130%**	**€416,000**

[1] If Elior Group's TSR is negative, irrespective of Elior Group's TSR positioning compared with the Peer Group or the Index, no External Performance Units will vest.

iii) Vesting Period and presence condition

At the end of the Vesting Period (December 31, 2025), the External Performance Units that vest based on the TSR performance levels achieved will be converted into cash by multiplying the number of vested External Performance Units by the weighted average of the prices quoted for the Elior Group share over the 20 trading days following the publication of the annual financial statements for the year ending September 30, 2025.

At the end of the Vesting Period for the External Performance Units (December 31, 2025):

- The Company will pay the Chairman and CEO the amount of his long-term variable compensation corresponding to the External Performance Units definitively awarded (i) provided he is still Elior Group's Chairman and CEO at the end of the Vesting Period (December 31, 2025), and (ii) subject to the applicable laws and regulations.
- If the Chairman and CEO does not own a number of Elior Group shares whose value represents at least six times his annual fixed compensation, he will be required to acquire a number of Elior Group shares representing an amount equivalent to 50% of the net-of-tax amount he receives for his External Performance Units. He must then hold these shares for the duration of his term as Chairman and CEO.

4. Other components of compensation

Directors' remuneration

The compensation awarded to the Chairman and Chief Executive Officer for his directorship duties will be allocated in accordance with the rules applicable to all directors (see Section 3.1.6.2.2 above concerning the compensation policy applicable to members of the Board of Directors).

Exceptional compensation

None

Termination benefit

If the Company decides to remove the Chairman and CEO from office for any reason other than gross negligence or serious misconduct committed in connection with his duties within Elior Group, he may be entitled to a termination benefit as an indemnity for any prejudice he may suffer as a result of being removed from office. The amount of the termination benefit will equal either (i) 12 months' compensation, or (ii) 24 months' compensation if the Chairman and CEO's non-compete covenant is not implemented. The applicable amount will be calculated on the basis of the Chairman and CEO's average gross monthly compensation (fixed and variable, excluding any long-term variable compensation) received for the 12 months preceding the date on which he is removed from office by the Board of Directors.

The termination benefit would not be payable if the Chairman and CEO is removed from office for gross negligence or serious misconduct, which include, but are not limited to, the following types of behavior:

- Inappropriate behavior for an executive (criticizing the Company and/or its management bodies in front of external parties, etc.).
- Repeated failure to take into consideration decisions made by the Board of Directors and/or behavior that is contrary to such decisions.
- Repeated communication errors that seriously and adversely affect the Company's image and/or value (impact on share price).

The benefit would only be payable, in full or in part, if the average (A) of the Chairman and CEO's annual variable compensation for the three years preceding his removal from office represents at least 80% of the corresponding target annual compensation. If this condition is met, the Chairman and CEO would be entitled to:

- 20% of the total amount of the termination benefit if A is equal to 80%.
- 100% of the total amount of the termination benefit if A equals or exceeds 100%.
- Between 20% and 100% of the total amount of the benefit if A is between 80% and 100%, determined by linear interpolation using the following formula: 20 + [(100-20) x X], where X = (A-80) / (100-80).

This performance condition would be assessed over a period of three fiscal years, with the first applicable period commencing on October 1, 2021, which was the start of the first fiscal year following Bernard Gault's appointment as Chief Executive Officer.

The Chairman and CEO would not be entitled to the termination benefit if he resigns from his position.

Non-compete covenant

If the Chairman and CEO ceases his duties with the Company for any reason, he will be subject to a non-compete obligation with respect to Elior Group for a period of two years as from the date his duties cease. The main reason for this non-compete covenant is the strategic information to which he has access in his position as Chairman and CEO.

Pursuant to the non-compete covenant, for the two-year period following the date his duties with the Company cease, the Chairman and CEO will be prohibited from:

- Carrying out any duties for a commercial catering company and/or contract catering company (as an employee, officer, consultant, shareholder or other) that are similar to or compete with the duties he performed as the Company's Chairman and CEO or Chief Executive Officer, or Chairman, or in another Company officer's position. However, this obligation has been narrowed to a prohibition on working with:
  - the Elior group's four direct competitors, i.e. Aramark, Compass, ISS and Sodexo; and
  - any other large company that is a competitor of the Elior group and has contract catering operations in France and/or the five other countries in which the Group is present, i.e. Spain, the United Kingdom, Italy, Portugal and the United States.
- Directly or indirectly soliciting employees or officers away from the Group; and/or
- Having any financial or other interests, either directly or indirectly, in any of the above companies.

As consideration for his non-compete covenant, the Chairman and CEO will be eligible for a monthly indemnity equal to 50% (or 100% if he does not receive a termination benefit) of his gross monthly fixed and variable compensation (excluding any long-term variable compensation) calculated based on his average monthly gross fixed and variable compensation (excluding any long-term variable compensation) received for the 12 months preceding the date on which he ceases his duties as Chairman and CEO. This indemnity would be payable from the date his duties as Chairman and CEO cease until the end of the period of validity of his non-compete covenant.

Irrespective of how the Chairman and CEO's duties cease (i.e. if he resigns or is removed from office), the Board of Directors may decide to exempt him from this non-compete covenant. In such a case, the Board must notify him of the exemption within the month following the date on which he ceases his duties and the Company would not be required to pay him the above-mentioned non-compete indemnity.

No non-compete indemnity would be payable if the Chairman and CEO leaves the Group due to retirement, or in any event if he is over the age of 65, except in specific cases recommended by the Nominations and Compensation Committee and approved by the Board of Directors.

<u>Employment contract</u>

In compliance with the AFEP-MEDEF Code, the Chairman and CEO does not have an employment contract with the Company or any other Group entity.

<u>Benefits in kind</u>

The Chairman and CEO has the use of a company car, as is Group practice for persons with the responsibilities of Chairman and CEO.

<u>Welfare and pension plans</u>

The Chairman and CEO is eligible for the welfare and pension plans put in place within Elior Group for Company officers. He is not eligible for any supplementary pension plan.

<u>Bonuses and indemnities for taking up office</u>

The Chairman and CEO is not eligible for any type of bonus or indemnity for taking up office.

* * *

At the February 23, 2023 Annual General Meeting, the shareholders will be asked to approve the compensation policy for the Chairman and CEO.

Subsequently, at the 2024 Annual General Meeting, the shareholders will be asked to approve the components of the compensation paid during or awarded for 2022-2023 to the Chairman and CEO. The payment of his fixed compensation for that fiscal year is not contingent on a favorable shareholder vote but the payment of his variable compensation and any exceptional compensation is.

3.1.7 COMPENSATION AND BENEFITS PAID DURING OR AWARDED FOR FISCAL 2021-2022 TO THE COMPANY'S DIRECTORS AND OFFICERS, TO BE SUBMITTED FOR SHAREHOLDER APPROVAL AT THE FEBRUARY 23, 2023 ANNUAL GENERAL MEETING –*EX POST* SAY ON PAY

The compensation policies for the Company's directors and officers was approved by the shareholders, in accordance with Article L. 22-10-8 of the French Commercial Code, at the February 28, 2022 Annual General Meeting[1].

As required under Article L. 22-10-34 of the French Commercial Code, at the Annual General Meeting to be held on February 23, 2023, the shareholders will be asked to approve the components of the compensation and benefits paid during or awarded for fiscal 2021-2022 to the Company's directors and officers in line with the compensation policies approved at the February 28, 2022 Annual General Meeting. A single resolution will be put forward for directors' remuneration and separate resolutions for the compensation of each of the Company's officers

Consequently, the information disclosed in this section will be put to the shareholders' vote in accordance with Article L. 22-10-34 I of the French Commercial Code for approval of the information referred to in Article L. 22-10-9 of said Code ("global *ex post* say-on-pay vote"). For the Company's officers, the required information set out below will also be put to the shareholders' vote in accordance with Article L. 22-10-34 II of the French Commercial Code ("individual *ex post* say-on-pay votes").

None of Elior Group's officers hold any stock options, free shares or performance shares granted by the Company or any other Group entity.

3.1.7.1 Compensation and benefits paid during or awarded for fiscal 2021-2022 to Gilles Cojan, Chairman of the Board of Directors until July 1, 2022 – *ex post* say on pay

The tables below show the components of the compensation and benefits paid during or awarded for fiscal 2021-2022 to Gilles Cojan, Chairman of the Board of Directors until July 1, 2022. The components shown in the shaded columns will be submitted for shareholders' approval at the February 23, 2023 Annual General Meeting as required by Article L. 22-10-34 II of the French Commercial Code.

a) Summary table of compensation, stock options and free shares (performance shares)
(AMF template Table 1)

(in euros) **Gilles Cojan** ***Chairman of the Board of Directors until July 1, 2022***	**Fiscal 2020-2021**	**Fiscal 2021-2022 (until July 1, 2022)**
Compensation awarded for the year *(see Table 2 below)*	352,150.0	357,767.0
Value of multi-annual variable compensation awarded during the year	N/A	N/A
Value of stock options granted during the year	N/A	N/A
Value of performance shares granted during the year	N/A	N/A
Value of other long-term compensation plans	N/A	N/A
TOTAL	**352,150.0**	**357,767.0**

[1] See Chapter 3, Section 3.1.6. of the 2020-2021 Universal Registration Document.

b) Summary table of compensation and benefits *(based on AMF template Table 2)*

(in euros) **Gilles Cojan** ***Chairman of the Board of Directors until July 1, 2022***	**Fiscal 2020-2021**		**Fiscal 2021-2022**	
	Amount awarded (gross)	*Amount paid (gross)*	*Amount awarded (gross)*	*Amount paid (gross)*
Fixed compensation	300,000.0	300,000.0	300,000.0 on a proportionate basis from Sept. 30, 2021 through March 1, 2022 then 500,000.0 on a proportionate basis from March 1, 2022 through July 1, 2022, i.e., 291,667.0[1]	291,667.0
Annual variable compensation	N/A	N/A	N/A	N/A
Multi-annual variable compensation	N/A	N/A	N/A	N/A
Exceptional compensation	N/A	N/A	N/A	N/A
Directors' remuneration	52,150.0	45,400.0	66,100	52,150.0
Benefits in kind	N/A	N/A	N/A	N/A
TOTAL	**352,150.0**	**345,400.0**	**357,767.0**	**343,817.0**

[1] On an exceptional basis, in order to reflect the importance of Gilles Cojan's role as Chairman of the Board of Directors in supporting the executive management team through the transition phase following the departure of the previous Chief Executive Officer, at its March 29, 2022 meeting, based on the recommendation of the Nominations and Compensation Committee, the Board decided to increase Gilles Cojan's annual fixed compensation in his capacity as Chairman of the Board of Directors. His gross annual compensation was therefore raised from €300,000 to €500,000, initially applicable from March 1, 2022 until February 28, 2023. As Gilles Cojan only remained as Chairman of the Board of Directors until July 1, 2022, his fixed compensation was paid to him proportionately based on the revised amount.

3.1.7.2 Compensation and benefits paid during or awarded for fiscal 2021-2022 to Philippe Guillemot, Chief Executive Officer until March 1, 2022 – *ex post* say on pay

The tables below show the components of the compensation and benefits paid during or awarded for fiscal 2021-2022 to Philippe Guillemot, Chief Executive Officer until March 1, 2022. The components shown in the shaded columns will be submitted for shareholders' approval at the February 23, 2023 Annual General Meeting as required by Article L. 22-10-34 II of the French Commercial Code.

Following Philippe Guillemot's resignation as a director and the non-renewal of his term of office as Chief Executive Officer on March 1, 2022, he was only paid his fixed compensation for 2021-2022, on a proportionate basis.

a) Summary table of compensation, stock options, free shares (performance shares) and long-term compensation *(AMF template Table 1)*

<table>
<tr><th>(in euros)
Philippe Guillemot
Chief Executive Officer until March 1, 2022</th><th colspan="2">Fiscal 2020-2021</th><th>Fiscal 2021-2022</th></tr>
<tr><td>Compensation awarded for the year[1]
(see Table 2 below)</td><td colspan="2">1,908,541.6</td><td>379,541.5</td></tr>
<tr><td>Value of multi-annual variable compensation awarded during the year</td><td colspan="2">0</td><td>N/A</td></tr>
<tr><td>Value of stock options granted during the year</td><td colspan="2">N/A</td><td>N/A</td></tr>
<tr><td>Value of free shares granted during the year</td><td colspan="2">N/A</td><td>N/A</td></tr>
<tr><td rowspan="2">Value of other long-term compensation awarded for fiscal 2020-2021 and 2021-2022[2]</td><td>At the award date (fair value)</td><td>At Sept. 30, 2021</td><td rowspan="2">N/A</td></tr>
<tr><td>€7.2m</td><td>€6.2m</td></tr>
<tr><td>TOTAL (including the accounting value of other long-term compensation plans)</td><td colspan="2">9,108,541.6</td><td>379.541.5</td></tr>
</table>

[1] This total includes the benefit in kind corresponding to the use of a company car.
[2] Following the non-renewal of his term of office as Chief Executive Officer on March 1, 2022, Philippe Guillemot lost all of his entitlement to the long-term compensation that had been awarded to him.

b) Summary table of compensation and benefits *(based on AMF template Table 2)*

(in euros) **Philippe Guillemot** ***Chief Executive Officer until March 1, 2022***	**Fiscal 2020-2021**		**Fiscal 2021-2022**	
	Amount awarded (gross)	*Amount paid (gross)*	*Amount awarded (gross)*	*Amount paid (gross)*
Fixed compensation	900,000.0	900,000	378,260.9	378,260.9
Annual variable compensation[1]	960,480.0	0	N/A	960,480.0
Multi-annual variable compensation	0[2]	0	0[3]	0
Exceptional compensation	N/A	N/A	N/A	N/A
Directors' remuneration	45,500.0	37,400.0	N/A	45,500.0
Benefits in kind[4]	2,561.6	2,561.6	1,280.6	1,280.6
TOTAL	**1,908,541.6**	**939,961.6**	**379,541.5**	**1,385,521.5**

[1] Variable compensation for year Y-1 is paid in year Y.

[2] None of the vesting periods for Philippe Guillemot's 2019, 2020 or 2021 LTVC plans had expired at the end of fiscal 2020-2021. Following the non-renewal of his term of office as Chief Executive Officer on March 1, 2022, he lost all of his entitlement to the long-term compensation that had been awarded to him.

[3] None of the vesting periods for Philippe Guillemot's 2020, 2021 or 2022 LTVC plans had expired at the end of fiscal 2021-2021. Following the non-renewal of his term of office as Chief Executive Officer on March 1, 2022, he lost all of his entitlement to the long-term compensation that had been awarded to him

[4] Use of a company car.

Presentation of the components of the compensation and benefits paid during or awarded for fiscal 2021-2022 to Philippe Guillemot, Chief Executive Officer until March 1, 2022.

At its meetings on November 23, 2021 and December 15, 2021, based on the recommendation of the Compensation Committee, and in line with the compensation policy set for the Chief Executive Officer, the Board of Directors approved the compensation policy for the Chief Executive Officer, Philippe Guillemot, for fiscal 2021-2022, taking into account the level of responsibilities associated with the post as well as market practices.

In accordance with Article L. 22-10-8 of the French Commercial Code, at the February 28, 2022 Annual General Meeting, the Company's shareholders approved the compensation policy for the Chief Executive Officer applicable for fiscal 2021-2022.

Following Philippe Guillemot’s resignation as a director and the non-renewal of his term of office as Chief Executive Officer on March 1, 2022, the only compensation paid to him for fiscal 2021-2022 was his fixed compensation (see Chapter 3, Section 3.1.6.2.3 of the 2020-2021 Universal Registration Document), on a proportionate basis. No termination benefit, non-compete indemnity or any other benefit or indemnity was due or paid to Philippe Guillemot on his departure. He also lost his entitlement to the other components of compensation that had been awarded to him.

c) Other components of compensation

a) Termination benefit

No termination benefit was paid to Philippe Guillemot in connection with his departure on March 1, 2022.

b) Non-compete covenant

Philippe Guillemot was not subject to any non-compete covenant in fiscal 2021-2022 and therefore did not receive any related indemnity following his resignation as a director and the non-renewal of his term of office as Chief Executive Officer.

c) Exceptional compensation

N/A

d) Benefits in kind

Philippe Guillemot had the use of a company car, which was Group practice for persons with the responsibilities of Chief Executive Officer.

3.1.7.3 Compensation and benefits paid during or awarded for fiscal 2021-2022 to Bernard Gault, Chief Executive Officer from March 1, 2022 through July 1, 2022, then Chairman and CEO as from July 1, 2022 – *ex post* say on pay

The tables below show the components of the compensation and benefits paid during or awarded for fiscal 2021-2022 to Bernard Gault, Chief Executive Officer from March 1, 2022 through July 1, 2022 then Chairman and CEO as from July 1, 2022. The components shown in the shaded columns will be submitted for shareholders' approval at the February 23, 2023 Annual General Meeting as required by Article L. 22-10-34 II of the French Commercial Code.

The compensation paid during or awarded to Bernard Gault for fiscal 2021-2022 in his capacity as Chief Executive Officer:

- Complies with the compensation policy for the Chief Executive Officer for fiscal 2021-2022 which was approved by the shareholders at the February 28, 2022 Annual General Meeting.

- Remained unchanged when he was appointed as Chairman and CEO on July 1, 2022.

a) Summary table of compensation, stock options, free shares (performance shares) and long-term compensation *(AMF template Table 1)*

(in euros) **Bernard Gault** ***Chief Executive Officer then Chairman and CEO***	**Fiscal 2020-2021**		**Fiscal 2021-2022**
Compensation awarded for the year[1] *(see Table 2 below)*	69,900.0[2]		1,121,407.3
Value of multi-annual variable compensation awarded during the year	N/A		N/A
Value of stock options granted during the year	N/A		N/A
Value of free shares granted during the year	N/A		N/A
Value of other long-term compensation awarded for fiscal 2020-2021 and 2021-2022	N/A	N/A	N/A
TOTAL (including the accounting value of other long-term compensation plans)	**69,900.0**		**1,121,407.3**

[1] This total includes the benefit in kind corresponding to the use of a company car.
[2] Directors' remuneration.

b) Summary table of compensation and benefits *(based on AMF template Table 2)*

(in euros) **Bernard Gault** ***Chief Executive Officer then Chairman and CEO***	**Fiscal 2020-2021**		**Fiscal 2021-2022**	
	Amount awarded (gross)	*Amount paid (gross)*	*Amount awarded (gross)*	*Amount paid (gross)*
Fixed compensation	N/A	N/A	525,000.0	525,000.0
Annual variable compensation[1]	N/A	N/A	527,213.0[2]	N/A
Multi-annual variable compensation	N/A	N/A	N/A	N/A
Exceptional compensation	N/A	N/A	N/A	N/A

Directors' remuneration	69,900.0	54,150.0	67,700.0	69,900.0
Benefits in kind[3]	N/A	N/A	1,494.3	1,494.3
TOTAL	**69,900.0**	**54,150.0**	**1,121,407.3**	**596,394.3**

[1] Variable compensation for year Y-1 is paid in year Y.
[2] See sub-section (ii) below. Bernard Gault's annual variable compensation for 2021-2022 represented 100.4% of the fixed compensation he was awarded for that year.
[3] Use of a company car.

Presentation of the components of the compensation and benefits paid during or awarded for fiscal 2021-2022 to Bernard Gault, Chief Executive Officer from March 1, 2022 through July 1, 2022 then Chairman and CEO as from July 1, 2022

On March 29, 2022, the Board of Directors set the principles and criteria used for determining, allocating and awarding the components of the compensation package of Bernard Gault for fiscal 2021-2022 in his capacity as Chief Executive Officer and then Chairman and CEO, based on the recommendation of the Nominations and Compensation Committee and in line with the compensation policies it had set previously.

In view of the departure of the previous Chief Executive Officer on March 1, 2022, and having taken into account Bernard Gault's level of responsibility as well as market practices, in accordance with the compensation policy for the Chief Executive Officer approved at the February 28, AGM pursuant to Article L. 22-10-8 of the French Commercial Code, the Board of Directors decided that Bernard Gault's compensation should comprise the following two main components:

(i) Annual fixed compensation

At its meeting on March 29, 2022, the Board of Directors decided to set Bernard Gault's annual fixed compensation for fiscal 2021-2022 at a gross amount of €900,000. This amount is the same as that awarded to his predecessor for the same role and has remained unchanged since 2017. It was paid to Bernard Gault on a proportionate basis for fiscal 2021-2022.

(ii) Short-term variable compensation (annual)

The target amount of Bernard Gault's annual short-term variable compensation was set at 100% of his gross annual fixed compensation (i.e., €900,000 for fiscal 2021-2022), subject to him achieving the quantifiable and qualitative objectives set out below and paid on a proportionate basis.

If the objectives are exceeded his variable compensation could be increased to 150% of the target amount (i.e. €1,350,000 gross for 2021-2022).

The type of quantifiable and qualitative objectives applicable and the proportions they represent in terms of Bernard Gault's overall annual variable compensation are determined on an annual basis by the Board of Directors after examining the recommendations issued by the Nominations and Compensation Committee.

Bernard Gault's short-term variable compensation for fiscal 2021-2022 was based on the following performance criteria[1]:

- 75% was subject to achieving quantifiable objectives based on (i) simplified operating cash flow (in absolute value terms), (ii) DSO, and (iii) net business development.
- 25% was subject to achieving precise pre-defined individual qualitative objectives related to (i) the improvement in the "accident frequency rate" CSR indicator in 2021-2022 (audited based on the annual CSR report) and (ii) the improvement in the participation rate in the Group's employee engagement survey

When determining Bernard Gault's variable compensation, the Nominations and Compensation Committee considered that, in view of the continuing uncertain economic context caused by the Covid crisis, the quantifiable criteria related to cash-flow generation and

[1] See Section 3.1.6.1 above for the definitions of the key performance indicators referred to below.

DSO should be assessed on a quarterly basis in order to (i) measure the performance levels achieved as closely as possible, (ii) be able to rapidly adapt expected performance levels in line with the uncertain and fast-changing public health and economic situation, and (iii) encourage performance. The Nominations and Compensation Committee also felt it necessary to introduce a new performance criterion – net business development – designed to stimulate and accelerate the Group’s return to growth, with the assessment of the objectives applicable to this criterion carried out on an annual basis.

The figures corresponding to the objectives for Bernard Gault's annual variable compensation for 2021-2022 are set out in the table below. The target objectives for simplified operating cash flow and DSO set by the Board of Directors corresponded to the objectives contained in the Group’s budget as reviewed on a quarterly basis, and the target objective for net business development corresponded to the objectives contained in the Group’s budget as reviewed on an annual basis.

The table below shows the criteria and objectives underlying the award and payment of the annual variable compensation for fiscal 2021-2022 to Bernard Gault, Chief Executive Officer from March 1, 2022 through July 1, 2022 then Chairman and CEO as from July 1, 2022[1].

Criterion 1 *(quantifiable)* Simplified operating cash flow - *Weighting: 35%*				
Objectives (threshold, target and over-performance)		**Actual performance**		
Simplified operating cash flow objective (in absolute value terms)	Potential amount of bonus based on achievement level of objective (%)	Operating cash flow generated	Achievement rate	Amount of bonus awarded (in €)
First-quarter 2021-2022		**First-quarter 2021-2022**		
N/A				
Second-quarter 2021-2022		**Second-quarter 2021-2022**		
< €-18.4 million	0%	N/A	N/A	N/A
-€18.4 million to €9.7 million	50% to 100% (linear interpolation)	- €4.7 million	74.3%	€19,510
€9.7 million to €40.8 million	100% to 150% (linear interpolation	**N/A**	**N/A**	N/A
Third-quarter 2021-2022		**Third-quarter 2021-2022**		
< €8 million	0%	N/A	N/A	N/A
€8 million (inclusive) to €17.5 million	50% to 100% (linear interpolation)	€10 million	60.8%	€47,862
€17.5 million (inclusive) to €36.5 million	100% to 150% (linear interpolation)	N/A	N/A	N/A
Fourth-quarter 2021-2022		**Fourth-quarter 2021-2022**		
< -€7.0 million	0%	-€7.7 million	**0.0%**	€0
€-7.0 million to €6.6 million	50% to 100% (linear interpolation)	N/A	N/A	N/A
€6.6 million (inclusive) to ≥ €22.2 million	100% to 150% (linear interpolation)	N/A	N/A	**N/A**
Criterion 2 (quantifiable)* Improvement in DSO –*Weighting 10%				
Objectives (threshold, target and over-performance)		**Actual performance**		
DSO objective	Potential amount of bonus based on achievement level of objective (%)	DSO	Achievement rate	Amount of bonus awarded (in €)
First-quarter 2021-2022		**First-quarter 2021-2022**		
N/A				
Second-quarter 2021-2022		**Second-quarter 2021-2022**		
> 54.8 days	0%	N/A	N/A	N/A
54.8 days to 52.8 days	50% to 100% (linear interpolation)	52.8	100%	€7,500
52.8 days to ≤ 50.8 days	100% to 150% (linear interpolation)	**N/A**	**N/A**	**N/A**
Third-quarter 2021-2022			**Third-quarter 2021-2022**	
> 55.2 days	0%	N/A	N/A	N/A
55.2 days to 53.2 days	50% to 100% (linear interpolation)	N/A	N/A	N/A
53.2 days to ≤ 51.2 days	100% to 150% (linear interpolation)	**50.9 days**	**150.0%**	**€33,750**
Fourth-quarter 2021-2022			**Fourth-quarter 2021-2022**	
> 57.2 days	0%	N/A	N/A	N/A
57.2 days to 55.2 days	50% to 100% (linear interpolation	N/A	N/A	N/A

[1] See Section 3.1.6.1 above for the definitions of the key performance indicators specific to compensation.

55.2 days to ≤ 53.2 days	100% to 150% (linear interpolation)	55.1 days	103.4%	€23,266
Criterion 3 ***(quantifiable)*** **Net business development (annual objective for 2021-2022) –** ***Weighting 30%***				
Objectives (threshold, target and over-performance)		**Actual performance**		
Net business development (absolute value)[1]	Potential amount of bonus based on achievement level of objective (%)	Net business development target (in absolute value)	Achievement rate	Amount of bonus awarded (in €)
< €169.6 million	0%	N/A	N/A	N/A
€169.6 million to €196.2 million	50% to 100% (linear interpolation)	N/A	N/A	N/A
€196.2 million to €235.5 million	100% to 150% (linear interpolation)	€239.2 million	150.0%	€236,250
Criterion 4 *(qualitative)* **Improvement in the "accident frequency rate" CSR indicator in 2021-2022 (audited based on the annual CSR report) –** ***Weighting: 10%***				
Improvement in the "accident frequency rate" CSR indicator	Potential amount of bonus based on achievement level of objective (%)	Actual improvement in the internal recruitment rate in 2021-2022	Achievement rate	Amount of bonus awarded (in €)
> 24.1	0	N/A	N/A	N/A
24.1 to 23.13	50% to 100% (linear interpolation)	N/A	N/A	N/A
23.13 to ≤ 22.41 and less	100% to 150% (linear interpolation)	21.94	150.0%	€78,750
	Criterion 5 ***(qualitative)*** **Improvement in the participation rate in the Group's employee engagement survey –** ***Weighting: 15%***			
Improvement in the participation rate in the Group's employee engagement survey	Potential amount of bonus based on achievement level of objective (%)		Achievement rate	Amount of bonus awarded (in €)
< 20%	0	N/A	N/A	N/A
20% to 25%	0% to 100% (linear interpolation)	N/A	N/A	N/A
25% to 25% and more	100% to 150% (linear interpolation)	26%	102.0%	€80,325
	Total variable compensation for fiscal 2021-2022: €527,213			

(iii) Long-term variable compensation (LTVC)

N/A

[1] Objectives adjusted to exclude the impact of the exit in fiscal 2021-2022 of Preferred Meals in the United States (the fresh and frozen prepared meal and snack producer and distributor acquired in 2016).

a) **Other components of compensation**

a) **Directors' remuneration**

The directors' remuneration awarded to the Chairman and CEO for his directorship duties was allocated to him in accordance with the rules applicable to all of the directors.

b) **Termination benefit**

N/A

c) **Non-compete covenant**

N/A

d) **Exceptional compensation**

N/A

e) **Benefits in kind**

Bernard Gault has the use of a company car, which is Group practice for persons with the responsibilities of Chairman and CEO.

3.1.7.4 Tables summarizing the compensation of the Company's directors and officers for fiscal 2021-2022 based on the AMF template

The tables summarizing the compensation of the Company's directors and officers in fiscal 2021-2022 are set out in Sections 3.1.7.2 and 3.1.7.3 (based on AMF template tables 1 and 2) of this Universal Registration Document and below (based on AMF template tables 3 to 11).

3.1.7.4.1 Compensation received by non-executive directors *(AMF template Table 3)*

Directors (apart from employee representative directors) do not receive any compensation from the Company or any entity consolidated by the Company other than that shown in the tables below. The table below does not include the directors' remuneration for the directorships held by the Company's executive directors as this information is provided above in Sections 3.1.7.2 and 3.1.7.3.

(in euros) Non-executive directors	Fiscal 2020-2021		Fiscal 2021-2022	
	Amount awarded	*Amount paid*	*Amount awarded*	*Amount paid*
Gilles Cojan				
Directors' remuneration (fixed, variable)	52,150.0	45,400.0	66,100.0	52,150.0
Other compensation[1]	300,000.0	300,000.0	291,667.0	291,667.0
Sofibim, represented by R. Zolade				
Directors' remuneration (fixed, variable)	55,650.0	26,000.0	52,200.0	55,650.0
Other compensation	N/A	N/A	N/A	N/A
Gilles Auffret				
Directors' remuneration (fixed, variable)	69,900.0	57,900.0	76,200.0	69,900.0
Other compensation	N/A	N/A	N/A	N/A
Anne Busquet				
Directors' remuneration (fixed, variable)	61,450.0	48,400.0	67,800.0	61,450.0
Other compensation	N/A	N/A	N/A	N/A
Emesa Corporacion Empresarial, director until March 1, 2022, represented by V. Llopart				
Directors' remuneration (fixed, variable)	52,150.0	40,400.0	21,708.3	52,150.0
Other compensation	N/A	N/A	N/A	N/A
Emesa Private Equity, director since March 1, 2022, represented by Ines Cuatrecasas				
Directors' remuneration (fixed, variable)	N/A	N/A	30,391.7	N/A
Other compensation	N/A	N/A	N/A	N/A
FSP, represented by V. Duperat-Vergne				
Directors' remuneration (fixed, variable)	57,100.0	51,900.0	64,000.0	57,100.0
Other compensation	N/A	N/A	N/A	N/A

Servinvest, director until July 1, 2022, represented by S. Javary				
Directors' remuneration (fixed, variable)	42,000.0	35,200.0	31,500.0	42,000.0
Other compensation	N/A	N/A	N/A	N/A
Derichebourg, director since July 1, 2022, represented by D. Derichebourg[1]				
Directors' remuneration (fixed, variable)	N/A	N/A	N/A	N/A
Other compensation	N/A	N/A	N/A	N/A
Derichebourg Environnement, director since July 1, 2022, represented by F. Mahiou[2]				
Directors' remuneration (fixed, variable)	N/A	N/A	N/A	N/A
Other compensation	N/A	N/A	N/A	N/A
Rosa Maria Alves, employee representative director				
Directors' remuneration (fixed, variable)	52,150.0	N/A	55,900.0	52,150.0
Other compensation*	N/A	N/A	N/A	N/A
Luc Lebaupin, employee representative director				
Directors' remuneration (fixed, variable)	42,000.0	N/A	52,500.0	42,000.0
Other compensation*	N/A	N/A	N/A	N/A
TOTAL	**784,550.0**	**605,200.0**	**809,967.0**	**776,217.0**

* Rosa Maria Alves and Luc Lebaupin both receive a salary under their employment contracts with the Group. The amount of their respective salaries is not disclosed publicly for confidentiality reasons.

Information on directors' remuneration

In accordance with Article 21 of the AFEP-MEDEF Code, the variable portion of directors' remuneration based on their actual attendance at Board or committee meetings has a greater weighting than the fixed portion.

The annual amount of directors' remuneration awarded to each Board member for their duties comprises the following components:

- For the chairs of the Board committees who are independent directors: an annual fixed remuneration for their role as committee chair, the amount of which cannot exceed 15% of the aggregate amount of their annual directors' remuneration (including both the variable and fixed portions).

- For the independent directors (including Board committee chairs) and non-independent directors: variable remuneration based on their actual attendance at Board and committee meetings.

In application of this compensation policy approved by the shareholders, the amounts and allocation of the directors' remuneration awarded for fiscal 2021-2022 were approved by the Board of Directors on November 22, 2022 as follows:

- Each independent director who is a Board committee chair received fixed annual remuneration of €8,400[4].
- Each independent director (including the Board committee chairs) and non-independent director received variable remuneration based on their attendance at Board and committee meetings, amounting to €3,500 per Board meeting and €1,700 per meeting of the Audit Committee, the Nominations Committee, the Compensation Committee, the Nominations and Compensation Committee, and the Strategy, Investments and CSR Committee.

The amounts stated above are gross figures before the applicable taxes withheld at source.

[1] See Section 3.1.7.1 above for a breakdown of the compensation and benefits paid during or awarded for fiscal 2021-2022 to Gilles Cojan, Chairman of the Board of Directors until July 1, 2022
[2] When Derichebourg, represented by Daniel Derichebourg, was appointed as a director by the Board on July 1, 2022 it waived the payment of directors' remuneration until further notice.
[3] When Derichebourg Environnement, represented by Françoise Mahiou, was appointed as a director by the Board on July 1, 2022 it waived the payment of directors' remuneration until further notice.

[4] Representing less than 15% of the aggregate annual amount of directors' remuneration (including both the variable and fixed portions) allocated to each of the directors concerned, in compliance with the compensation policy.

Fiscal 2020-2021

The amount of directors' remuneration awarded for fiscal 2020-2021 and its actual allocation were decided by the Board of Directors at its meeting on November 23, 2021 (see Chapter 3, Section 3.1.7.3.1 of the 2020-2021 Universal Registration Document).

3.1.7.4.2 Stock options granted to each Company officer by the Company and any other Group entity during the fiscal year *(AMF template Table 4)*

N/A

3.1.7.4.3 Stock options exercised by each Company officer during the fiscal year *(AMF template Table 5)*

N/A

3.1.7.4.4 Performance shares granted to each Company officer by the Company and any other Group entity during the fiscal year *(AMF template Table 6)*

N/A

3.1.7.4.5 Performance shares that became available for each Company officer during the fiscal year *(AMF template Table 7)*

N/A

3.1.7.4.6 Historical information on stock option grants *(AMF template Table 8)*

2021 Plans

Information on share price over-performance options	2021/1 Plan	2021/2 Plan
Date of Shareholders' Meeting authorizing stock option grants	Feb. 26, 2021	Feb. 26, 2021
Date of Board of Directors' decision to grant the stock options	April 6, 2021	April 6, 2021
Total number of shares under option	4,353,696	2,612,617
Stock options granted to Company officers	N/A	N/A
Start date of exercise period	April 6, 2024	April 6, 2025
Expiration date	Oct. 6, 2024	Oct. 6, 2025
Vesting date	April 6, 2024	April 6, 2025
End of lock-up period	N/A	N/A
Exercise price	€8.74	€10.49
Exercise terms and conditions	N/A	N/A
Performance and presence conditions	*See paragraph below*	*See paragraph below*
Number of options exercised in fiscal 2021-2022	0	0

Total number of options exercised since the grant date	0	0
Number of options exercisable at November 30, 2022	0	0
Cumulative number of options canceled or forfeited	980,142	**520,444**
Number of options outstanding at November 30, 2022	3,373,554	**2,092,173**
Financial performance achievement rate	N/A at the date of this report	N/A at the date of this report

Description of Elior Group stock option plans set up in 2021

As it is highly probable that none of the options granted to key executives (other than Company officers) under the 2018, 2019 and 2020 stock option plans will vest due to the impact of the Covid crisis (apart from those only subject to a presence condition under the 2020 plan), the Board of Directors considered that it would be in the best interests of the Company and its shareholders to set up new long-term instruments aimed at incentivizing its executives and stimulating over-performance for the Elior Group share price.

At the Annual General Meeting on February 26, 2021, the shareholders authorized the Board of Directors to grant, on one or more occasions, stock options (to beneficiaries other than the Company's Chief Executive Officer), exercisable for new or existing shares of the Company, in accordance with the laws and regulations applicable at the grant date of the options, notably Articles L. 225-129 *et seq.*, L. 22-10-56 to L. 22-10-58, and L. 225-177 to L. 225-186 of the French Commercial Code.

This authorization expired on June 30, 2021.

a) <u>2021/1 Plan: 2021-2023 share price over-performance stock options</u>

On April 6, 2021, the Board of Directors used the shareholder authorization granted at the February 26, 2021 Annual General Meeting to set up a stock option plan for members of the Executive Committee, Management Committee and Leaders Committee and other high-potential senior managers (excluding the Company's Chief Executive Officer). The options granted under this plan – whose characteristics are described below and set out in the table above – are exercisable for new Elior Group shares.

The aim of the plan is to reward any over-performance of the Elior Group share price as measured over a three-year vesting period (April 6, 2021 to April 6, 2024). The options will only be exercisable if (i) the beneficiary is still an Elior Group employee at April 6, 2024 and (ii) the weighted average price of the Elior Group share at the end of the three-year vesting period (i.e. the average of the prices quoted over the twenty trading days following the publication of Elior Group's financial statements for the year ending September 30, 2023) is higher than €8.74, representing an increase of at least 25% compared with the weighted average of the prices quoted for the Elior Group share over the twenty trading days following the February 26, 2021 Annual General Meeting (€6.99). If the above-mentioned twenty-day weighted average share price is less than or equal to €8.74, the stock options may not be exercised and will be forfeited.

b) <u>2021/2 Plan: 2021-2024 share price over-performance stock options</u>

On April 6, 2021, the Board used the shareholder authorization granted at the February 26, 2021 Annual General Meeting to set up a second stock option plan for members of the Executive Committee and the Management Committee (apart from the Company's Chief Executive Officer). The options granted under this plan – whose characteristics are described below and set out in the table above – are exercisable for new Elior Group shares.

The aim of this plan is to reward any over-performance of the Elior Group share price as measured over a four-year vesting period (April 6, 2021 to April 6, 2025). The options will only be exercisable if (i) the beneficiary is still an Elior Group employee at April 6, 2025 and (ii) the weighted average price of the Elior Group share at the end of the four-year vesting period (i.e. the average of the prices quoted over the twenty trading days following the publication of Elior Group's financial statements for the year ending September 30, 2024) is higher than €10.49, representing an increase of at least 50% compared with the weighted average of the prices quoted for the Elior Group share over the twenty trading days following the February 26, 2021 Annual General Meeting (€6.99).

If the above-mentioned twenty-day weighted average share price is less than or equal to €10.49, the stock options may not be exercised and will be forfeited.

3.1.7.4.7 Historical information on performance share grants (*AMF Template Table 10*)

a) Elior Group performance share plans set up in 2019

	2019/1 Plan	2019/2 Plan	2019/3 Plan	2019/4 Plan
Date of Shareholders' Meeting authorizing performance share grants	March 22, 2019	March 22, 2019	March 22, 2019	March 22, 2019
Date of Board of Directors' decision to grant the performance shares	July 24, 2019	July 24, 2019	July 24, 2019	July 24, 2019
Total number of shares granted	500,722	586,388	122,653	344,209
O/w granted to Company officers	N/A	N/A	N/A	N/A
Vesting date	July 24, 2022	July 24, 2022	July 24, 2022	July 24, 2022
End of lock-up period	July 24, 2022	July 24, 2022	July 24, 2022	July 24, 2022
Performance and presence conditions	*See paragraph below*	*See paragraph below*	*See paragraph below*	*See paragraph below*
Number of vested performance shares	0	0	0	0
Cumulative number of canceled or forfeited performance shares	500,722	586,388	122,653	**344,209**
Number of outstanding performance shares at November 30, 2022 (not vested)	0	0	0	0
Financial performance achievement rate	0%	0%	0%	0%

Description of Elior Group performance share plans set up in 2019

At the Annual General Meeting held on March 22, 2019, the Company's shareholders authorized the Board of Directors to grant, free of consideration and on one or more occasions, new or existing shares of the Company ("performance shares"), in accordance with the laws and regulations in force at the grant date (notably Articles L. 225-129 *et seq.* and Articles L. 225-197-1 *et seq.* of the French Commercial Code). The shareholders resolved that:

- The total number of shares granted could not represent more than 2.7% of the Company's capital at the grant date and more than 1% per year.
- The vesting of the shares granted had to be subject to (i) the achievement of quantifiable performance conditions set by the Board of Directors and (ii) the beneficiary still being a member of the Group at the vesting date ("presence condition").

On July 24, 2019, the Board used the shareholder authorization given at the March 22, 2019 Annual General Meeting to set up an Elior Group performance share plan for:

- The following categories of employees in the Elior group: members of the Executive, Management and Leaders Committees.
- The following categories of Elior North America employees: members of the Executive, Management, and Leaders Committees.

The vesting of the performance shares and the final number received by each beneficiary were contingent on the following, both assessed over the three-year vesting period (i) a presence condition, and (ii) the achievement of performance conditions based on the criteria set out below[1]:

(i) *Concerning the plans for employees of the Elior group:*

- For members of the Executive and Management Committees, the applicable performance conditions were based on:
  - AEPS growth (50% weighting).
  - The level of operating free cash flow (30% weighting).
  - Elior Group's TSR performance (20% weighting). The vesting of half of the shares subject to this criterion was contingent on Elior Group's TSR performance compared with the Peer Group's TSR performance and the vesting of the other half was contingent on Elior Group's TSR performance compared with the Index's TSR.
- For members of the Leaders Committee and other beneficiaries, the applicable performance conditions were based on:
  - AEPS growth (70% weighting).
  - The level of operating free cash flow (30% weighting).

(ii) *Concerning the plans for Elior North America employees:*

- For members of the Executive and Management Committees, the applicable performance conditions were based on:
  - CAGR (50% weighting).
  - The level of operating free cash flow (30% weighting).
  - Elior Group's TSR performance (20% weighting). The vesting of half of the shares subject to this criterion was contingent on Elior Group's TSR performance compared with the Peer Group's TSR performance and the vesting of the other half was based on Elior Group's TSR performance compared with the Index's TSR.
- For members of the Leaders Committee and other beneficiaries, the applicable performance conditions were based on:
  - CAGR (70% weighting).
  - The level of operating free cash flow (30% weighting).

The performance share plans set up in June 2019 are now closed (as the applicable vesting periods and lock-up periods have expired). Due to the impacts of the Covid crisis on the Group's operations and results, the performance rates achieved were zero and therefore none of the shares granted under the plans vested.

[1] See Section 3.1.6.1 above for the definitions of the key performance indicators.

b) Elior Group performance share plans set up in 2020

	2020/1 Plan	2020/2 Plan
Date of Shareholders' Meeting authorizing performance share grants	March 22, 2019	March 22, 2019
Date of Board of Directors' decision to grant the performance shares	March 20, 2020	March 20, 2020
Total number of shares granted	608,969	1,132,283
O/w granted to Company officers	N/A	N/A
Vesting date	March 20, 2023	March 20, 2023
End of lock-up period[1]	March 20, 2023 or March 20, 2025	March 20, 2023 or March 20, 2025
Performance and presence conditions	*See paragraph below*	*See paragraph below*
Number of vested performance shares at November 30, 2022[2]	0	0
Cumulative number of canceled or forfeited performance shares at November 30, 2022	186,811	307,813
Number of performance shares outstanding at November 30, 2022 (not vested)	422,158	824,470
Financial performance achievement rate[3]	N/A at the date of this report	N/A at the date of this report

Description of Elior Group performance share plans set up in 2020

At the Annual General Meeting held on March 22, 2019, the Company's shareholders authorized the Board of Directors to grant, free of consideration and on one or more occasions, new or existing shares of the Company ("performance shares"), in accordance with the laws and regulations in force at the grant date (notably Articles L. 225-129 *et seq*. and Articles L. 225,197 1 *et seq*. of the French Commercial Code). The shareholders resolved that:

- The total number of shares granted could not represent more than 2.7% of the Company's capital at the grant date and more than 1% per year.
- The vesting of the shares granted had to be subject to (i) the achievement of quantifiable performance conditions set by the Board of Directors and (ii) the beneficiary still being a member of the Group at the vesting date ("presence condition").

On March 20, 2020, the Board used the shareholder authorization given at the March 22, 2019 Annual General Meeting to set up an Elior Group performance share plan for employees of the Elior group who are members of the Executive, Management and Leaders Committees.

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1 The end of the lock-up period for the performance shares is March 20, 2023 and the end of the lock-up period for the over-performance shares is March 20, 2025.
2 The number of vested shares will be determined based on the achievement of performance conditions as assessed (i) by reference to the consolidated financial statements for the year ended September 30, 2022, and (ii) at December 31, 2022 for the TSR criterion.
3 The financial performance achievement rate will be determined when the financial performance vesting conditions are assessed (i.e. after December 31, 2022).

The vesting of the presence shares and performance shares and the final number received by each beneficiary will be contingent on the following, assessed over a three-year period:

(i) a presence condition (30% weighting);
(ii) the achievement of performance conditions (70% weighting); and
(iii) the achievement of over-performance conditions, assessed over the three-year vesting period (30% weighting).

The performance and over-performance conditions are based on the following criteria:

- For members of the Executive and Management Committees:
  - The performance conditions are based on:
    - AEPS growth (71% weighting).
    - Elior Group's TSR performance (29% weighting). Half of the shares subject to this criterion will vest based on Elior Group's TSR performance compared with the Peer Group's TSR performance and the other half will vest based on Elior Group's TSR performance compared with the Index's TSR.
  - The over-performance conditions are based on:
    - AEPS growth (71% weighting).
    - Elior Group's TSR performance (29% weighting). Half of the shares subject to this criterion will vest based on Elior Group's TSR performance compared with the Peer Group's TSR performance and the other half will vest based on Elior Group's TSR performance compared with the Index's TSR.
- For members of the Leaders Committee:
  - All of the performance and over-performance conditions are based on AEPS.

The over-performance shares will be subject to a two-year lock-up period as from the vesting date.

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c) Elior Group performance share plans set up in 2021

	2021/1 Plan	2021/2 Plan
Date of Shareholders' Meeting authorizing performance share grants	February 26, 2021	February 26, 2021
Date of Board of Directors' decision to grant the performance shares	April 6, 2021	April 6, 2021
Total number of shares granted	900,000	1,800,000
O/w granted to Company officers	N/A	N/A
Vesting date	April 6, 2024	April 6, 2024
End of lock-up period[1]	April 6, 2024 or April 6, 2026	April 6, 2024 or April 6, 2026
Performance and presence conditions	*See paragraph below*	*See paragraph below*
Number of vested performance shares at November 30, 2022[2]	0	0
Cumulative number of canceled or forfeited performance shares at November 30, 2022	277,538	619,522
Number of performance shares outstanding at November 30, 2022 (not vested)	622,462	1,180,478
Financial performance achievement rate[3]	N/A at the date of this report	N/A at the date of this report

[1] The end of the lock-up period for the performance shares is April 6, 2024 and the end of the lock-up period for the over-performance shares is April 6, 2026.
[2] The number of vested shares will be determined based on the achievement of performance conditions as assessed (i) by reference to the consolidated financial statements for the year ended September 30, 2023, and (ii) at December 31, 2023 for the TSR criterion.
[3] The financial performance achievement rate will be determined when the financial performance vesting conditions are assessed (i.e. after December 31, 2023).

Description of Elior Group free share plans set up in 2021

At the Annual General Meeting held on February 26, 2021, the Company's shareholders authorized the Board of Directors to grant, free of consideration and on one or more occasions, new or existing shares of the Company, in accordance with the laws and regulations in force at the grant date (notably Articles L. 225-129 *et seq.* and Articles L. 225-197-1 *et seq.* of the French Commercial Code). The shareholders resolved that:

- The total number of new or existing shares granted could not represent more than 2.6% of the Company's capital at the grant date.
- The vesting of the free shares granted and the number of shares definitively allocated to each beneficiary would be subject to (i) a presence condition assessed over the three-year vesting period and/or (ii) performance conditions assessed over the three-year vesting period.
- The over-performance shares would be subject to a two-year lock-up period as from the vesting date.

On April 6, 2021, the Board used the shareholder authorization given at the February 26, 2021 Annual General Meeting to set up free share plans for employees of the Elior group who are (i) members of the Executive and Management Committees (2021/1 Plan) and (ii) members of the Leaders Committee and high-potential employees (2021/2 Plan).

The vesting of the presence shares and performance shares and the final number received by each beneficiary will be contingent on the following, assessed over a three-year period:

(i) a presence condition (applicable to 50% of the total presence and performance shares);
(ii) the achievement of performance conditions, (applicable to 50% of the total presence and performance shares); and
(iii) the achievement of over-performance conditions, (applicable to 30% of the total presence and performance shares).

The shares subject to performance and over-performance conditions are also subject to a presence condition.

The performance and over-performance conditions are based on the following criteria:

- **For members of the Executive and Management Committee (2021/1 Plan):**
  - The performance conditions are based on:
    - AEPS growth (for 30% of the performance shares).
    - Elior's TSR performance (for 30% of the performance shares). Half of the shares subject to this criterion will vest based on Elior's TSR performance compared with the Peer Group's TSR performance and the other half will vest based on Elior's TSR performance compared with the Index's TSR.
    - Three CSR criteria (for 40% of the performance shares), breaking down as follows:
      - 1/3 based on performance in terms of the accident frequency rate;
      - 1/3 based on performance in terms of increasing the percentage of women on the Leaders Committee; and
      - 1/3 based on performance in terms of reducing the Group's carbon footprint.
  - The over-performance conditions are based on:
    - AEPS growth (for 30% of the over-performance shares).
    - Elior's TSR performance (for 30% of the over-performance shares). Half of the shares subject to this criterion will vest based on Elior's TSR performance compared with the Peer Group's TSR and the other half will vest based on Elior's TSR performance compared with the Index's TSR.
    - Three CSR criteria (for 40% of the over-performance shares), breaking down as follows:
      - 1/3 based on over-performance in terms of the accident frequency rate;
      - 1/3 based on over-performance in terms of increasing the percentage of women on the Leaders Committee; and
      - 1/3 based on over-performance in terms of reducing the Group's carbon footprint.

    The over-performance shares will be subject to a two-year lock-up period as from the vesting date.

- **For members of the Leaders Committee and high-potential employees (2021/2 Plan):**
  - The performance conditions are based on:
    - AEPS growth (for 60% of the performance shares).
    - Three CSR criteria (for 40% of the performance shares), breaking down as follows:
      - 1/3 based on performance in terms of the accident frequency rate;
      - 1/3 based on performance in terms of increasing the percentage of women on the Leaders Committee; and
      - 1/3 based on performance in terms of reducing the Group's carbon footprint.

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  - The over-performance conditions are based on:
    - AEPS growth (for 60% of the over-performance shares).
    - Three CSR criteria (for 40% of the over-performance shares), breaking down as follows:
      - 1/3 based on over-performance in terms of the accident frequency rate;
      - 1/3 based on over-performance in terms of increasing the percentage of women on the Leaders Committee; and
      - 1/3 based on over-performance in terms of reducing the Group's carbon footprint.

    The over-performance shares will be subject to a two-year lock-up period as from the vesting date

d) Elior Group performance share plans set up in 2022

	2022/1 Plan	2022/2 Plan
Date of Shareholders' Meeting authorizing performance share grants	Feb. 26, 2021	February 26, 2021
Date of Board of Directors' decision to grant the performance shares	May 3, 2022	5/3/2022
Total number of shares granted	510,000	1,273,000
O/w granted to Company officers	N/A	N/A
Vesting date	May 3, 2025	May 3, 2025
End of lock-up period[1]	May 3, 2025 or 5/3/2027	5/3/2025 or 5/3/2027
Performance and presence conditions	*See paragraph below*	*See paragraph below*
Number of vested performance shares at November 30, 2022[2]	0	0
Cumulative number of canceled or forfeited performance shares at November 30, 2022	122,365	58,823
Number of performance shares outstanding at November 30, 2022 (not vested)	387,635	1,214,177
Financial performance achievement rate[3]	N/A at the date of this report	N/A at the date of this report

[1] The end of the lock-up period for the performance shares is May 3, 2025 and the end of the lock-up period for the over-performance shares is May 3, 2027.
[2] The number of vested shares will be determined based on achievement of performance conditions as assessed (i) by reference to the consolidated financial statements for the year ending September 30, 2024, and (ii) at December 31, 2024 for the TSR criterion.
[3] The financial performance achievement rate will be determined when the financial performance vesting conditions are assessed (i.e. after December 31, 2024).

Description of Elior Group free share plans set up in 2022

At the Annual General Meeting held on February 26, 2021, the Company's shareholders authorized the Board of Directors to grant, free of consideration and on one or more occasions, new or existing shares of the Company, in accordance with the laws and regulations in force at the grant date (notably Articles L. 225-129 *et seq.* and Articles L. 225-197-1 *et seq.* of the French Commercial Code). The shareholders resolved that:

- The total number of new or existing shares granted could not represent more than 2.6% of the Company's capital at the grant date.
- The vesting of the free shares granted and the number of shares definitively allocated to each beneficiary would be subject to (i) a presence condition assessed over the three-year vesting period and/or (ii) performance conditions assessed over the three-year vesting period.
- The over-performance shares would be subject to a two-year lock-up period as from the vesting date.

On May 3, 2022, the Board used the shareholder authorization given at the February 26, 2021 Annual General Meeting to set up free share plans for employees of the Elior group who are (i) members of the Executive and Management Committees (2022/1 Plan) and (ii) members of the Leaders Committee and high-potential employees (2022/2 Plan).

The vesting of the presence shares and performance shares and the final number received by each beneficiary are contingent on:

(i) a presence condition, assessed over the three-year vesting period (applicable to 50% of the total presence and performance shares);
(ii) the achievement of performance conditions, assessed over the three-year vesting period (applicable to 50% of the total presence and performance shares); and
(iii) the achievement of over-performance conditions, assessed over the three-year vesting period (applicable to 30% of the total presence and performance shares).

The shares subject to performance and over-performance conditions are also subject to a presence condition.

The performance and over-performance conditions are based on the following criteria:

- **For members of the Executive and Management Committees (2022/1 Plan):**
  - The performance conditions are based on:
    - AEPS growth (for 30% of the performance shares).
    - Elior's TSR performance (for 30% of the performance shares). Half of the shares subject to this criterion will vest based on Elior's TSR performance compared with the Peer Group's TSR performance and the other half will vest based on Elior's TSR performance compared with the Index's TSR.
    - Three CSR criteria (for 40% of the performance shares), breaking down as follows:
      - 1/3 based on performance in terms of the accident frequency rate;
      - 1/3 based on performance in terms of increasing the percentage of women on the Leaders Committee; and
      - 1/3 based on performance in terms of reducing the Group's carbon footprint.
  - The over-performance conditions are based on:
    - AEPS growth (for 30% of the over-performance shares).
    - Elior's TSR performance (for 30% of the over-performance shares). Half of the shares subject to this criterion will vest based on Elior's TSR performance compared with the Peer Group's TSR and the other half will vest based on Elior's TSR performance compared with the Index's TSR.
    - Three CSR criteria (for 40% of the over-performance shares), breaking down as follows:
      - 1/3 based on over-performance in terms of the accident frequency rate;
      - 1/3 based on over-performance in terms of increasing the percentage of women on the Leaders Committee; and
      - 1/3 based on over-performance in terms of reducing the Group's carbon footprint.

    The over-performance shares will be subject to a two-year lock-up period as from the vesting date.

- **For members of the Leaders Committee and high-potential employees (2022/2 Plan):**
  - The performance conditions are based on:
    - AEPS growth (for 60% of the performance shares).
    - Three CSR criteria (for 40% of the performance shares), breaking down as follows:
      - 1/3 based on performance in terms of the accident frequency rate;
      - 1/3 based on performance in terms of increasing the percentage of women on the Leaders Committee; and
      - 1/3 based on performance in terms of reducing the Group's carbon footprint.
  - The over-performance conditions are based on:
    - AEPS growth (for 60% of the over-performance shares).
    - Three CSR criteria (for 40% of the over-performance shares), breaking down as follows:
      - 1/3 based on over-performance in terms of the accident frequency rate;
      - 1/3 based on over-performance in terms of increasing the percentage of women on the Leaders Committee; and
      - 1/3 based on over-performance in terms of reducing the Group's carbon footprint.

    The over-performance shares will be subject to a two-year lock-up period as from the vesting date.

Description of Elior Group 2023 free share plans

At Elior Group's next Annual General Meeting on February 23, 2023, the shareholders will be asked to authorize the Board of Directors to grant, on one or more occasions, new or existing shares of the Company free of consideration, in accordance with the laws and regulations in force at the grant date, notably Articles L. 22-10-49, L. 22-10-59, L. 22-10-60, L. 225-129 *et seq.* and L. 225-197-1 *et seq.* of the French Commercial Code. The total number of new or existing shares granted would not be able to exceed 3% of the Company's capital at the grant date.

In view of the increasingly tight and competitive labor markets in the Group's host countries, the Board of Directors felt it was necessary, and in the best interests of the Company and its shareholders, to continue to award instruments aimed at incentivizing its key executives and retaining talent over the long term. This is particularly important given that the 2018 and 2019 free share plans have been very adversely affected by the Covid crisis and it is highly probable that the 2020 and 2021 plans will be as well.

In the same way as for the 2022 plans, the free shares granted using this shareholder authorization would only vest if certain presence conditions and/or strict pre-defined performance conditions were met, as set by the Board of Directors on the recommendation of the Compensation Committee. All of these conditions would be measured over a three-year period. The performance conditions for the 2023 plan would be based on:

- AEPS growth, and, for the members of the Management Committee, Elior Group's TSR performance compared with that of the Next 20 index and of a peer group.
- The improvement in the following three CSR criteria, audited based on the annual CSR report:
  - the accident frequency rate;
  - the percentage of women on the Leaders Committee, and
  - the Group's carbon footprint.

3.1.7.4.8 Stock options granted to and exercised by the ten employees other than Company officers who received the greatest number of options

Stock options granted to and exercised by the ten employees other than Company officers who received the greatest number of options	Total number of options granted/ exercised	Exercise price	
Options granted during the year by the Company or any other qualifying Group entity to the ten employees of the Company and any other qualifying Group entity who received the greatest number of options (aggregate information)	N/A	N/A	N/A
Options granted by the Company or any other qualifying Group entity that were exercised during the year by the ten employees of the Company and any other qualifying Group entity who exercised the greatest number of options (aggregate information)	N/A	N/A	N/A

3.1.7.4.9 Table summarizing the multi-annual variable compensation of each Company officer *(Table 10 of Appendix 4 of the AFEP-MEDEF Code)*

Company officer	Fiscal 2020-2021	Fiscal 2021-2022
Bernard Gault *Chief Executive Officer from March 1, 2022 through July 1, 2022, then Chairman and CEO from July 1, 2022*	N/A	
Philippe Guillemot *Chief Executive Officer until March 1, 2022*	*See Section 3.1.7.2 b) above.*	

3.1.7.4.10 Table summarizing the employment contracts of and commitments given to Company officers (*AMF template Table 11*)

Company officer	Start of term of office	End of term of office	Employment contract		Supplementary pension plan		Compensation for loss of office or change in duties		Non-compete indemnity	
			Yes	No	Yes	No	Yes	No	Yes	No
Bernard Gault *Chief Executive Officer from March 1, 2022 through July 1, 2022, then Chairman and CEO from July 1, 2022*	March 1, 2022	2026 AGM		X		X	X[1]		X[1]	
Philippe Guillemot *Chief Executive Officer until March 1, 2022*	**Dec. 15, 2017**	March 1, 2022		X		X	X[2]		X[2]	

[1] As from fiscal 2022-2023, and subject to the shareholders voting in favor of the compensation policy for the Chairman and CEO at the February 23, 2023 (see Section 3.1.6.2.2 above, *Compensation policy for the Chairman and CEO to be submitted for approval at the February 23, 2023 Annual General Meeting* – ex ante *say on pay*). Mr. Gault was not awarded any of these elements during fiscal 2021/2022.
[2] See Section 3.1.7.2 above.

3.1.7.4.11 Table comparing Company officers' compensation with Group employees' compensation

The pay equity ratios set out below are disclosed in accordance with France's "PACTE" law (Act no. 2019-486 of May 22, 2019 – Action Plan on Business Growth and Transformation) and the AFEP guidelines updated in February 2021.

The compensation stated corresponds to the compensation paid or awarded during the fiscal year concerned, on a gross basis, including fixed compensation, variable compensation, exceptional compensation and long-term compensation instruments awarded (at their-grant-date value) as well as benefits in kind.

The reporting scope for these ratios covers the employees of all of the Group's entities in France, i.e. 100% of the Group's workforce in France.

The calculation method applied involved calculating the compensation concerned based on the periods in which the relevant persons actually formed part of the Group, on a full-time equivalent basis, which corresponds to a full year of annual compensation.

	Fiscal 2016-2017	Fiscal 2017-2018	Fiscal 2018-2019	Fiscal 2019-2020	Fiscal 2020-2021	Fiscal 2021-2022
% change in the compensation of the Chief Executive Officer (Company officer)	*-19.28%*	*-19.59%*	*37.31%*	*-33.72%*	*208.53%*	*-82.65%*
Scope - France						
% change in average compensation of employees	*-0.40%*	*1.26%*	*1.26%*	*-0.74%*	*1.57%*	*6.64%*
Ratio vs. average compensation of employees	**145.36**	**115.42**	**156.52**	**104.52**	**317.47**	*51.66*
Year-on-year % change in the ratio	*-18.95%*	*-20.59%*	*35.60%*	*-33.23%*	*203.76%*	*-83.73%*
Ratio vs. median compensation of employees	**172.57**	**136.68**	**185.04**	**122.95**	**377.72**	*60.51*
Year-on-year % change in the ratio	*-19.27%*	*-20.80%*	*35.39%*	*-33.56%*	*207.22%*	*-83.98%*
% change in the compensation of the Chairman of the Board of Directors: Gilles Cojan			*-0.57%*	*-28.56%*	*5.89%*	*28.73%*
Additional information for the extended scope						
% change in average compensation of employees			*1.26%*	*-0.74%*	*1.57%*	*6.64%*
Ratio vs. average compensation of employees		**19.27**	**18.93**	**13.62**	**14.20**	**17.14**
Year-on-year % change in the ratio			*-1.80%*	*-28.03%*	*4.25%*	*20.72%*
Ratio vs. median compensation of employees		**22.82**	**22.38**	**16.02**	**16.89**	**20.08**
Year-on-year % change in the ratio			*-1.96%*	*-28.39%*	*5.44%*	*18.84%*
% change in the compensation of the Chairman and CEO						
Additional information for the extended scope						
% change in average compensation of employees						
Ratio vs. average compensation of employees						*36.02*
Year-on-year % change in the ratio						
Ratio vs. median compensation of employees						*42.19*
Year-on-year % change in the ratio						
Group performance						
Consolidated revenue (€ millions)	6,421.9	4,886	4,923	3,967	3,690	4,451
Year-on-year % change		*-23.92%*	*0.76%*	*-19.42%*	*-6.98%*	*20.62%*
Recurring operating profit/(loss) from continuing operations (€ millions)	309.9	127	160	(86)	(86)	(69)
Year-on-year % change		*-59.02%*	*25.98%*	*-153.75%*	*0.00%*	*19.77%*

Explanations for year-on-year changes in the ratios:

- 2017-2018: Cumulative compensation figures calculated based on the respective durations of the offices of Philippe Salle as Chairman and Chief Executive Officer, Philippe Guillemot as Chief Executive Officer, and Gilles Cojan as Chairman of the Board of Directors. Philippe Guillemot and Gilles Cojan took up office in December 2017. The data concerning the Company's performance does not include the concession catering business which was sold in July 2019.

- 2018-2019: Philippe Guillemot was Chief Executive Officer and Gilles Cojan was Chairman of the Board of Directors for the full twelve months of this fiscal year. The year-on-year changes in the Chief Executive Officer's compensation and the average compensation of Elior Group's employees were mainly due to the payment of variable compensation reflecting the Group's financial performance for the fiscal year.

- 2019-2020: Philippe Guillemot was Chief Executive Officer and Gilles Cojan was Chairman of the Board of Directors for the full twelve months of this fiscal year. The decrease in the Chief Executive Officer's compensation and the average compensation of Elior Group's employees was mainly due to (i) a 20% to 25% reduction in their compensation for several months during the Covid crisis which was used to provide financing for the Elior Group solidarity fund (a fund designed to help Group employees experiencing financial difficulties during the crisis), and (ii) a lower amount of variable compensation paid during the fiscal year. The decrease in compensation for employees in France was mainly due to the lower amount of variable compensation paid.

- 2020-2021: Philippe Guillemot was Chief Executive Officer and Gilles Cojan was Chairman of the Board of Directors for the full twelve months of this fiscal year. The year-on-year change in Philippe Guillemot's compensation in 2020-2021 was directly due to (i) the amount of his variable compensation for the year (in 2019-2020 his variable compensation was zero), (ii) the fact that his fixed compensation for 2019-2020 was reduced during the height of the pandemic, and (iii) in 2020-2021 he received compensation under Long-Term Variable Compensation plans (2021 Performance Units and Share-Price Over-Performance Options (see Chapter 3, Section 3.1.6.2.3.3 of the 2019-2020 Universal Registration Document).

- 2021-2022: Cumulative compensation figures, calculated based on the respective durations of the offices of (i) Philippe Guillemot and Bernard Gault as Chief Executive Officer, (ii) Bernard Gault as Chairman and CEO, and (iii) Gilles Cojan as Chairman of the Board of Directors. The decrease in the total compensation of the Chief Executive Officer was due to the fact that he did not receive any compensation under Long-Term Variable Compensation Plans in 2021-2022. The increase in the compensation of the Chairman of the Board of Directors was due to the rise in Gilles Cojan's fixed compensation which applied from March 1, 2022 through July 1, 2022.

3.1.7.5 Summary table of transactions in the Company's financial instruments carried out by members of the Board of Directors from October 1, 2021 through December 20, 2022 *(disclosed in accordance with Article 223-26 of the AMF's General Regulations)*

Name	Position	Financial instrument	Transaction type	Transaction date	Gross unit price	Number of securities	Total gross amount (in €)
BIM	Entity related to Sofibim, director	Shares	Extension of a pledge	Dec. 17, 2021	N/A	1,333,333	**N/A**
BIM	Entity related to Sofibim, director	Shares	Pledge	Dec. 17, 2021	5.565	1,333,333	7,419,998.14
GNA Capital	Entity related to Gilles Auffret, director	Shares	Purchase	May 31, 2022	2.785	10,000	27,846
BIM	Entity related to Sofibim, director	Shares	Release of a pledge	June 7, 2022	2.944	1,301,519	3,831,671.94
BIM	Entity related to Sofibim, director	Shares	Release of a pledge	June 7, 2022	2.944	6,073,753	17,881,128.83
Gilles Cojan	Chairman of the Board of Directors	Shares	Sale	June 23, 2022	5.650	420,716	2,377,045.40
BIM	Entity related to Sofibim, director	Shares	Sale	June 23, 2022	5.650	24,849,502	140,399,686.30
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 1, 2022	3.100	40,007	124,021.7
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 2, 2022	3.074	71,155	218,737.59
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 3, 2022	3.046	20,000	60,920.00
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 5, 2022	3.094	100,000	309,370.00
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 5, 2022	3.085	293,089	904,150.26
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 8, 2022	3.087	80,000	246,952.00
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 15, 2022	3.257	20,000	65,150.00
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 22, 2022	3.122	414,031	1,292,439.17
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 24, 2022	3.174	524,425	1,664,420.06
Emesa Private Equity S.L.	Director	Shares	Short sale	Aug. 24, 2022	3.124	2,500,002	7,810,006.25
Inès Cuatrecasas	Permanent representative of Emesa Private Equity, S.L., director	Shares	Acceptance of a donation	Aug. 24, 2022	N/A	833,334	N/A
Emesa Private Equity S.L.	Director	Shares	Purchase	Aug. 25, 2022	3.264	300,000	979,110
Inès Cuatrecasas	Permanent representative of Emesa Private Equity, S.L., director	Shares	Contribution in kind to an entity	Aug. 26, 2022	3.124	833,334	2,603,335.42
Derichebourg Environnement	Director	Shares	Purchase	Dec. 20, 2022	3.232	1,000	3,232

3.2 RISK MANAGEMENT

At the date this Universal Registration Document was filed, the major risks and risk factors described below are those that the Group considers could potentially happen based on their probability of occurrence and which could significantly impact its operations, financial position or image, or could affect its ability to achieve its objectives. The Group could also be exposed to other risks that are not described in this document as they are not considered significant or have not yet arisen.

As is the case each year, in 2021-2022, the Group carried out a risk review and analysis process, following which an even tighter control framework was put in place. The Group's Executive Management team has set up a risk governance system that consists of appointing one or more Executive Committee members as "Group Risk Leader(s)" for each major risk. For each risk, a paragraph setting out the specific nature of the risk exposure and a risk description is provided below. Key tasks and controls are associated with each risk and are applied to prevent the risk from occurring or to reduce its potential impact. Examples of these measures are given for each risk in the paragraphs below entitled "Examples of risk controls". The Risk Leader ensures that the applicable control environment is relayed throughout the Group, and as part of its on-site audits, the internal audit team carries out sample testing to ensure that the controls are being properly communicated and applied.

Due to the Covid crisis, in 2020-2021 the Group decided to carry out a review of the 23 risks disclosed in the 2019-2020 Universal Registration Document in order to identify which of those risks are the most significant and specific. Based on this analysis, the Group decided to focus on 11 risks, which were then updated to take into account the lessons learned from the crisis. Subsequently, as a result of the events that occurred in 2022, the Group decided to re-introduce the "Asset valuation" risk.

The 11 other risks not identified as the most significant or specific are still monitored by the Internal Control Department. The decision to focus our disclosures on the 12 most significant and specific risks as we emerge from the crisis enables us to provide more specific and prioritized information about the Group's risk management.

Four risk categories have been identified within the 12 risks.

Risk category	Number	%
Operational	6	50%
Financial	3	25%
Human resources	2	17%
IT	1	8%
Total	**12**	**100%**

The risk factors have been ranked based on their net criticality, i.e. the estimated extent of their adverse impact after taking into account the effect of any controls deemed as effective:

- Significant****
- Tolerable***
- Acceptable**
- Negligible*

The Risk Management Department has carried out a risk scoring campaign for the above 12 risks, with the scores assigned by the Zone Risk Leaders (the Chief Executive Officers of the business units) and their technical correspondents (members of the business units' Executive Committees).

The risk scores take into account three criteria: "Probability" and "Impact" – which are used to calculate gross criticality – and "Risk Control, which corresponds to the risk management measures put in place by the Group (i.e. key tasks and controls) and is factored in to calculate the net criticality disclosed in this report.

The audits performed under the Group's internal audit plan have provided an independent review of the "Risk Control" criterion, which will be updated as the audit plan is implemented going forward.

Category	Name of risk	Gross criticality - FY 21-22	Net criticality - FY 21-22
Category 1: Operational	Crisis management	****	**
	Food safety and menu quality	***	**
	Supply chain and logistics	***	**
	Mismatch between revenue growth and increases in current and forecast operating costs	***	*
	Loss of key contracts	***	*
	Contract monitoring, client retention strategy and contract profitability	**	*
Category 2: Financial	Asset valuation	****	**
	Financing, credit facilities, debt servicing (borrowings, repayments, refinancing, loans)	****	*
	Controls on cash and available cash flows – Fraud	**	*
Category 3: IT	Loss/Theft/Leaks of sensitive information	***	**
Category 4: Human resources	Key personnel	***	**
	Changes in hygiene, health and safety rules	***	*

**** Significant
*** Tolerable
** Acceptable
* Negligible

3.2.1 Operational risks

3.2.1.1 Crisis management

(Gross criticality: Significant/Net criticality: Acceptable)

Specific nature of risk exposure

The Group is specifically exposed to health security risks which could significantly affect its image.

The Group conducts its operations in five main countries and employs some 97,000 people working at 15,000 sites and 20,250 restaurants and points of sale.

Description of risk

The Group is exposed to food and non-food risks which, if they occurred, could damage its reputation and have an adverse impact on its share price. It is specifically exposed to a negative promotion of its image resulting from the communication of actual or perceived issues concerning its operations. The Group is obviously exposed to major geopolitical situations and although it does not conduct any business in either Russia or Ukraine, the war in Ukraine and its impacts on inflation affected the Group in fiscal 2021-2022.

If the Group is not properly prepared for managing a crisis, the occurrence of such a crisis could destabilize its business and lead to the loss of contracts. Any inadequate management of a crisis after its occurrence, such as a lack of communication over a report of an actual or perceived food safety incident that is broadcast on traditional or social media, could call into question executive management's handling of risk prevention processes.

Certain events that constitute unanticipated crisis scenarios, by country or by business, could reveal weaknesses in the Group's risk mapping and crisis management procedures. Any mismanagement of internal and/or external communications could damage the Group's image and have negative repercussions on the Group, both for its staff and financial position. For example, existing or potential clients could decide to terminate or not renew a contract, or renegotiate their contract at a lower cost.

Examples of risk controls

- Identifying the main threats facing the Group (including non-food risks).
- Setting up a food and non-food crisis management plan.
- Having a Group crisis management unit (with an operating margin recovery plan to mitigate the impact of the inflationary crisis).
- Raising awareness of/training the persons concerned.

3.2.1.2 Food safety and menu quality

(Gross criticality: Tolerable/Net criticality: Acceptable)

Specific nature of risk exposure

The Group is specifically exposed to food safety risks due to the quantity of meals it serves.

Description of risk

The Group is exposed to risks associated with food safety and the food supply chain, which could lead to liability claims, reputation damage and/or could negatively affect its client relations.

The Group's main business activity is preparing and serving meals as well as selling food products in connection with the provision of outsourced services (contract catering). Consequently, it is specifically exposed to loss or damage resulting from actual or perceived issues regarding the safety or quality of the food it proposes. Any inappropriate preparation methods, production systems or behavior could negatively affect the quality of the food services it provides. Claims of illness, injury or any other losses relating to contaminated, spoiled, mislabeled or adulterated food may require costly measures to investigate and remediate, such as withdrawing products from sale or destroying supplies and inventory that are unfit for consumption.

The Group's catering activities rely on strict adherence by employees to standards for food handling and catering operations. Claims related to food quality or food handling are common in the contract catering industry and may arise at any time. If the Group were to be found negligent in terms of food safety, it could be exposed to significant liability, which could have an adverse impact on its operating performance. Even if such claims are without merit, any negative publicity concerning food safety could damage the Group's reputation and negatively affect its sales.

The Group’s catering activities also expose it to the risks inherent to the food industry in general, such as the risk of widespread contamination of foodstuffs, problems related to product traceability, nutritional concerns and other health-related issues. From time to time, food suppliers are forced to recall products and as a result the Group may have to remove certain products from its inventory and source inventory from other providers. Such events can be highly disruptive to its business.

Business levels can vary considerably in a public health crisis (partial or full closure of sites), making it more complex to ensure business continuity and apply health and safety rules.

N.B.: some aspects of this risk also concern CSR, i.e., risks related to poor hygiene, food safety, the environment, waste, failure to include CSR criteria in procurement practices, and failure to adapt to new CSR-related market trends.

Examples of risk controls

- Training employees in hygiene procedures (the HACCP method) and workplace health and safety.
- Having an approved list of suppliers and monitoring their performance.
- Carrying out regulatory watches concerning health and hygiene and communicating any regulatory changes to the Group’s employees.
- Monitoring product alerts as part of a continuous improvement approach.
- Applying an appropriate communication process in the event of an incident (see “Crisis management” above).
- Identifying the people in charge of hygiene and production.
- Drawing up a business continuity plan applicable in the event of a pandemic or other public health crisis, and defining the health measures to put in place.
- Ensuring that the obligatory legal information is displayed for guests (origin of products, allergens etc.).

3.2.1.3 Supply chain and logistics

(Gross criticality: Tolerable/Net criticality: Acceptable)

Specific nature of risk exposure

The Group has to regularly supply food and non-food products to 15,000 sites and 20,250 restaurants and points of sale, while minimizing the collective and individual health and safety risks involved.

Description of risk

The Group relies on the relationships it builds up with its suppliers. It has a restricted number of key suppliers, and if any one of these were to fail it would be difficult for the Group to meet its supply needs.

In the event of a dispute with any supplier or if a supplier were to experience financial difficulties, deliveries of supplies could be delayed or cancelled, and the Group could be forced to purchase supplies at a higher price from other suppliers.

In addition, a number of factors beyond the control of the Group or its suppliers could harm or disrupt its supply chain. Such factors include unfavorable weather conditions or natural disasters (such as earthquakes or hurricanes), government action, fire, terrorism, the outbreak or escalation of armed conflicts, pandemics, workplace accidents or other occupational health and safety issues, labor actions or customs or import restrictions (Brexit).

The Group's catering business also relies on its ability to purchase food supplies and prepare meals on a cost-efficient basis (see the paragraph below entitled "Mismatch between revenue growth and increases in current and forecast operating costs"). Any increases in food prices or supply costs could affect the Group's profitability if they cannot be passed on to clients.

NB: some aspects of this risk also concern CSR, i.e. risks related to failure to include CSR criteria in procurement practices, and failure to adapt to new CSR-related market trends.

NB: some aspects of this risk also concern Compliance, i.e. risks related to price reductions granted or obtained unlawfully.

Examples of risk controls

- Drawing up a Group Procurement strategy.
- Identifying supply needs (products) and selecting suppliers.
- Having an approved supplier list.
- Using standard or model procurement contracts, particularly for framework agreements.
- Monitoring suppliers' performance.
- Organizing audits performed by independent laboratories and on-site bacteriological analyses.
- Performing regulatory watches and monitoring product alerts

3.2.1.4 Mismatch between revenue growth and increases in current and forecast operating costs

(Gross criticality: Tolerable/Net criticality: Negligible).

Specific nature of risk exposure

The Group is highly decentralized. It conducts its business in several countries and in several different markets, at 15,000 sites and 20,250 restaurants and points of sale.

The Group's services activities are carried out at its clients' sites, via contracts.

Description of risk

If the Group were unable to foresee, plan and/or control changes in its earnings and main operating costs, this could have a material adverse effect on the profitability of its business.

Food costs are a key element of the Group's operating costs. The contract catering business notably relies on its ability to purchase food and prepare meals on a cost-efficient basis. Food costs are variable and prices are subject to the risk of inflation. Food price inflation can be caused by several factors, such as scarcity due to poor weather conditions (exacerbated by climate change), increases in oil and transportation prices, or geopolitical situations such as the war in Ukraine (see "Crisis management" above). Payroll costs are another significant element of the Group's operating costs as its business requires a large number of staff, often with specific qualifications in food services and/or corporate services. The Group's ability to anticipate changes in these costs and to control them is key to efficiently managing its financial performance. Its ability to pass on cost increases in its contract catering & services business is determined by the terms of its contracts. The level of risk borne by the Group due to changes in costs and their impact on probable margins varies depending on the type of contract under which the services are provided. If the Group is unable to renegotiate pricing terms with its clients in a timely fashion, it would be exposed to losses due to higher-than-expected costs. In addition, the way in which the Group manages any ensuing conflictual situations could impact the quality of its client relations.

Even if the Group is able to pass on higher costs to its clients via price adjustment clauses, it could lose market share due to a decline in the perceived value of its services if the service falls short of expectations or if there are diverging interpretations of the contract. Any failure on the Group's part to control costs or adapt to higher costs could have a material adverse impact on its earnings and its financial position.

From an operating perspective, events such as not meeting sales targets (due to a low conversion rate of prospects, a low sales development rate, a decrease in contract retention rates, loss of contracts during the year etc.) could harm the Group's business development and margins. Similarly, any increase in payroll costs, due to either internal or external factors (workplace accident rate, inflation, demographic changes etc.) could affect the Group's ability to generate the earnings it expected to achieve as estimated at the start of the contract.

If budgets and financial forecasts are not revised during the year in line with actual business levels (particularly in the event of a public health crisis), this could lead to budget differences which, if not corrected, would make the Group unable to meet its short- or mid-term strategic objectives.

NB: some aspects of this risk also concern CSR, i.e. climate risk.

Examples of risk controls

- Anticipating/managing disputes.
- Drawing up annual accounting, statistical and financial budgets adapted to each activity and operating environment.
- Monitoring financial performance per contract on a monthly basis.
- Controlling pay data.
- Implementing an annual budget approval procedure.
- Regularly revising contractual prices.
- Carrying out comparative studies, on-site visits and in-depth prior verifications as well as using technical expertise in order to anticipate unit costs and the seasonality of services.
- Inserting a specific public health crisis clause into contracts (e.g. providing for suspension of the contract).

3.2.1.5 Loss of key contracts

(Gross criticality: Tolerable/Net criticality: Negligible).

Specific nature of risk exposure

The Group provides most of its services on a contractually outsourced basis at client sites.

Contracts represent volatile assets as there are a range of reasons why they can be lost or terminated including competition, client insourcing, site closures, etc.

Description of risk

The Group conducts business with its contract catering and services clients under contracts that either have a stated term or may be terminated with advance notice. Contracts may be terminated, or not renewed, for example, if one of the Group's competitors offers the same service for a lower price or in the event of changes in market trends. The Group's business depends on its ability to renew contracts and win new contracts under favorable financial conditions. It cannot predict whether a client will choose to cancel a contract or allow it to lapse. Moreover, even if contracts are renewed, their new terms and conditions may be less advantageous than previously or they may require the Group to incur significant capital expenditure. Clients may also decide to insource the contract catering and/or services previously outsourced to the Group, or to relocate their sites or change their strategy. In addition, with the Covid crisis and the widespread use of home-working, client needs have changed.

The loss of a large contract or the loss of multiple contracts simultaneously could have a material adverse effect on the Group's financial and operating performance.

Furthermore, client dissatisfaction with the Group's services could damage its reputation and therefore negatively impact its ability to win new contracts, which could also have a material adverse effect on its business and its financial and operating performance.

NB: some aspects of this risk also concern CSR, i.e. risks of not adapting to CSR-related market trends.

Examples of risk controls

- Implementing a client retention program.
- Carrying out client and guest satisfaction surveys.

- Actively managing contacts by client type.
- Applying a carefully researched sales strategy to avoid dependence on any one sector or group of clients.
- Carrying out market research to anticipate new market trends and current and future needs and expectations.

3.2.1.6 Contract monitoring, client retention strategy and contract profitability

(Gross criticality: Acceptable/Net criticality: Negligible).

Specific nature of risk exposure

The Group conducts business in various countries, each of which has a different culture. Consequently, although its contracts often include general, pre-drafted clauses, many of them also contain specific negotiated clauses, which can lead to additional liability.

The Group uses franchised brands in several of its markets.

Lastly, activities carried out by the Group that generate low margins require a strict credit management policy.

Description of risk

Some contracts may contain clauses that could incur the Group's liability or result in it bearing risks that were poorly understood at the outset, which could have an adverse impact on its financial and operating performance.

The Group is reliant on clients' ability to pay for its services. If a client experiences financial difficulties, payments may be significantly delayed and ultimately the Group may not be able to collect the amounts due under its contracts, resulting in bad debt write-offs. Significant or recurring bad debts could have a material adverse effect on the Group's financial and operating performance.

The Covid crisis has highlighted the importance of inserting clauses in client contracts, whenever possible, providing for the Group to be able to continue its operations but in an alternative way.

NB: some aspects of this risk also concern CSR, i.e. *risks of not adapting to CSR-related market trends.*

Examples of risk controls

- Implementing procedures for validating bids.
- Implementing procedures for validating contracts based on a risk analysis.
- Applying an integrated workflow for validating contractual commitments.
- Putting in place consistent processes and systems for creating offerings.
- Analyzing the Group's liability and insurance coverage before signing contracts.
- Analyzing clients' solvency.
- Inserting specific contractual clauses.

3.2.2 FINANCIAL RISKS

3.2.2.1 Asset valuation

(Gross criticality: Significant/Net criticality: Acceptable)

Specific nature of risk exposure

The Group's operations cover five main countries. In each country, and in each state in the USA, the Group is subject to changes in tax laws and local economic conditions.

In addition, the Group holds a number of directly-owned brands.

Description of risk

The Group cannot guarantee that its property, plant and equipment, intangible assets, financial assets and components of its working capital will not be subject to any impairment in value. In view of its past acquisitions, the Group has a significant amount of goodwill recognized in its balance sheet, whose recoverability is tested regularly via impairment tests. If there is an indication of impairment, an impairment loss is recognized, which directly impacts the financial statements. Impairment may result from a deterioration in the Group's performance, a decline in expected future cash flows, a deterioration in market conditions, or adverse changes in applicable laws and regulations.

The amount of any goodwill impairment losses recognized is expensed immediately in the income statement and may not be subsequently reversed. In the year ended September 30, 2022, the Group recognized a €206 million goodwill impairment loss in its financial statements. Any further impairment losses recognized against goodwill in the future would result in material reductions of the Group's earnings and its equity under IFRS.

Furthermore, the Group may record deferred tax assets in its balance sheet, reflecting future tax savings resulting from differences between the tax and accounting values of assets and liabilities or in respect of the tax loss carryforwards of its subsidiaries. Recovery of these assets in future years depends on tax laws and regulations, the outcome of any tax audits, and the future results of the subsidiaries concerned. Any reduced ability to recover these assets due to changes in laws and regulations, any tax reassessments, or lower than expected profits could negatively impact the Group's financial and operating performance.

The Group's property, plant and equipment represent a significant weighting in its financial statements, which exposes it to the risks of obsolescence, physical deterioration of equipment, client restructuring or insolvency, loss of a major contract, or theft. As the end-consumer (the guest) is very often not the client with which the Group has a contractual relationship, the Group has receivables that are exposed to the risk of non-payment (disputes, late payments etc.).

The Group also has a portfolio of directly-owned brands which are recognized in the balance sheet and whose recoverable value is regularly tested and controlled.

Examples of risk controls

- Performing impairment tests on cash-generating units (CGUs).
- Drawing up a business plan based on realistic assumptions that are regularly reviewed.
- Ensuring that sector managers carry out an annual inventory of property, plant and equipment.
- Analyzing the useful lives of assets.
- Requiring authorization requests to be submitted for each capex project, based on a business plan that must be updated when the project is launched.

3.2.2.2 Financing, credit facilities, debt servicing (borrowings, repayments, refinancing, loans)

(Gross criticality: Significant/Net criticality: Negligible).

Specific nature of risk exposure

The Group centralizes almost all of its financing in Elior Group and Elior Participations.

Description of risk

The Group's ability to borrow from banks or raise funds in the capital markets or otherwise to meet its financing requirements is dependent on favorable market conditions. Financial crises in specific geographic regions, industries or economic sectors have led, in the recent past, and could lead in the future to sharp declines in currencies, stock markets and other asset prices, in turn threatening the affected financial systems and economies. If sufficient sources of financing were not available in the future for these or other reasons, the Group may be unable to meet its financing needs, which could have an adverse effect on its business and financial position.

The Group's leverage is kept at a controlled level. However, its indebtedness has negative consequences as it has to devote a significant portion of its operating cash flows to servicing its debt, which means it is exposed to the risk of a slowdown in business or unfavorable economic conditions. This situation restricts the Group's capacity in terms of investment strategy, external growth, additional borrowings and equity financing.

The parent company's cash flows primarily consist of dividends from its subsidiaries as well as interest on and repayments of intragroup loans. The ability of its subsidiaries to make these payments will be dependent on various economic, commercial, contractual, legal and regulatory considerations.

The Senior Facilities Agreement requires the Group to comply with certain customary negative covenants and financial ratios. This could affect its ability to operate its business and may limit its capacity to react to market conditions or take advantage of potential business opportunities as they arise.

If there is an event of default under any of the Group's debt instruments that is not cured or waived, the holders of the defaulted debt could terminate their commitments thereunder and/or cause all amounts outstanding with respect to such debt to be due and payable immediately.

The Group operates in eurozone countries and non-eurozone countries (mainly the United Kingdom and the United States). Consequently, it is exposed to fluctuations in exchange rates that have a direct impact on its consolidated financial statements. The Group's external borrowings are primarily denominated in euros (following the refinancing carried out in July 2021).

The Group is also exposed to the risk of fluctuations in interest rates, as some of its debt is indexed to the Euro Interbank Offered Rate ("Euribor") or the London Interbank Offered Rate ("Libor", for US dollar-denominated debt) or any other replacement rate, plus an applicable margin. Interest rate volatility could lead to higher interest expense and lower cash flows available for investment, and could restrict its ability to service its debt.

The Group's sources of liquidity are described in Chapter 4, Section 4.8.1 of this Universal Registration Document. The Group has access to revolving credit facilities, whose drawdowns are subject to covenants and other customary commitments.

The main financial instruments that could expose the Group to concentrations of counterparty risk are trade receivables, cash and cash equivalents, investments and derivatives. The Group's maximum exposure to credit risk corresponds to the carrying amount of all of the financial assets recognized in the consolidated financial statements at September 30, 2021 and 2022, net of any accumulated impairment losses.

Examples of risk controls

- Calculating financing needs in the budget, business plan and strategic plan.
- Ensuring that the financing provided for in the budget, business plan and strategic plan meet the Group's financing needs.
- Implementing a WCR management plan.
- Setting up specific financing for WCR.
- Taking into account the covenants contained in the Group's financing contracts when drawing up the budget, business plan and strategic plan.
- Maintaining or setting up long-term confirmed financing (syndicated loans, private placements, public bond issues, factoring and securitization).
- Managing relations with lenders on a long-term basis (organizing annual presentations of the financial statements and information conference calls).
- Implementing a liquidity risk policy, with a minimum level of available cash maintained and short- and mid-term rolling cash forecasts.
- Pursuing the Group's deleveraging plan.
- Continuing to diversify debt and managing debt rescheduling, and optimizing the Group's funding terms and conditions.
- Performing sensitivity analyses on currency and interest rate risks (although because the Group conducts most of its business on a local basis its exposure to currency risk is low).
- Not holding any speculative positions.

3.2.2.3 Controls on cash and available cash flows – Fraud

(Gross criticality: Acceptable/Net criticality: Negligible).

Specific nature of risk exposure

As the Group operates 20,250 restaurants and points of sale in several countries, which are run by a large number of employees, considerable amounts of cash are handled by many people within the organization.

Description of risk

The Group is exposed to a risk of the misappropriation of funds at each level of its catering operations. For example, operating agents may not record all of their sales and/or cash collected in the information systems provided, and large amounts of cash kept on site could be subject to fraudulent acts (theft, embezzlement, etc.).

In addition, the measures in place to trace funds during their transit to banks or to record funds in the accounts may be inadequate.

Furthermore, the Group is exposed to the risk of client insolvency (in the private and public sector) and may have problems collecting the amounts it has invoiced if its clients encounter financial difficulties.

The Group is also exposed to the risk of intentional external fraud (identity theft, theft of bank details, taking over IT systems etc.).

NB: some aspects of this risk also concern Compliance, i.e. risks related to ineffective controls of cash payments.

Examples of risk controls

- Monitoring disputes.
- Carrying out solvency research on prospective clients.
- Using automated invoice payment reminders.
- Holding regular meetings of trade receivables committees in order to monitor overdue payments, doubtful receivables, disputes and DSO.
- Putting in place bank signing powers and strict internal procedures for controlling payments.
- Restricting payment delegations to the back office.
- Putting in place secure payment methods.
- Drafting and sending out a memo on preventing external fraud to the whole Finance function in order to raise employees' awareness about the various fraud risks and remind them of the appropriate attitudes and reactions to adopt.
- Reviewing the trade receivables item (monthly DSO reporting).
- Carrying out continuous/regular inventories of bank signing powers.

3.2.3 IT risks

3.2.3.1 Loss/Theft/Leaks of sensitive information

(Gross criticality: Tolerable/Net criticality: Acceptable)

Specific nature of risk exposure

Due to the large number of employees it has, the Group is specifically exposed to the risk of loss, theft or leaks of sensitive information.

Description of risk

The Group Information Systems Department – which reports to the Chairman and CEO – is responsible for developing and putting in place the Group's information systems strategy, particularly for accounting and finance applications, and overseeing data protection and continuity of operations. It is currently providing in-depth support for the Group's digital transformation process.

The information systems of the Group's international subsidiaries are principally under the responsibility of each region's Information Systems Department but they also use applications provided by the Corporate IT Department. The Group Information Systems Department draws up the Group's overall information systems strategy as well as its IT and digital standards, and coordinates and helps implement and upgrade the Group's information systems.

When developing new systems and upgrading existing systems, the Group applies the dual principle of close coordination, but also clear segregation, between the Information Systems Department acting in its technical role as project manager, and user departments (e.g. the Financial Control Department, Finance Department, Human Resources Departments and operations departments) in their role as project sponsors. This enables systems to be effectively aligned with user needs in terms of analyses, controls and operations management.

The Information Systems Security Officer – who is part of the Group Information Systems Department but works closely with all of the Group's departments – is responsible for overseeing that the information systems security policy is properly applied (including for physical and logical security). This policy sets out, *inter alia*, the main information systems security risks and describes the role of the Information Systems Security Steering Committee, which is chaired by the Chairman and CEO and whose members include the Chief Financial Officer and the heads of the operating units.

As the Group's digital transformation programs advance, risks related to sensitive information may increase and may therefore require specific monitoring. The main risks concerned are the risk of sensitive or confidential data (social security numbers, bank codes etc.) being stolen or being accessed by unauthorized third parties; the risk of data falling out of the Group's control or being used for other purposes than those of the Group; and the risk of confidential data being leaked to a third party – either internal or external. Lastly, the increased use of Internet of Things devices in the Group's business could also lead to loss, theft or leaks of sensitive information and targeted cyber-attacks, fraud and industrial espionage are becoming increasingly sophisticated.

These risks need to be taken into account in a range of everyday personal behavior, such as using laptop computers, having sensitive conversations in public places, using the "reply all" function for emails and keeping confidential documents in public areas such as meeting rooms and digital print rooms. This aspect of IT risks has grown with the increase in homeworking since the outbreak of the Covid pandemic, as employees have remote access to sensitive information.

If any of these risks were to occur, it could have an adverse financial impact on the Group and could result in a loss of confidence due to severe damage to its corporate image as well as General Data Protection Regulation (GDPR) violations, the loss of contracts, and breaches of contractual obligations to clients, notably the duty of confidentiality.

Examples of risk controls

- Using encrypted storage on laptop computers.
- Ensuring that physical access to sites is secure.
- Setting up a criteria matrix for entering into contracts with service providers.
- Ensuring logical security and IAM: managing identities, application profiles and privileged accounts.
- Implementing policies, procedures and formal exchange measures to protect exchanges of information through all types of telecommunication devices.
- Carrying out mandatory inventories of all connections that are external to the Group's network.
- Regularly performing internal and external network intrusion tests.
- Encrypting external storage devices (USB drives, external hard drives etc.).
- Ensuring that "security by design" and "by default" criteria for Internet of Things devices are validated through appropriate testing procedures.
- Setting up cyber-security training programs.
- Raising employees' awareness about the GDPR.

3.2.4 Human resources risks

3.2.4.1 Key personnel

(Gross criticality: Tolerable/Net criticality: Acceptable)

Specific nature of risk exposure

The Group's management is highly decentralized as it conducts business in several countries at a total of 15,000 sites and 20,250 restaurants and points of sale. It is dependent on key personnel at all levels of its structure.

Description of risk

The Group is reliant on site, regional, divisional and senior management teams and other key personnel – including the millennial generation – for the successful operation of its business. Understanding the expectations of its people (salaries, career development opportunities etc.) and ensuring that these are met are essential to the Group's success. For example, if employees feel that the salaries and career development paths offered by the Group are inadequate this could lead to high staff turnover.

The success of the Group's operations depends on the skills, experience, efforts and policies of its executives and the continued active participation of a relatively small group of senior management personnel. If the services of all or some of these executives were to be lost, this could harm the Group's operations, impair efforts to expand its business, damage its image and negatively impact its share price. If one or more key executives were to leave the Group, a replacement would have to appointed with the necessary qualifications to carry out the Group's strategy, and if such a replacement were not available within the Group, they would have to be hired externally. Because competition for skilled employees is intense, and the process of finding qualified individuals can be lengthy and expensive, the loss of the services of key executives and employees could have a material adverse effect on the Group's business and its financial and operating performance. The Group cannot provide assurance that it will continue to retain such key executives and employees.

The Group relies on skilled and experienced managerial personnel at each level of the organization to ensure that its operations are carried out in an effective, cost-efficient manner. Site managers are the first point of contact with clients and are key to maintaining good client relations. They also have primary responsibility for evaluating and managing costs at each of the Group's restaurants and for guaranteeing service quality and compliance with client specifications. District, regional and national managers coordinate restaurants and ensure that large-scale operational plans and/or capital expenditure projects are carried out efficiently, in line with Group instructions and policies. Finally, the Group depends on its senior management's skills and experience in coordinating its operations, implementing large capital expenditure programs and formulating, evaluating and implementing new strategies.

If one or more executives were unable or unwilling to continue in their current positions, the Group may not be able to replace them easily or to provide their potential replacements with the necessary training and know-how in the short/mid-term to carry out their missions. If the Group were unable to hire or retain personnel with the requisite expertise or to train such people effectively, this could create instability within its teams and negatively impact its business, which could in turn have a material adverse effect on its financial and operating performance.

NB: some aspects of this risk also concern CSR, i.e. risks relating to failure to attract and retain talent, and failure to include CSR criteria in pay structures.

Examples of risk controls

- Regularly holding meetings to assess employees' satisfaction and whether their career objectives are being met.
- Drawing up succession plans.
- Drawing up career development plans.
- Verifying key performance indicators to measure job satisfaction (employee recognition, training, salaries, roles and responsibilities, etc.).

3.2.4.2 Changes in hygiene, health and safety rules

(Gross criticality: Tolerable/Net criticality: Negligible).

Specific nature of risk exposure

The Group is specifically exposed to health security risks due to its catering and multi-sector services operations.

Description of risk

The Group is subject to a strict and complex regulatory framework (notably in relation to labor law) in some of the countries where it operates. Consequently, any changes in or failure to comply with these regulations could have an adverse impact on its business and profitability.

Due to the nature of the Group's operations, it is subject to varying types of local, national and international regulations and standards.

The contract catering business is subject to regulations and standards concerning food safety and preparation (allergies, intolerances etc.). Any poor use of hazardous products or uses of products that do not comply with the applicable legislation or best practices could lead to public health issues. If such a case were to occur and become widespread it could significantly harm the Group's reputation and have a material adverse effect on its financial position if it were required to pay any compensation or damages.

In its services business, the Group provides cleaning services to companies operating in highly regulated industries. Due to the sensitive nature of these industries, it must comply with strict operating and hygiene standards. The Group and its clients and suppliers operating in such industries are subject to highly detailed and restrictive laws and regulations regarding the provision of these services and the safety of facilities. Any failure to comply with such laws and regulations could cause the Group to incur fines, lose contracts or cease operations. It has to be particularly vigilant about respecting these standards in the event of a pandemic, as the specific circumstances of a health crisis mean that the standards are more complicated to apply (e.g. only essential workers allowed on site, additional health and hygiene rules).

The Group is also subject to safety standards relating to the workplace, the working environment and working methods. Its facilities may be inspected at any time, and any allegations of non-compliance with the applicable regulations can result in lawsuits and/or reputational damage and can have serious financial consequences. These standards are growing in number, especially in Europe and the United States. The extent and timing of investments required to maintain compliance may differ from the Group's internal schedule and could limit the availability of funding for other investments. In addition, if the costs of regulatory compliance continue to increase and it is not possible for these additional costs to be passed on in the price of its services, any such changes could reduce the Group's profitability. Any changes in regulations or evolving interpretations thereof may result in increased compliance costs, capital expenditure and other financial obligations that could affect the Group's profitability.

More generally, the Group's results could be negatively affected by changes in the legal or regulatory environment, such as the rules and regulations related to workplace health and safety. For example, any change in the rules concerning the use of certain chemical products could have a negative impact on the results of the Group's services business. Similarly, any changes in work-related legislation could adversely affect the Group's catering and services operations.

NB: some aspects of this risk also concern CSR, i.e. risks relating to poor working conditions and failure to protect employees' health and safety.

Examples of risk controls

- Carrying out inventories of products and assessing chemical risks (regulatory requirement).
- Implementing precautionary measures and usage guidelines.
- Establishing a health and safety policy (risk mapping etc.).
- Drawing up and tracking a “Comprehensive Risk Assessment Document”.
- Monitoring any cases of non-compliance.
- Reminding employees about the rules on individual and collective protective equipment and monitoring employee exposure.
- Drawing up a business continuity plan applicable in the event of a public health crisis.
- Deploying a network of safety officers across the Group’s different geographic regions.

3.3 EMPLOYEES

3.3.1 COMPENSATION POLICIES[1]

Elior’s compensation and benefits policies draw on best market practices in each country, with the constant underlying aim of ensuring that a fair system is applied consistently throughout the Group and that packages are competitive in relation to the market as a whole.

The policies are underpinned by a position mapping process, which allows compensation and benefits to be tailored to each business and level of responsibility (known as "position weighting"). This process also entails performing internal diagnostic reviews and annual compensation surveys designed to compare the Group's practices with those of the market.

The basic salary policy for the various categories of managers is determined in line with local practices in each country, via annual salary surveys. A target positioning is defined for each position class, which applies to all of the Group's markets. The Group's reference pay scale is drawn up annually and is used during the hiring process as well as for annual salary reviews. In parallel, overall annual salary increases take into account local inflation rates and market practices.

The basic salary of "key contributors" is determined for each country based on the salary scales and rules established at the level of each industry and by local legislation.

The Group's variable compensation policy is aimed at ensuring that employees’ performance is aligned with its short and mid-term objectives.

Performance is generally assessed by reference to Group or entity-level financial criteria as well as individual criteria comprising quantifiable and/or qualitative objectives. The financial criteria are based on targets in the annual budget of the Group or the entity concerned. The individual criteria are intended to encourage achievement of the financial objectives. Most of the variable compensation systems include the notion of a performance threshold and some reward over-performance.

In line with these principles, the variable compensation of the Group's Top 100 executives is set each year in a way that ensures that their individual objectives are aligned with those of their region and the Group as a whole.

For 2021-2022, 80% of this variable compensation was based on the achievement of financial objectives for the region and/or Group and 20% on the achievement of individual "roadmap" objectives. The financial performance criteria applicable for 2021-2022 primarily related to (i) cash flow – a criterion particularly suited to the Company’s financial situation during the Covid 19 crisis, (ii) DSO[2] (Days Sales Outstanding), and (iii) net business development. A trigger threshold was set for each criterion and if the Group's financial objectives were outperformed a coefficient of up to 1.5 could have been applied.

For 2022-2023, the financial performance criteria will again be based on DSO and net business development in each of the Group’s geographies, but also on margin recovery.

3.3.2 LABOR RELATIONS

Elior has a European Works Council (EWC), which is regularly provided with information about the Group's financial position, business operations, strategic objectives and HR situation.

In France, the Group Works Council serves as the primary forum for dialog with representatives of employees and trade unions from the French subsidiaries. The Group Works Council has a specialized commission that is tasked with closely monitoring human resources indicators.

At the level of its subsidiaries and/or UES (specific groupings of entities only existing in France), depending on the entity concerned, the Group manages relations with its employees through:

The Social and Economic Committee:

[1] See also Section 2.5.4
[2] Days Sales Outstanding (DSO) corresponds to the average number of days that it takes to collect payment after a sale has been made, which Elior calculates using the count back method.

Various committees set up to monitor collective bargaining agreements and action plans.

Elior has also built up constructive relations with trade union representatives, both at the level of its subsidiaries and Group wide, as demonstrated by the numerous collective agreements signed on a wide range of issues (including personal insurance coverage, human resources planning and development, quality of working life and gender equality).

3.3.3 STATUTORY PROFIT-SHARING AGREEMENTS

In accordance with Article L. 3322-2 of the French Labor Code, companies in France are required to set up a statutory employee profit-sharing agreement if they have at least 50 employees and if their taxable profit represents more than 5% of their return on capital employed. As the Group meets these criteria it has entered into statutory profit-sharing agreements in its main French subsidiaries.

To date no statutory profit-sharing agreements have been entered into in the other countries where the Group operates.

3.3.3.1 Discretionary profit-sharing agreements

Under French law, discretionary profit-sharing agreements are aimed at aligning employees' collective interests with those of the company by paying bonuses that are calculated based on the company's results and performance as provided for in Article L. 3312-1 of the French Labor Code. As at the date of this Universal Registration Document, the vast majority of Group companies have not set up any discretionary profit-sharing plans.

3.3.3.2 Incentive plans for key executives

The Group has put in place stock option and free share plans since 2016, which are described in Note 7.19.2 of the consolidated financial accounts for 2021/2022 included in the present universal registration document.

In February 2018, the Group launched its first international employee share ownership plan, called the "Future Plan".

4

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL 2021-2022

4. MANAGEMENT'S DISCUSSION AND ANALYSIS FOR FISCAL 2021-2022

4.1 SIGNIFICANT EVENTS

Year ended September 30, 2022

- **The Covid-19 crisis and inflation**

The fifth wave of the Covid-19 pandemic (caused by the "Omicron" variant), combined with inflationary effects, which have worsened with the war in Ukraine, impacted the performance of the Group's Business & Industry and Education sectors in fiscal 2021-2022, particularly in France. However, despite these factors, consolidated revenue rose 20.6% year on year to €4,451 million from €3,690 million.

- **Amendment to the government-backed loan**

In 2021-2022, the Group used the option provided by the French State to defer the first payment installment of its government-backed loan by one year. Consequently, on March 8, 2022, an amendment to the loan agreement was signed, providing for the first six-monthly installment to be deferred to October 1, 2023 and to amount to 12.5%, compared with the originally scheduled 10% due on October 1, 2022.

- **Covenant holiday**

On May 13, 2022, the Group's banks granted it an extension of its covenant holiday to March 31, 2023 from September 30, 2022.

- **Asset impairment**

Following impairment tests carried out due to the identification of impairment indicators, at September 30, 2022 the Group recognized impairment losses of €206 million for goodwill in France and Spain (see Note 7.9 to the consolidated financial statements).

- **Termination of PMC's operations in the United States**

Following the decision to cease PMC's operations in the United States, a €74 million non-recurring expense was recognized covering impairment of assets other than goodwill in the United States as well as restructuring costs (see Note 7.4 to the consolidated financial statements)

Year ended September 30, 2021

- **The Covid-19 crisis**

The continuing Covid crisis in fiscal 2020-2021 led to a €277 million reduction in revenue compared with the €3,967 million generated in 2019-2020. The full twelve months of 2020-2021 were impacted by the crisis compared with seven months in the previous fiscal year. In the first three quarters of 2020-2021 the Group's revenue was between 73% and 74% of its pre-Covid level, but this increased to 85% in the fourth quarter. The Business & Industry market was the most affected.

- **Amendments to the Securitization Program**

On October 13, 2020, the €360 million 2017 Securitization Program, which was originally scheduled to expire in July 2021, was amended in order to extend its maturity until October 2024 and to ensure compliance with the criteria provided for in Regulation (EU) 2017/2402 of the European Parliament and the Council of December 12, 2017 laying down a general framework for securitisation and creating a specific framework for simple, transparent and standardised ("STS") securitisation. The amendments concerned did not affect the accounting treatment applied to the 2017 Securitization Program.

- **Covenant holiday**

On November 24, 2020, Elior Group's lending banks agreed to suspend the covenant tests scheduled for September 30, 2021 and March 31, 2022. These suspensions remained in effect under the new Senior Facilities Agreement entered into in July 2021.

- **€225 million government-backed loan**

On March 22, 2021, Elior Group received a government-backed loan amounting to €225 million, of which 80% is guaranteed by the French State. The loan had a one-year term with a five-year extension option exercisable by Elior

Group and was originally repayable in six-monthly installments of 10% as from October 1, 2022.

- **€550 million high yield bond issue**

On July 8, 2021, Elior Group issued senior bonds representing an aggregate principal amount of €550 million, maturing in July 2026 and paying interest at an annual rate of 3.75%.

The proceeds from the issue were used to repay in full the Group's €530 million senior bank debt that was due to mature in 2023.

- **€100 million new term loan and €350 million multi-currency revolving credit facility**

Also on July 8, 2021, Elior Group set up new senior bank debt in the form of a €100 million term loan and a €350 million multi-currency revolving credit facility in euros and U.S. dollars.

4.2 ANALYSIS OF THE GROUP'S BUSINESS AND CONSOLIDATED RESULTS

(in € millions)	Year ended September 30, 2022	Year ended September 30, 2021
Revenue	**4,451**	**3,690**
Purchase of raw materials and consumables	(1,444)	(1,134)
Personnel costs	(2,349)	(1,992)
Share-based compensation expense	(3)	(5)
Other operating expenses	(472)	(393)
Taxes other than on income	(78)	(67)
Depreciation, amortization and provisions for recurring operating items	(156)	(167)
Net amortization of intangible assets recognized on consolidation	(18)	(18)
Recurring operating profit/(loss) from continuing operations	**(69)**	**(86)**
Share of profit of equity-accounted investees	-	(1)
Recurring operating profit/(loss) from continuing operations including share of profit of equity-accounted investees	**(69)**	**(87)**
Non-recurring income and expenses, net	(309)	(1)
Operating profit/(loss) from continuing operations including share of profit of equity-accounted investees	**(378)**	**(88)**
Net financial expense	(26)	(44)
Profit/(loss) from continuing operations before income tax	**(404)**	**(132)**
Income tax	(36)	12
Net profit/(loss) for the period from continuing operations	**(440)**	**(120)**
Net profit/(loss) for the period from discontinued operations	**-**	**14**
Net profit/(loss) for the period	**(440)**	**(106)**
Attributable to:		
Owners of the parent	*(427)*	*(100)*
Non-controlling interests	*(13)*	*(6)*
Earnings/(loss) per share (in €)		
Earnings/(loss) per share – continuing operations		
Basic	*(2.48)*	*(0.67)*
Diluted	*(2.48)*	*(0.67)*
Earnings/(loss) per share – discontinued operations		
Basic	-	*0.09*
Diluted	-	*0.09*
Total earnings/(loss) per share		
Basic	*(2.48)*	*(0.58)*
Diluted	*(2.48)*	*(0.58)*

REVENUE

Calculating organic revenue growth

The Group calculates organic growth between one financial period ("period n") and the comparable preceding period ("period n-1") as revenue growth excluding:

(iii) Changes in the scope of consolidation resulting from acquisitions, divestments and transfers of operations held for sale that took place during each of the relevant periods, as follows:

- for acquisitions completed during period n-1, the Group considers as a "change in scope of consolidation" effect the revenue generated by the acquired operations from the beginning of period n until one year after the date on which the acquired operations were included in the scope of consolidation;
- for acquisitions completed during period n, the Group considers as a "change in scope of consolidation" effect the revenue generated by the acquired operations from the date on which the acquired operations were included in the scope of consolidation until the end of period n;
- for divestments completed during period n-1, the Group considers as a "change in scope of consolidation" effect the revenue generated by the divested operations during period n-1; and
- for divestments completed during period n, the Group considers as a "change in scope of consolidation" effect the revenue generated by the divested operations from the date corresponding to one year before the deconsolidation of the divested operations until the end of period n-1.

However, when the Group compares periods that are not full fiscal years (for example, six-month periods), it determines the effect on revenue of changes in the scope of consolidation as follows:

- for (a) acquisitions completed during fiscal year n-1 but after the end of period n-1 and (b) acquisitions completed during fiscal year n but before the beginning of period n, the Group considers as a "change in scope of consolidation" effect the revenue generated by the acquired operations during period n; and
- for (a) divestments completed during fiscal year n-1 but after the end of period n-1 and (b) divestments completed during fiscal year n but before the beginning of period n, the Group considers as a "change in scope of consolidation" effect the revenue generated by the divested operations in period n-1.

(iv) The effect of changes in exchange rates (the "currency effect") as described below.

The Group calculates the currency effect on its revenue growth as the difference between (i) the reported revenue for period n, and (ii) the revenue for period n calculated using the applicable exchange rates for period n-1. The applicable exchange rates for any period are calculated based on the average of the daily rates for that period.

(v) The effect of any changes in accounting methods.

Revenue analysis

Consolidated revenues for continuing operations totaled €4.451 billion for fiscal 2021-2022, compared with €3.690 billion a year earlier. This +20.6% year-on-year increase reflects +18.3% organic growth, a +3.4% positive exchange rate impact (USD gains against the euro), and a -1.1% negative scope impact (mostly due to the closure of Preferred Meals in the USA and the sale of CRCL in India).

Like-for-like revenues were up +15.4%, compared with last year's -2.9% drop.

What is more, business development boosted revenues by +9.8%, a substantial improvement on the +6.2% contribution to growth already made last year.

Lastly, lost contracts accounted for a -6.8% decline in revenues. The retention rate was therefore 93.2% at September 30, 2022, up from 91.4% at September 30, 2021.

International operations accounted for 56% of revenues compared with 54% last year.

Revenue by geographic segment

(in € millions)	12 months 2021-2022	12 months 2020-2021	Organic growth	Changes in scope of consolidation	Currency effect	Total growth
France	1,943	1,711	13.5%	0.1%	-	13.6%
International	2,493	1,975	22.0%	(2.2)%	6.4%	26.2%
Contract Catering & Services	4,436	3,686	18.1%	(1.1)%	3.4%	20.3%
Corporate & Other	15	4	NM	-	-	NM
GROUP TOTAL	4,451	3,690	18.3%	(1.1)%	3.4%	20.6%

Revenues in **France** totaled €1.943 billion, compared with €1.711 billion a year ago, reflecting +13.6% reported growth and +13.5% organic growth (no material change in scope).

International revenues came to €2.493 billion in 2021-22, up +26.2% from €1.975 billion last year, reflecting +22.0% organic growth, a +6.4% positive exchange rate impact and a -2.2% negative scope impact.

The rebound in activity was less marked in France than internationally, which was hard hit by the Omicron variant in the first half. The French Education market experienced much stricter health protocols than during previous Covid waves. All countries outside of France recorded double-digit organic growth. The UK performed particularly well, despite the impact of the Omicron strain.

In the **Corporate & Other** segment, which includes the Group's remaining concession catering activities that were not sold with Areas, revenues amounted to €15 million, compared with €4 million a year ago.

Revenue by market

(in € millions)	12 months 2021-2022	12 months 2020-2021	Organic growth	Changes in scope of consolidation	Currency effect	Total growth
Business & Industry	1,825	1,341	33.6%	(0.8)%	3.3%	36.1%
Education	1,415	1,215	15.3%	(2.6)%	3.8%	16.5%
Health & Welfare	1,211	1,134	3.5%	0.0%	3.3%	6.8%
GROUP TOTAL	4,451	3,690	18.3%	(1.1)%	3.4%	20.6%

The **Business & Industry** market generated revenues of €1.825 billion, up +36.1% on 2020-2021, or an organic increase of +33.6%. Q4 revenues reached 88% of the 2018-2019 pre-Covid level, up from 84% in Q3.

Education generated €1.415 billion in 2021-2022, up +16.5% year-on-year, including +15.3% organic growth. Q4 revenues were +109% higher than 2018-2019 pre-Covid revenues for the same period, and up 4 points compared with Q3.

Health & Welfare revenues totaled €1.211 billion, up +6.8% year-on-year, including +3.5% organic growth. Q4 revenues reached 98% of 2018-2019 pre-Covid revenues for the same period, up from 96% in Q3 2021-2022.

The table below shows revenues by market for the last eight quarters expressed as a percentage of revenues for the same period in fiscal 2018-2019 (pre Covid), at constant exchange rates.

Revenues as a % of 2018-2019 revenues (*)	Q1 2020-21	Q2 2020-21	Q3 2020-21	Q4 2020-21	Q1 2021-22	Q2 2021-22	Q3 2021-22	Q4 2021-22
Business & Industry	54%	55%	58%	75%	75%	74%	84%	88%
Education	84%	85%	87%	99%	92%	101%	105%	109%
Health & Welfare	93%	93%	91%	92%	93%	94%	96%	98%
GROUP TOTAL	73%	73%	74%	85%	85%	87%	93%	95%

(*) At constant exchange rates

PURCHASE OF RAW MATERIALS AND CONSUMABLES – CONTINUING OPERATIONS

This item rose by €310 million from €1,134 million in 2020-2021 to €1,444 million in 2021-2022, reflecting the year-on-year increase in consolidated revenue.

As a percentage of revenue, "Purchase of raw materials and consumables" edged up from 30.7% in 2020-2021 to 32.4% in 2021-2022, mainly due to high inflation for raw materials prices. In 2020-2021, this percentage decreased due to changes in the mix of the Group's offerings.

PERSONNEL COSTS – CONTINUING OPERATIONS

Excluding share-based compensation expense, personnel costs for continuing operations increased by €354 million year on year, from €1,992 million to €2,349 million. As a percentage of revenue, however, they decreased slightly from 54.0% to 52.8%.

Share-based compensation expense relates to long-term compensation plans put in place in the Group's French and international subsidiaries. A €3 million expense was recognized in 2021-2022 – primarily corresponding to the cost of the May 4, 2022 stock option and performance share plans – versus a €5 million expense in 2020-2021 (related to the cost of the April 6, 2021 stock option and performance share plans).

OTHER OPERATING EXPENSES – CONTINUING OPERATIONS

Other operating expenses for continuing operations increased by €79 million, or 19.9%, in 2021-2022, from €393 million to €472 million. This year-on-year increase reflects the rise in consolidated revenue in 2021-2022.

TAXES OTHER THAN ON INCOME – CONTINUING OPERATIONS

Taxes other than income amounted to €78 million in 2021-2022, versus €67 million the previous year.

DEPRECIATION, AMORTIZATION AND PROVISIONS FOR RECURRING OPERATING ITEMS – CONTINUING OPERATIONS

This item decreased by €11 million, or 6.7%, from €167 million for 2020-2021 to €156 million for 2021-2022, mainly due to lower capital expenditure in line with the reduced business activity for the past two fiscal years.

ADJUSTED EBITA FOR CONTINUING OPERATIONS INCLUDING SHARE OF PROFIT OF EQUITY-ACCOUNTED INVESTEES

The following table sets out adjusted EBITA by segment and as a percentage of the revenue of each segment.

(in € millions)	Year ended Sept. 30,		Change in adjusted EBITA	Adjusted EBITA margin	
	2022	2021		2022	2021
France	(27)	(21)	*(6)*	*(1.4)%*	*(1.2)%*
International	(3)	(22)	*19*	*(0.1)%*	*(1.1)%*
Contract Catering & Services	**(30)**	**(43)**	**13**	**(0.7)%**	**(1.2)%**
Corporate & Other	**(18)**	**(21)**	**3**	**-**	**-**
GROUP TOTAL	**(48)**	**(64)**	**16**	**(1.1)%**	**(1.7)%**

Group adjusted EBITA from continuing operations for the fiscal year ended September 30, 2022, amounted to a -€48 million loss, an improvement over the -€64 million loss posted in 2020-2021. The adjusted EBITA margin improved to -1.1% from -1.7% last year.

Excluding losses at Preferred Meals in the US, adjusted EBITA was a -€6 million loss compared with a -€19 million loss a year ago.

In France, adjusted EBITA was a -€27 million loss compared with a -€21 million loss in 2020-2021. The adjusted EBITA margin came to -1.4% vs. -1.2% a year earlier. The margin deteriorated for two main reasons. First, the Omicron variant, which knocked just over €40 million off adjusted EBITA. Second, inflation and difficulties renegotiating public sector contract prices in contract catering. It took until September 15, 2022, for the Council of State to establish a legal framework for adjusting public contract prices in response to rampant inflation.

International adjusted EBITA was a -€3 million loss, bettering last year's -€22 million loss. The adjusted EBITA margin was -0.1%, compared with -1.1% a year earlier. Excluding losses at Preferred Meals, adjusted EBITA would have been a €39 million profit, compared with a €23million profit in 2020-2021. Also on that basis, adjusted EBITA is positive in the USA. The same is true of the UK and Spain, and progress is being made in Italy, where it is close to breakeven.

In the **Corporate & Other** segment, adjusted EBITA for the year 2021-2022 came to a loss of -€18 million compared with a -€21 million loss the previous year.

RECURRING OPERATING PROFIT/(LOSS) FROM CONTINUING OPERATIONS INCLUDING SHARE OF PROFIT OF EQUITY-ACCOUNTED INVESTEES

This item represented a €69 million loss in 2021-2022, compared with a loss of €87 million in 2020–2021. Both of these figures include €9 million in amortization of intangible assets related to acquisitions.

NON-RECURRING INCOME AND EXPENSES, NET – CONTINUING OPERATIONS

For the year ended September 30, 2022, non-recurring income and expenses represented a net expense of €309 million and primarily included (i) goodwill impairment losses amounting to €146 million in France (related to Elior Entreprises and Elior Enseignement et Santé) and €60 million in Spain, (ii) impairment losses recognized against assets other than goodwill and restructuring costs related to the termination of Preferred Meals' operations in the United States, totaling €74 million, and (iii) restructuring costs in Italy and Spain

For the year ended September 30, 2021, non-recurring income and expenses represented a net expense of €1 million and mainly comprised (i) €5 million in net additions to provisions for severance payments and other employee-related costs, and (ii) a €6 million reversal of impairment losses for right-of-use assets due to favorable terms and conditions for exiting a real-estate lease in the United States. Net additions to restructuring provisions included €24 million reversed from a provision recognized in France for the redundancy plan announced on September 30, 2020, which was unused due to a higher number of resignations and internal job redeployments than planned.

NET FINANCIAL EXPENSE – CONTINUING OPERATIONS

Net financial expense amounted to €26 million in 2021-2022 versus €44 million in 2020-2021. The year-on-year decrease was chiefly due to a net currency gain and reversals of provision on shares in non-consolidated companies.

INCOME TAX – CONTINUING OPERATIONS

The Group recorded a €36 million income tax expense for 2021-2022 versus a €12 million income tax benefit the previous year. The current tax expense was €15 million compared with €8 million in 2020-2021. The French CVAE tax amounted to €9 million against €11 million a year earlier.

Deferred taxes represented a €21 million expense in 2021-2022, following mainly a re-estimation of the recoverability of tax loss carryforwards.

In 2020-2021, deferred taxes represented a €20 million benefit following a reduction in tax losses generated and better recognition of deferred taxes in certain jurisdictions such as France and Spain.

NET PROFIT/(LOSS) FOR THE PERIOD FROM DISCONTINUED OPERATIONS

This item was not material in the year ended September 30, 2022.

In 2020-2021 the Group recorded €14 million in net profit from discontinued operations, mostly deriving from the sale of Restaurant & Sites' business base on September 30, 2021. The India-based company Elior West was classified under assets held for sale in accordance with IFRS 5 at September 30, 2021.

ATTRIBUTABLE NET PROFIT/(LOSS) FOR THE PERIOD AND EARNINGS/(LOSS) PER SHARE

In view of the factors described above, the Group ended fiscal 2021-2022 with a €427 million net loss for the period attributable to owners of the parent, versus an attributable net loss of €100 million in 2020-2021. This represented a basic and diluted loss per share of €2.48 for 2021-2022 compared with €0.58 a year earlier.

ADJUSTED ATTRIBUTABLE NET PROFIT/(LOSS) FOR THE PERIOD

Adjusted attributable net profit/(loss) for the period corresponds to consolidated net profit/(loss) for the period from continuing operations attributable to owners of the parent adjusted for the following: (i) "Non-recurring income and expenses, net", (ii) goodwill impairment losses and net amortization of intangible assets recognized on consolidation in relation to acquisitions, (iii) exceptional impairment of investments in and loans to non-consolidated companies, and (iv) the impact of the capital gains and losses on sales of consolidated companies recognized in "Net profit/(loss) from discontinued operations", with all of these adjustments being net of tax.

(in € millions)	Year ended Sept. 30,	
	2022	2021
Net profit/(loss) attributable to owners of the parent – continuing operations	**(427)**	**(115)**
Adjustments		
Non-recurring income and expenses, net	103	1
Goodwill impairment losses	206	-
Net amortization of intangible assets recognized on consolidation	18	18
Exceptional impairment of investments in and loans to non-consolidated companies	(8)	-
Tax effect on the above adjustments	(34)	(3)
Adjusted attributable net profit/(loss) for the period	**(142)**	**(99)**
Adjusted earnings/(loss) per share (in €)	(0.83)	(0.58)

4.3 CONSOLIDATED CASH FLOWS FOR THE YEARS ENDED SEPTEMBER 30, 2022 AND 2021

The following table provides a summary of the Group's cash flows for the years ended September 30, 2022 and 2021.

(in € millions)	Year ended September 30, 2022	Year ended September 30, 2021
Net cash from/(used in) operating activities – continuing operations	(33)	42
Net cash used in investing activities – continuing operations	(63)	(67)
Net cash from financing activities – continuing operations	83	57
Effect of exchange rate and other changes	12	(7)
Increase/(decrease) in net cash and cash equivalents – continuing operations	**(1)**	**30**
Increase/(decrease) in net cash and cash equivalents - discontinued operations	(3)	(7)
Total increase/(decrease) in net cash and cash equivalents	**(4)**	**23**

CASH FLOWS FROM OPERATING ACTIVITIES – CONTINUING OPERATIONS

Operating activities for the Group’s continuing operations generated a net cash outflow of €33 million in the year ended September 30, 2022 compared with a €42 million net cash inflow in 2020-2021. The year-on-year difference was mainly due to the €53 million negative movement in “Change in operating working capital” compared with the previous year and €21 million in interest paid in the year ended September 30, 2022.

Change in operating working capital. This item represented a net cash outflow of €37 million in 2021-2022 versus a €16 million net cash inflow one year earlier. This erosion in cash flows related to operating working capital primarily stemmed from (i) payments of payroll taxes that had been deferred under Covid-related tax holidays, and (ii) the increase in consolidated revenue in 2021-2022.

Interest and other financial expenses paid. This item rose to €49 million in 2021-2022 from €28 million the previous year, mainly due to increases in the interest rates applicable under the SFA and in the amount of the Group’s average consolidated debt.

Tax paid. This line includes corporate income tax paid in all of the geographic regions in which the Group operates. It also includes the Italian IRAP tax (*Imposta Regionale Sulle Attività Produttive*), the French CVAE tax and State Taxes in the United States. It represented net cash outflows of €14 million and €6 million in the years ended September 30, 2022 and 2021 respectively, with the year-on-year increase essentially attributable to an instalment payment of corporate income tax in France.

Non-recurring income and expenses impacting cash. This item mainly relates to movements in cash arising from (i) non-recurring income and expenses recorded under the "Non-recurring income and expenses, net" line in the consolidated income statement, which include restructuring costs and (ii) payments made in connection with fair value adjustments recognized in accordance with IFRS as part of the purchase price allocation process for acquisitions.

Non-recurring income and expenses impacting cash represented net cash outflows of €46 million in 2021-2022 and €43 million in 2020-2021.

CASH FLOWS FROM INVESTING ACTIVITIES – CONTINUING OPERATIONS

Net cash used in investing activities for continuing operations totaled €63 million in 2021-2022 and €67 million in 2020-2021.

Capital expenditure (net operating investments). Consolidated cash used for purchases of property, plant and equipment and intangible assets (capital expenditure), net of proceeds from sales, rose from €62 million to €64 million in 2021-2022.

Capital expenditure for Contract Catering & Services rose from €59 million for the year ended September 30, 2021to €62 million in 2021-2022. As a percentage of the business's revenue, however, it decreased from 1.6% to 1.4%, reflecting the continued rigorous selection of capital expenditure projects.

Capital expenditure by the Corporate & Other segment totaled €2 million in 2021-2022 (€3 million in 2020-2021).

Purchases of and proceeds from sale of financial assets. This item represented a €1 million net cash inflow in 2021-2022 reflecting the sale of equity interests in Italy, versus a €2 million net cash outflow in 2020-2021 arising from deposits paid in the United States.

Acquisition/sale of shares in consolidated companies. No cash inflows or outflows were recorded in 2021-2022 for acquisitions and sales of shares in consolidated companies.

In the year ended September 30, 2021, this item represented a net cash outflow of €3 million and primarily corresponded to cash outflows following the sale of the Indian entity, CRCL, on April 30, 2021.

CASH FLOWS FROM FINANCING ACTIVITIES – CONTINUING OPERATIONS

Cash flows from financing activities represented net cash inflows of €83 million and €57 million in 2021-2022 and 2020-2021 respectively.

Movements in share capital of the parent. The Company did not repurchase any Elior Group shares in 2021-2022 or 2020-2021.

Proceeds from borrowings. Consolidated cash inflows from proceeds from borrowings totaled €152 million and €868 million in the years ended September 30, 2022 and 2021 respectively.

The 2021-2022 figure primarily corresponds to €132 million in drawdowns on a senior bank loan.

In 2020-2021 these proceeds mainly corresponded to (i) €550 million in proceeds from the issue of senior high yield bonds maturing in July 2026, (ii) a €225 million government-backed loan, and (iii) a €100 million senior bank loan.

Repayments of borrowings. Repayments of borrowings led to cash outflows of €1 million and €746 million in the years ended September 30, 2022 and 2021 respectively.

The 2020-2021 figure essentially corresponded to (i) the repayment in advance (with no early repayment penalty) of the Group's €530 million senior bank debt, and (ii) the repayment of €200 million drawn down on revolving facilities.

Effect of exchange rate and other changes. In the year ended September 30, 2022, fluctuations in exchange rates and other changes had an overall €12 million net positive impact on cash and cash equivalents, versus a €7 million negative impact in 2020-2021.

Increase/(decrease) in net cash and cash equivalents – discontinued operations. This item represented net cash outflows of €3 million and €7 million in 2021-2022 and 2020-2021 respectively.

FREE CASH FLOW

(in € millions)	Year ended September 30, 2022	Year ended September 30, 2021
EBITDA	**108**	**100**
Purchases of and proceeds from sale of property, plant and equipment and intangible assets	(64)	(62)
Share of profit of equity-accounted investees	-	1
Change in operating working capital	(37)	16
Non-recurring income and expenses impacting cash	(46)	(43)
Other non-cash movements	5	7
Operating free cash flow	**(34)**	**19**
Tax paid	(14)	(6)
Free cash flow	**(48)**	**13**

Operating free cash flow was a negative €34 million in 2021-2022 versus a positive €19 million in 2020-2021. The year-on-year negative swing was due to the unfavorable change in working capital resulting from the sharp rebound in organic growth.

Free cash flow was a negative €48 million compared with a positive €13 million in 2020-2021.

4.4 SIMPLIFIED CONSOLIDATED BALANCE SHEET

(in € millions)	At Sept. 30, 2022	At Sept. 30, 2021
Non-current assets	2,352	2,655
Current assets excluding cash and cash equivalents	869	788
Assets classified as held for sale	14	13
Cash and cash equivalents	64	80
Total assets	**3,299**	**3,536**

(in € millions)	At Sept. 30, 2022	At Sept. 30, 2021 (*)
Equity attributable to owners of the parent	772	1,081
Non-controlling interests	(41)	(30)
Non-current liabilities	1,301	1,223
Current liabilities	1,251	1,245
Liabilities classified as held for sale	16	17
Total equity and liabilities	**3,299**	**3,536**
Net operating working capital requirement	(256)	(302)
Net debt	1,206	1,094
Net debt as defined in the SFA	1,217	1,108
SFA leverage ratio (net debt as defined in the SFA/adjusted EBITDA)	N/A	N/A

(*) A correction has been recognized to reflect the increase in the percentage of ownership of Elior North America ("Elior NA") that took place in 2018. This correction affected "Equity attributable to owners of the parent" and "Non-controlling interests" but had no impact on the total amount of consolidated equity.

At September 30, 2022, non-current assets included deferred tax assets totaling €69 million (versus €86 million one year earlier).

The Group's net debt totaled €1,206 million at September 30, 2022, against €1,094 million at September 30, 2021. The September 30, 2022 figure mainly comprises (i) €550 million in senior bond debt, (ii) a government-backed loan and a senior bank loan representing an aggregate €457 million, (iii) €62 million in financing from trade receivables securitized by French, Italian and Spanish subsidiaries, (iv) €199 million in lease liabilities and (v) €2 million in other borrowings, less (vi) €64 million in cash and cash equivalents.

The average interest rate in 2021-2022 – including the lending margin – on the Group's debt related to its high yield bonds, the SFA, the government-backed loan and securitized trade receivables (which represent the majority of its total debt) was 3.26% (2.89% in 2020-2021).

Cash and cash equivalents recognized in the balance sheet amounted to €64 million at September 30, 2022. At the same date, net cash and cash equivalents presented in the cash flow statement, i.e. net of bank overdrafts, totaled €59 million.

At September 30, 2022, consolidated net debt as defined in the SFA, i.e. including IFRS 16 lease liabilities, stood at €1,217 million, versus €1,108 million at September 30, 2021.

The leverage ratios for 2020-2021 and 2021-2022 are not applicable due to the covenant holiday obtained by the Group. The next leverage ratio test will be carried at March 31, 2023.

4.5 EVENTS AFTER THE REPORTING DATE

The Group set up a number of interest rate hedges in October and November 2022, which raised its debt coverage ratio to almost 80% versus 54% at September 30, 2022 based on its net debt at the same date.

On December 16, 2022, Elior Group's banks agreed to ease the leverage ratio test scheduled for September 30, 2023 for the SFA and the government-backed loan (by applying a ratio of 6.0x instead of 4.5x.).
As a consequence, the testing levels of the leverage ratio (net debt/adjusted EBITDA) are the following:

- March 31, 2023: 7.5x,
- September 30, 2023: 6.0x,
- March 31, 2024 and thereafter: 4.5x.

On December 19, 2022, the Elior Group's Board of Directors authorized the signature of a Memorandum of Understanding ("MoU") with Derichebourg Group ("Derichebourg"), under which Elior Group would acquire Derichebourg Multiservices ("DMS") in exchange for new Elior Group shares issued to Derichebourg SA. This transaction, which would accelerate Elior Group's turnaround, is the result of a comprehensive review of strategic options, launched by the Board of Directors in July 2022. The acquisition would be financed through the issuance of new Elior Group's shares to Derichebourg, at a price of €5.65 per share. Following this projected transaction, Derichebourg SA would increase its stake in Elior Group to 48.4%.

Following the closing of the transaction, Elior Group's Board of Directors would be realigned, and its governance renewed and balanced. Elior Group's Board would be composed of 12 members, including five appointed upon proposal by Derichebourg, five independent members and two employee representatives. The selection process for independent directors would be under the responsibility of the Nominations and Compensation Committee, which would include more than 50% independent directors, including its chairman. The members appointed by Derichebourg would not be able to participate in the selection process. Daniel Derichebourg would be nominated as Chairman and CEO of Elior Group for a period of four years, and would resign from all his operational positions at Dericheboug SA, to fully focus on Elior Group's development. Following the transaction, Elior Group's internal rules would be amended to include a reinforced majority (requiring a majority of 8 out of 12 directors and including the vote of at least two independent directors) on the more strategic decisions. For a period of four years, upon completion of the proposed transaction, Derichebourg may not cast more than 30% of the votes on resolutions at any shareholders' meeting regarding (i) the appointment, renewal and removal of independent members of the Board of Directors and (ii) the amendment of this bylaw provision.

Relevant employee representatives within the Group will be informed and consulted with respect to the transaction, as required by law. The transaction will be subject to the receipt of approvals from the relevant regulatory authorities, the satisfaction of customary conditions for this type of transaction and the approval of Elior Group's shareholders at an Extraordinary General Meeting ("EGM"), which would take place during the months of April-May of 2023, as well as the receipt by Derichebourg of an exemption from the AMF for the filing of a public tender offer. The transaction is expected to fully close during April-May of 2023.

4.6 PARENT COMPANY NET PROFIT AND DIVIDEND

In view of the results for the year ended September 30, 2022, the Board of Directors will not propose a dividend payment to shareholders at the 2023 General Meeting.

4.7 THE GROUP'S FINANCIAL AND LIQUIDITY POSITION

4.7.1 LIQUIDITY AND CAPITAL RESOURCES

General Information

The Group's cash requirements mainly relate to financing its working capital requirements and capital expenditure as well as servicing and repaying its debt. Its main source of liquidity is cash generated from operating activities. Going forward, its ability to generate cash from its operating activities will depend on its future performance, which will in turn depend to some extent on general economic, financial, competitive, market, regulatory and other factors, many of which are beyond the Group's control. The Group uses its cash and cash equivalents to fund the day-to-day requirements of its business.

The Group obtains financing through issues on the capital markets, bank borrowings, and a receivables securitization program. It also has a revolving credit facility in order to meet its short-term financing needs.

The financing of the Group and its subsidiaries is managed centrally by the parent company (see Note 7.18 to the consolidated financial statements).

The Group believes that for the year ending September 30, 2023 (as was the case for fiscal 2021-2022 and for previous years), its cash requirements will mainly relate to (i) financing working capital requirements, (ii) financing capital expenditure (see Section 4.3, "Consolidated cash flows for the years ended September 30, 2021 and 2022"), and (iii) servicing and repaying debt. Based on the conditions described in Section 4.9 below, "Outlook", and the Group's updated cash flow forecasts, Management believes that the Group will be able to fund its cash requirements and service and repay its debt during the twelve-month period following the date on which its consolidated financial statements were approved for issue (December 19, 2022).

Financial Resources

Overview

The Group's main sources of liquidity have historically consisted of the following:

- Net cash from operating activities, which represented a negative €33 million for the year ended September 30, 2022 versus a positive €47 million for the year ended September 30, 2021.
- Cash and cash equivalents, which amounted to €64 million and €80 million at September 30, 2022 and 2021 respectively. For further information see the cash flow statement included in the consolidated financial statements set out in the section above entitled "Consolidated Financial Statements for the Years Ended September 30, 2022 and 2021".

The following section describes the main components of the Group's financial liabilities.

4.7.2 HIGH YIELD BONDS

Overview

In July 2021, Elior Group issued five-year high yield bonds representing an aggregate principal amount of €550 million and paying interest at an annual rate of 3.75% (the "Bonds").

The Bonds are listed on the Euro MTF Market of the Luxembourg Stock Exchange and were placed without a registration under the U.S. Securities Act of 1933, as amended, and without a prospectus prepared pursuant to Regulation (EU) 2017/1129 (as the transaction was exempt from both of these requirements). Their ISIN is XS2360381730.

The Bonds are senior unsecured bonds, mature on July 15, 2026 and rank *pari passu* in right of payment with all of Elior's existing and future unsecured obligations that are not expressly contractually subordinated in right of payment to the Bonds (including Elior's obligations in respect of its Revolving Credit Facility and Term Loan and any future indebtedness permitted to be incurred).

Up until July 15, 2023, Elior Group can redeem all or some of the Bonds at a price corresponding to 100% of their total principal amount plus a make-whole premium and any accrued and unpaid interest at the redemption date.

As from July 15, 2023, Elior Group will be able to redeem all or some of the Bonds subject to an early redemption premium which will reduce as the maturity date draws closer. Consequently, the repayment of the principal amount will vary between 101.875% of the Bonds' face value (if they are redeemed within the twelve months following July 15, 2023) and 100% of their face value (if they are redeemed after May 1, 2025).

If the Company undergoes a "change of control", Elior Group must offer to repurchase the Bonds at a price corresponding to 101% of their principal amount plus any accrued interest.

The contract governing the Bonds (the "Indenture") includes incurrence covenants and events of default that are customary in the European high yield market, with each case subject to a number of significant exceptions, thresholds and qualifications. In particular it provides for a number of undertakings and limitations, which are subject to various exceptions and standard terms and conditions.

The above-mentioned undertakings and limitations would be suspended if the Bonds become rated as "Investment grade", i.e. are assigned a rating of equal to or above BBB-/Baa3.

Guarantees

The Bonds were guaranteed on the issue date by Elior Participations S.C.A. and on October 27, 2021 by certain French, Italian, Spanish and UK subsidiaries of Elior Group.

Governing Law

The Bonds are governed by the laws of the State of New York.

ISIN	Borrower	Principal amount (in € millions)	Issue date	Maturity	Coupon
XS2360381730	Elior Group	550	July 8, 2021	July 15, 2026	3.75%

4.7.3 BANK TERM LOAN AND REVOLVING CREDIT FACILITY

As at the date of this Universal Registration Document, the Senior Facilities Agreement (SFA) provides for the following credit facilities (the "Senior Facilities"):

Facility	Borrower	Amount (in € millions)	Maturity
Term Loan	Elior Group	100	July 2, 2025*
Revolving Credit Facility	Elior Group - Elior Participations	350	July 2, 2025*
	Total	**450**	

(*) With a one-year extension option, exercisable in May 2023

The facilities under the Senior Facilities Agreement correspond to senior unsecured obligations that mature on July 2, 2025 (with an option to extend to July 2, 2026 under certain circumstances) and rank *pari passu* in right of payment with the High Yield Bonds.

Drawdowns on the Revolving Credit Facility (RCF) can be made in euros and US dollars.

Interest and Fees

The Senior Facilities bear interest at a variable reference rate, plus the applicable margins and certain usual mandatory costs.

The margins on the Term Loan and on drawdowns on the RCF are calculated based on the Group's leverage ratio throughout the duration of the SFA.

Guarantees

The SFA was guaranteed at the issue date by Elior Participations S.C.A., and on October 27, 2021 by the same subsidiaries that are acting as guarantors for the High Yield Bonds.

Undertakings and Covenants

The SFA contains customary covenants, adapted in certain cases to take into account the Group's specific situation. It notably contains restrictions in terms of acquisitions, share buybacks and dividend payments for as long as the Group's leverage ratio (IFRS 16) remains greater than or equal to 4.5x.

The SFA does not provide for a leverage ratio test (IFRS 16) until March 31, 2023. At that date, the Group's leverage ratio must be below or equal to 7.5x, then below or equal to 4.5x from September 30, 2023 until the end of the Agreement (*).

(*) See "Events after the Reporting Date".

Mandatory Prepayments and Cancellation

At the request of the majority of the lenders, the Senior Facilities may be canceled, and all obligations under the Senior Facilities may be due and payable in full, if, among other events, there is a change of control or a sale of all or substantially all of the Group's assets.

The borrowers may voluntarily (i) prepay all or part of the facilities made available to them under the SFA, or (ii) cancel all or part of any unused facilities under the SFA.

Events of Default

The SFA provides for certain events of default (subject to materiality, cure periods and other exceptions where applicable) which can trigger acceleration. If an event of default occurs and persists, the SFA provides that the Senior Facility Agent may and will, if so instructed by the lenders, either (i) block any additional utilizations, or (ii) declare that all or part of any amount outstanding under such Senior Facilities is immediately due and payable.

Governing Law

The SFA is governed by French law.

4.7.4 GOVERNMENT-BACKED LOAN

Overview

In March 2021, Elior Group set up a €225 million loan with a pool of banks which is guaranteed by the French State. This loan was taken out as a result of the Covid crisis in order to strengthen the Group's liquidity, finance the losses of its French subsidiaries and ensure its ability to restart its operations. Following the exercise of an extension option its original one-year term was extended by five years and it now matures in March 2027. The loan will be repaid in six-monthly installments of €28.5 million as from October 1, 2023.

Undertakings and Covenants

In August 2021, after the Group had refinanced its debt, an amendment to the contract governing the French government-backed loan was signed in order for the undertakings and covenants in that contract to strictly reflect those contained in the new Senior Facilities Agreement.

Guarantees

This loan is guaranteed by the French State (80%).

Governing Law

This loan is governed by French law.

Type of loan	Borrower	Amount (in € millions)	Inception	Maturity	Interest rate
Government-backed loan	Elior Group	225	March 2021	March 2027	Euribor +graduated margin

4.7.5 RECEIVABLES SECURITIZATION PROGRAM

Certain French entities of the Group (the "Elior Group Receivables Sellers") are beneficiaries under a €360 million receivables securitization program, which expires in October 2024. Under this program, the receivables are sold to Ester Finance Titrisation ("the Purchaser"), a French subsidiary of Crédit Agricole CIB. The program comprises two compartments: an "On compartment" whereby the receivables are sold with recourse and an "Off compartment" whereby the receivables are sold without recourse.

For the "On compartment", as the Group continues to bear a significant portion of the late payment and credit risks, the sold receivables do not meet the conditions required under IFRS 9 for off balance-sheet accounting. Consequently, the financing received is accounted for as debt. Sales to the Purchaser are made at the face value of the receivables, less a discount to reflect the financing costs until settlement. At September 30, 2022, outstanding securitized receivables relating to the "On compartment" stood at €62 million.

For the "Off compartment", the credit risks and late payment risks are transferred to the Purchaser in return for a discount applied on the receivables, which corresponds to remuneration for the credit risk and the financing cost. Dilution risk, assessed as part of the overall risks and benefits analysis, is not deemed to be a risk associated with the receivables. At September 30, 2022, the amount of receivables derecognized in relation to the "Off compartment" of the program totaled €198 million.

The Purchaser settles its receivables purchases from the Sellers on a monthly basis. Between settlement dates, the Sellers may use cash received from clients, which is paid into segregated bank accounts dedicated to the transaction and swept monthly to the Purchaser's bank account (subject to netting against the purchase price owed for newly originated receivables, unless a default event has occurred). Responsibility for administering receivables, including adherence to established credit and collection policies, remains with the Sellers, with Elior Participations S.C.A. acting as the centralizing entity for such administration.

The securitization program contains customary covenants and undertakings, adapted in certain cases to take into account the Group's specific situation and the performance of its receivables portfolios. Direct recourse to the Sellers is limited (i) for the "On compartment", to the amount of the overcollateralization reserve of the receivables, and (ii) for the "Off compartment", to the amount of the dilution reserve.

In addition, the Purchaser has been granted a guarantee by Elior Participations S.C.A. for amounts due to the Purchaser by the Sellers up to a maximum principal amount of €367 million.

4.8 OUTLOOK

4.8.1 MID-TERM OUTLOOK

Our goals for 2024

By divesting Areas in 2019, Elior refocused on its original core contract catering business in five countries, and its services business in France.

To open this new chapter in its history, the Group redefined its mission, ambition, and priorities in each of its markets and drew up a strategic plan for 2024. This ambitious plan, jointly crafted by the Executive Committee and the operating teams, is structured around five value creation drivers:

1. Shifting our business mix towards the most attractive segments, in which we intend to create value for our clients through innovative offerings, and entering new markets, such as on-board catering for trains and meal deliveries to Small and Mid-size Enterprises (SMEs).

2. Giving our client-facing teams the resources, they need to always adapt our offerings in line with guests' expectations, by proposing healthy and environmentally friendly dining options, with concepts heavily inspired by commercial catering.

3. Being constantly customer-centric thanks to our high-quality offerings and by systematically applying customer loyalty best practices.

4. Optimizing and continuously adapting our cost structure to operational requirements (procurement, payroll and overhead costs).

5. Managing cash in a disciplined way and allocating it to targeted investment opportunities that guarantee the best returns.

This plan has proved to be perfectly suited, not only for staying the course during the crisis, but also for speeding up our transformation, and now for seizing new opportunities. Following an update to the plan the Group has confirmed that its goals for 2024 are:

- Average annual organic revenue growth of at least 7% over the next two fiscal years.
- Adjusted EBITA margin of around 4.0% in 2023–2024.
- Organic revenue growth/Capex in % of revenue between 2x and 3x.
- Resumption of dividend payments based on fiscal 2023-2024 results.

CSR objectives reaffirmed for 2025

As part of its ongoing focus on guest health and well-being, client satisfaction, employee development and engagement, and its activities' environmental impact, Elior has reaffirmed its CSR commitments, i.e.:

- 12% less greenhouse gas emission per meal by 2025, compared to 2020 (scopes 1-2-3).
- 30% reduction in food waste per meal by 2025, compared to 2020.
- 80% renewable electricity use by 2025 and reduction of our energy consumption.

4.8.2 OUTLOOK FOR FISCAL 2022-2023

Since the start of fiscal 2022-2023, the Group's business trends have remained favorable across the board in terms of both geographies and market segments.

Inflation remains high, and we are continuing to pursue contract renegotiation efforts initiated several months ago. At September 30, 2022, we had successfully renegotiated 67% of our contracts. This resulted in cumulative rolling 12-month price increases of €139 million, 40% of which – or €56 million – contributed to fiscal 2021-2022. In France, due to a more complex renegotiation process, only 20% of the total price increases renegotiated had an impact in 2021-2022. We therefore expect a ramp-up in 2022-2023 regardless of renegotiations underway.

Given these factors, and assuming a stable public health situation, our outlook for 2022-2023 is as follows:

- At least 8% organic revenue growth
- Adjusted EBITA margin of 1.5-2.0%
- Capex between 1.5-1.7% of revenues

4.9 CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEARS ENDED SEPTEMBER 30, 2022 AND 2021

IFRS Consolidated Financial Statements for the Years Ended September 30, 2022 and 2021

1. Consolidated Income Statement and Statement of Comprehensive Income

1.1 Consolidated Income Statement

(in € millions)	Note	Year ended September 30, 2022	Year ended September 30, 2021
Revenue	**7.1, 7.2**	**4,451**	**3,690**
Purchase of raw materials and consumables		(1,444)	(1,134)
Personnel costs	7.3	(2,349)	(1,992)
Share-based compensation expense	7.19.2	(3)	(5)
Other operating expenses		(472)	(393)
Taxes other than on income		(78)	(67)
Depreciation, amortization and provisions for recurring operating items		(156)	(167)
Net amortization of intangible assets recognized on consolidation		(18)	(18)
Recurring operating profit/(loss) from continuing operations		**(69)**	**(86)**
Share of profit of equity-accounted investees		-	(1)
Recurring operating profit/(loss) from continuing operations including share of profit of equity-accounted investees	**7.1**	**(69)**	**(87)**
Non-recurring income and expenses, net	7.4	(309)	(1)
Operating profit/(loss) from continuing operations including share of profit of equity-accounted investees		**(378)**	**(88)**
Financial expenses	7.5	(59)	(53)
Financial income	7.5	33	9
Profit/(loss) from continuing operations before income tax		**(404)**	**(132)**
Income tax	7.6	(36)	12
Net profit/(loss) for the period from continuing operations		**(440)**	**(120)**
Net profit/(loss) for the period from discontinued operations	**7.7**	**-**	**14**
Net profit/(loss) for the period		**(440)**	**(106)**
Attributable to:			
Owners of the parent		**(427)**	**(100)**
Non-controlling interests		**(13)**	**(6)**

The accompanying notes form an integral part of the consolidated financial statements.

(in €)		Year ended September 30, 2022	Year ended September 30, 2021
Earnings/(loss) per share	**7.8**		
Earnings/(loss) per share – continuing operations			
Basic		(2.48)	(0.67)
Diluted		(2.48)	(0.67)
Earnings/(loss) per share – discontinued operations			
Basic		-	0.09
Diluted		-	0.09
Total earnings/(loss) per share			
Basic		(2.48)	(0.58)
Diluted		(2.48)	(0.58)

1.2 Consolidated Statement of Comprehensive Income

(in € millions)	Year ended September 30, 2022	Year ended September 30, 2021
Net profit/(loss) for the period	**(440)**	**(106)**
Items that will not be reclassified subsequently to profit or loss		
Post-employment benefit obligations	19	-
Related income tax	(5)	-
Total	**14**	**-**
Items that may be reclassified subsequently to profit or loss		
Financial instruments	3	4
Currency translation adjustments	80	9
Related income tax	(1)	(2)
Total	**82**	**11**
Comprehensive income/(expense) for the period	**(344)**	**(95)**
Attributable to:		
- Owners of the parent	(332)	(90)
- Non-controlling interests	(12)	(5)
Comprehensive income/(expense) for the period attributable to owners of the parent	**(332)**	**(90)**
Relating to:		
- Continuing operations	(332)	(104)
- Discontinued operations	-	14

The accompanying notes form an integral part of the consolidated financial statements.

2. Consolidated Balance Sheet

2.1 Assets

(in € millions)	Note	At September 30, 2022	At September 30, 2021
Goodwill	7.9	1,577	1,731
Intangible assets	7.10	155	197
Property, plant and equipment	7.10	237	278
Right-of-use assets	7.10	193	240
Other non-current assets		-	4
Non-current financial assets	7.11	118	119
Equity-accounted investees	7.12	-	-
Fair value of derivative financial instruments (*)		3	-
Deferred tax assets	7.14	69	86
Total non-current assets		**2,352**	**2,655**
Inventories		99	96
Trade and other receivables	7.13	707	632
Contract assets		-	-
Current income tax assets		6	9
Other current assets	7.15	57	51
Cash and cash equivalents (*)		64	80
Assets classified as held for sale	7.7	14	13
Total current assets		**947**	**881**
Total assets		**3,299**	**3,536**

(*) Included in the calculation of net debt

The accompanying notes form an integral part of the consolidated financial statements.

2.2 Equity and Liabilities

(in € millions)	Note	At September 30, 2022	At September 30, 2021 (1)
Share capital	7.19.1	2	2
Reserves and retained earnings		721	1,090
Translation reserve		49	(11)
Equity attributable to owners of the parent		**772**	**1,081**
Non-controlling interests		(41)	(30)
Total equity	**4.**	**731**	**1,051**
Long-term debt (*)	7.17, 7.18	1,060	905
Long-term lease liabilities (*)	7.17, 7.18	145	188
Fair value of derivative financial instruments (*)		2	-
Deferred tax liabilities	7.14	-	-
Provisions for pension and other post-employment benefit obligations	7.16	59	89
Other long-term provisions	7.16	30	24
Other non-current liabilities	7.20	5	17
Total non-current liabilities		**1,301**	**1,223**
Trade and other payables		575	521
Due to suppliers of non-current assets		11	10
Accrued taxes and payroll costs		470	484
Current income tax liabilities		1	2
Short-term debt (*)	7.17, 7.18	11	22
Short-term lease liabilities (*)	7.17, 7.18	54	58
Short-term provisions	7.16	52	77
Contract liabilities	7.2.2	49	49
Other current liabilities	7.20	28	22
Liabilities classified as held for sale	7.7	16	19
Total current liabilities		1,267	1,262
Total liabilities		**2,568**	**2,485**
Total equity and liabilities		**3,299**	**3,536**
Net debt		1,206	1,094
Net debt excluding fair value of derivative financial instruments and debt issuance costs		1,217	1,108

(*) Included in the calculation of net debt

(1) Refer to note 4 - Consolidated Statement of Changes in Equity

The accompanying notes form an integral part of the consolidated financial statements.

3. Consolidated Cash Flow Statement

(in € millions)	Note	Year ended September 30, 2022	Year ended September 30, 2021 (1)
Cash flows from operating activities – continuing operations			
Recurring operating profit/(loss) including share of profit of equity-accounted investees		(69)	(87)
Amortization and depreciation (2)		201	189
Provisions		(24)	(2)
EBITDA		**108**	**100**
Dividends received from equity-accounted investees		-	-
Share of profit of equity-accounted investees		-	1
Change in operating working capital		(37)	16
Non-recurring income and expenses impacting cash		(46)	(43)
Interest and other financial expenses paid		(49)	(28)
Tax paid		(14)	(6)
Other non-cash movements		5	7
Net cash from/(used in) operating activities – continuing operations		**(33)**	**47**
Cash flows from investing activities – continuing operations			
Purchases of property, plant and equipment and intangible assets	7.10	(68)	(69)
Proceeds from sale of property, plant and equipment and intangible assets	7.10	4	7
Purchases of financial assets		(2)	(2)
Proceeds from sale of financial assets		3	-
Acquisitions of shares in consolidated companies, net of cash acquired		-	(3)
Other cash flows from investing activities		-	-
Net cash from/(used in) investing activities – continuing operations		**(63)**	**(67)**
Cash flows from financing activities – continuing operations			
Dividends paid to owners of the parent		-	-
Movements in share capital of the parent		-	-
Purchases of own shares		-	-
Dividends paid to non-controlling interests		-	-
Proceeds from borrowings	7.17.4	152	868
Repayments of borrowings	7.17.4	(1)	(746)
Repayments of lease liabilities	7.17.4	(68)	(65)
Net cash from financing activities – continuing operations		**83**	**57**
Effect of exchange rate changes		12	(7)
Increase/(decrease) in net cash and cash equivalents – continuing operations		**(1)**	**30**
Increase/(decrease) in net cash and cash equivalents – discontinued operations	**7.7**	**(3)**	**(7)**
Net cash and cash equivalents at beginning of period (3)		**63**	**40**
Net cash and cash equivalents at end of period (3)		**59**	**63**

(1) *Accrued interest not due has been reclassified from net cash and cash equivalents at beginning and end of period to "Interest and other financial expenses paid".*

(2) *Including €2 million in amortization of advances on customer contracts in the years ended September 30, 2022 and 2021.*

(3) *Bank overdrafts held for treasury management purposes are an integral part of the Group's cash management and are therefore deducted from cash and cash equivalents in the cash flow statement whereas they are classified as short-term debt in the balance sheet. These overdrafts – which amounted to €5 million at September 30, 2022 and €17 million at September 30, 2021 – represent the sole difference between the cash and cash equivalents figure presented under assets in the balance sheet and the amount presented in the cash flow statement under "Net cash and cash equivalents at end of period".*

The accompanying notes form an integral part of the consolidated financial statements.

4. Consolidated Statement of Changes in Equity

(in € millions)	Number of shares	Share capital	Additional paid in capital and other reserves	Net profit/(loss) for the period attributable to owners of the parent	Translation reserve	Equity attributable to owners of the parent	Non-controlling interests	Total equity
Balance at Sept. 30, 2020	**174,125,268**	**2**	**1,665**	**(482)**	**(40)**	**1,145**	**(3)**	**1,142**
Elior NA reclassification (1)			20		1	21	(21)	-
Balance at Oct. 1, 2020 (restated)	**174,125,268**	**2**	**1,685**	**(482)**	**(39)**	**1,166**	**(24)**	**1,142**
Net loss for the period				(100)		(100)	(6)	(106)
Post-employment benefit obligations			-			-		-
Changes in fair value of financial instruments			2			2		2
Currency translation adjustments					9	9	-	9
Comprehensive expense for the period			**2**	**(100)**	**9**	**(89)**	**(6)**	**(95)**
Appropriation of prior-period net loss			(482)	482		-		-
Capital reduction	(1,703,594)					-		-
Dividends paid						-		-
Share-based payments (IFRS 2)	22,555		3			3		3
Other movements (2)			1			1		1
Balance at Sept. 30, 2021	**172,444,229**	**2**	**1,209**	**(100)**	**(30)**	**1,081**	**(30)**	**1,051**
Net loss for the period				(427)		(427)	(13)	(440)
Post-employment benefit obligations			14			14		14
Changes in fair value of financial instruments			2			2		2
Currency translation adjustments					79	79	1	80
Comprehensive expense for the period			**16**	**(427)**	**79**	**(332)**	**(12)**	**(344)**
Appropriation of prior-period net loss			(100)	100		-		-
Capital reduction						-		-
Dividends paid						-		-
Share-based payments (IFRS 2)			4			4		4
Other movements (2)			19			19	1	20
Balance at Sept. 30, 2022	**172,444,229**	**2**	**1,148**	**(427)**	**49**	**772**	**(41)**	**731**

(1) *A correction has been recognized to reflect the increase in the percentage of ownership of Elior North America ("Elior NA") that took place in 2018. This correction affected "Equity attributable to owners of the parent" and "Non-controlling interests" but had no impact on the total amount of consolidated equity.*

(2) *The amounts recognized under "Other movements" in "Equity attributable to owners of the parent" and "Non-controlling interests" for the years ended September 30, 2021 and 2022 primarily correspond to the remeasurement of the Elior North America minority put option.*

Notes to the IFRS Consolidated Financial Statements for the Years Ended September 30, 2022 and 2021

5. General Information and Significant Events

5.1 General Information

The Elior group – comprising Elior Group SA, a limited company registered in France with its corporate headquarters located at 9-11 allée de l'Arche, Paris La Défense cedex 92032, France and its subsidiaries (the "Group") – is a major player in contract catering and related services. It operates through companies based primarily in six countries, including France, the United Kingdom, Spain, Italy and the United States.

At September 30, 2022, Elior Group SA (the "Company") was 24.36% owned by the Derichebourg Group, 5.25% by Fonds Stratégique de Participations, 5.08% by Corporacion Empresarial Emesa, S.L and 65.31% by private and public investors following the Company's admission to trading on Euronext Paris on June 11, 2014.

5.2 Significant Events

Year ended September 30, 2022

- **The Covid-19 crisis and inflation**

The fifth wave of the Covid-19 pandemic (caused by the "Omicron" variant), combined with inflationary effects, which have worsened with the war in Ukraine, impacted the performance of the Group's Business & Industry and Education sectors in fiscal 2021-2022, particularly in France. However, despite these factors, consolidated revenue rose 20.6% year on year to €4,451 million from €3,690 million.

- **Amendment to the government-backed loan**

In 2021-2022, the Group used the option provided by the French State to defer the first payment installment of its government-backed loan by one year. Consequently, on March 8, 2022, an amendment to the loan agreement was signed, providing for the first six-monthly installment to be deferred to October 1, 2023 and to amount to 12.5%, compared with the originally scheduled 10% due on October 1, 2022.

- **Covenant holiday**

On May 13, 2022, the Group's banks granted it an extension of its covenant holiday to March 31, 2023 from September 30, 2022.

- **Asset impairment**

Following impairment tests and in view of the inflationary context, at September 30, 2022 the Group recognized impairment losses of €206 million for goodwill in France and Spain (see Note 7.9).

- **Termination of PMC's operations in the United States**

Following the decision to cease the operations of Preferred Meals (PMC) in the United States, a €74 million non-recurring expense was recognized, covering impairment of assets other than goodwill in the United States as well as restructuring costs (see Note 7.4).

Year ended September 30, 2021

- **The Covid-19 crisis**

The continuing Covid crisis in fiscal 2020-2021 led to a €277 million reduction in revenue compared with the €3,967 million generated in 2019-2020. The full twelve months of 2020-2021 were impacted by the crisis compared with seven months in the previous fiscal year. In the first three quarters of 2020-2021 the Group's revenue was between 73% and 74% of its pre-Covid level, but this increased to 85% in the fourth quarter. The Business & Industry market was the most affected.

- **Amendments to the Securitization Program**

On October 13, 2020, the €360 million 2017 Securitization Program, which was originally scheduled to expire in July 2021, was amended in order to extend its maturity until October 2024 and to ensure compliance with the criteria provided for in Regulation (EU) 2017/2402 of the European Parliament and the Council of December 12, 2017 laying down a general framework for securitisation and creating a specific framework for simple, transparent and standardised ("STS") securitisation. The amendments concerned did not affect the accounting treatment applied to the 2017 Securitization Program.

- **Covenant holiday**

On November 24, 2020, Elior Group's lending banks agreed to suspend the covenant tests scheduled for September 30, 2021 and March 31, 2022. These suspensions remained in effect under the new Senior Facilities Agreement entered into in July 2021.

- **€225 million government-backed loan**

On March 22, 2021, Elior Group received a government-backed loan amounting to €225 million, of which 80% is guaranteed by the French State. The loan had a one-year term with a five-year extension option exercisable by Elior Group and was originally repayable in six-monthly installments of 10% as from October 1, 2022.

- **€550 million high-yield bond issue**

On July 8, 2021, Elior Group issued senior bonds representing an aggregate principal amount of €550 million, maturing in July 2026 and paying interest at an annual rate of 3.75%.

The proceeds from the issue were used to repay in full the Group's €530 million senior bank debt that was due to mature in 2023.

- **€100 million new term loan and €350 million multi-currency revolving credit facility**

Also on July 8, 2021, Elior Group set up new senior bank debt in the form of a €100 million term loan and a €350 million multi-currency revolving credit facility in euros and U.S. dollars.

6. Accounting Policies

6.1 Basis of Preparation of the Consolidated Financial Statements

6.1.1 Basis of preparation of the consolidated financial statements for the years ended September 30, 2022 and 2021

In compliance with European Commission Regulation (EC) number 1606/2002 dated July 19, 2002, the Group's consolidated financial statements for the years ended September 30, 2022 and 2021 have been prepared in accordance with International Financial Reporting Standards (IFRS), as issued by the International Accounting Standards Board (IASB) and endorsed by the European Union's Accounting Regulatory Committee. The IFRSs and related interpretations adopted by the European Union can be viewed on the website of the European Financial Reporting Advisory Group at https://www.efrag.org/Endorsement.

These consolidated financial statements cover the operations, results and cash flows for the twelve-month periods ended September 30, 2022 and 2021, as Elior Group and its subsidiaries have a September 30 fiscal year-end (apart from a small number of exceptional cases).

The consolidated financial statements for the year ended September 30, 2022 were approved by Elior Group's Board of Directors on December 19, 2022 and will be submitted to the Company's shareholders at the Annual General Meeting to be held on February 23, 2023.

All amounts in these financial statements are presented in millions of euros unless otherwise specified.

The accounting principles applied to prepare the consolidated financial statements at September 30, 2022 are the same as those used for the consolidated financial statements at September 30, 2021, except for any new IFRSs, amendments or interpretations applied for the first time in fiscal 2021-2022 (see Note 6.1.3).

6.1.2 Going concern

For the purposes of preparing these consolidated financial statements, Group Management assessed the Group's ability to continue as a going concern. Management believes that the Group will maintain a sufficient level of cash to ensure the continuity of its operations, as based on the strategic review that is currently being carried out and the following factors:

- The €399 million that the Group has in available liquidity, including an undrawn amount of €218 million under its €350 million revolving credit facility, and €117 million in other available credit facilities (see Note 7.17).
- The fact that it has no debt repayments due (apart from lease liabilities and securitization amounts payable in the ordinary course of the Group's business), as it does not have any scheduled debt repayments until October 1, 2023 (the "PGE" government-backed loan) and the majority of its debt is not due until 2025 and 2027 (see Note 7.17).
- The Group's cash flow projections, as used for its fiscal 2022-2023 budget and reviewed as a result of the recent rise in inflation that is impacting the Group's margins. The Group is forecasting organic revenue growth of at least 8%, adjusted EBITA margin of between 1.5% and 2.0% and contained capex representing between 1.5% and 1.7% of revenue.

Based on these cash forecasts, the Group believes it will be able to respect the covenants of its government-backed loan (*Prêt Garanti par l'Etat* or "PGE") and the Senior Facilities Agreement relating to its net debt-to-EBITDA ratio which must be lower than or equal to (i) 7.5 at March 31, 2023 and (ii) 6.0 at September 30, 2023.
The September 30, 2023 ratio figure is the result of an agreement obtained on December 16, 2022 (see Note 10). The Group was not required to calculate this ratio at September 30, 2022 in view of the covenant holiday it was granted on May 13, 2022 (see Note 5.2).

6.1.3 New standards, amendments and interpretations adopted by the European Union and applied by the Group

The new standards, amendments and interpretations that have been issued by the IASB but whose application is not yet mandatory have not been early adopted by the Group. The Group does not expect these standards, amendments and interpretations to have a material impact on its financial statements.

6.1.4 New standards, amendments and interpretations applied by the Group that have been issued by the IASB but not yet endorsed by the European Union

The Group has not early adopted any standards not yet endorsed by the European Union.

6.1.5 New standards, amendments and interpretations issued by the IASB but not yet applied by the Group

New standards, amendments and interpretations that have been issued by the IASB but whose application is not yet mandatory (with an effective date of January 1, 2022) correspond mainly to Amendments to IFRS 3, IAS 16 and IAS 37.

The Group is currently assessing the impacts of these amendments on its financial statements but does not expect them to be significant.

6.1.6 Change in accounting methods and presentation

In March 2021, the IFRS Interpretations Committee (IFRS IC) approved an agenda decision clarifying the accounting treatment of costs of configuring or customizing a supplier's application software in a Software as a Service (SaaS) arrangement. The decision states that these configuration or customization costs should be recognized as an expense unless they meet the recognition criteria for an intangible asset in accordance with IAS 38, "Intangible Assets". As the Group's application of this decision did not have a significant impact on either its equity or income statement for the year ended September 30, 2021, it has not restated the comparative-period data.

6.2 Consolidation Methods

Subsidiaries are all entities controlled by the Group. The Group controls an entity when it is exposed, or has rights, to variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group and are deconsolidated from the date that control ceases.

Associates are all entities over which the Group has significant influence but does not control. This influence is deemed to exist where the consolidating company directly or indirectly holds at least 20% of the entity's voting rights. Investments in associates are accounted for by the equity method.

A list of consolidated companies – including changes in the scope of consolidation during the year ended September 30, 2022 – is provided in Note 7.12 below.

6.3 Use of Estimates and Judgment

The preparation of consolidated financial statements requires Management of both the Group and its subsidiaries to use certain estimates and assumptions that may have an impact on the reported values of assets, liabilities and contingent liabilities at the balance sheet date and on items of income and expense for the period.

These estimates and assumptions – which are based on historical experience and other factors believed to be reasonable in the circumstances – are used to assess the carrying amount of assets and liabilities. The actual values of the Group's assets, liabilities and equity may differ significantly from the values obtained based on these estimates if different assumptions or circumstances apply.

The areas involving significant estimates or assumptions are:

- Goodwill (Note 7.9). As explained in Note 6.8, goodwill is tested for impairment at least once a year. In order to determine whether an impairment loss should be recognized against goodwill, the carrying amount of each CGU is compared against its recoverable amount. The recoverable amounts used by the Group at September 30, 2022 corresponded to value in use based on five-year discounted cash flow projections plus a discounted terminal value to which a perpetuity growth rate was applied. The main assumption used by Management concerning cash flow projections was an estimated return to pre-Covid business levels as from 2024 or 2025 depending on the CGU concerned.
  The discount rate used for the annual goodwill impairment tests is the weighted average cost of capital (WACC), with a WACC determined for each CGU.
- Intangible assets (other than goodwill), property, plant and equipment, and right-of-use assets (Note 7.10). These assets are tested for impairment when there is an indicator that they may be impaired. At September 30, 2022 the only impairment indicators identified related to certain items of property, plant and equipment used by Elior Enseignement et Santé (Note 7.4).
- Right-of-use assets (Note 6.10). Lease terms are assessed based on the applicable contractual provisions, the expected use of the premises for real-estate leases, and any other relevant economic factors.
- Impairment of trade receivables. Impairment losses for trade receivables are determined based on an impairment matrix by country (see Note 6.11.2), which is regularly updated in line with credit risk. At September 30, 2022, no significant additional credit risk was identified.
- Post-employment benefit obligations (Note 7.16.1). The Group's obligations for pension and other post-employment benefits are measured using actuarial valuations that are based on assumptions such as the discount rate. The discount rate used by the Group in Europe corresponds to the yield on AA-rated corporate bonds.
- Provisions for restructuring costs (Note 7.16.2). These provisions are recognized based on an assessment of the costs that will be incurred in the upcoming months or quarters.

- Provisions for litigation (Note 7.16.4). A number of legal proceedings are under way involving the Group, primarily employee-related disputes and tax disputes. Due to the nature of these cases, the outcomes or settlement costs could differ from the estimates used.
- Deferred taxes (Note 7.14). A significant degree of judgment is required when assessing whether the Group will be able to utilize its tax loss carry forwards. In making this assessment, Management analyzes several economic factors that could affect the Group's business in the foreseeable future, as well as past events. The analysis is performed regularly at the level of each tax jurisdiction. At September 30, 2022, the Group analyzed its tax loss carry forwards based on (i) the assumptions applied when updating its five-year Business Plan used for goodwill impairment tests, and (ii) reasonable and relevant evidence and indicators for recent tax losses.

6.4 Sustainable development and climate action

The Group has kept its promise to place sustainable development at the center of its operations, as proved by the launch in 2016 of its corporate social responsibility ("CSR") strategy called "The Elior Group Positive Foodprint Plan". Since then, the Group has enhanced this plan, whose objectives include:

- reducing the Group's carbon footprint by decreasing its per-meal carbon emissions by 12% by 2025, compared with 2020;
- favoring high-quality and sustainable supply chains as well as local sourcing and seasonal produce;
- reducing the environmental impact of packaging, particularly plastic;
- fighting food waste.

These pledges made by the Group do not call into question the value of its assets or the useful lives of its non-financial assets. The adaptation and transition costs related to these actions are included in the Group's business plans used for carrying out impairment tests on its intangible assets with indefinite useful lives.

6.5 Fiscal Year-Ends

Elior Group's 2021-2022 and 2020-2021 fiscal years cover the 12-month periods from October 1, 2021 through September 30, 2022 and October 1, 2020 through September 30, 2021 respectively. Elior Group's subsidiaries and associates have a 12-month fiscal year ending on September 30, apart from in exceptional cases for regulatory reasons (India-based entities) or contractual reasons.

Where consolidated companies have a fiscal year-end other than September 30, these entities prepare full and audited interim financial statements at September 30.

6.6 Foreign Currency Translation

The recognition and measurement criteria relating to foreign currency operations are defined in IAS 21, "The Effects of Changes in Foreign Exchange Rates". Commercial transactions denominated in foreign currencies carried out by consolidated companies are translated using the exchange rate prevailing at the date of the transaction. Foreign currency receivables and payables are translated at the period-end exchange rate and the resulting translation gains or losses are recorded in the income statement.

The balance sheets, income statements, and cash flow statements of certain subsidiaries whose functional currency differs from the presentation currency used in the consolidated financial statements have been translated (i) at the exchange rate prevailing at September 30, 2022 and 2021 respectively for the balance sheet, and (ii) at the average exchange rate for the period for the income statement and cash flow statement, except in the case of significant fluctuations in exchange rates. Any resulting translation differences have been recorded in other comprehensive income.

The main exchange rates used in the consolidated financial statements for the years ended September 30, 2022 and 2021 were as follows:

	Year ended September 30, 2022		Year ended September 30, 2021	
	Period-end rate	Average rate	Period-end rate	Average rate
- €/US $:	0.9799	1.0839	1.1581	1.1954
- €/£:	0.8777	0.8472	0.8594	0.8735
- €/INR :	79.8710	83.1406	85.8890	88.0258

6.7 Intangible Assets and Goodwill

6.7.1 Intangible assets

Intangible assets are carried at cost less accumulated amortization and any accumulated impairment losses.

Intangible assets recognized in the Group's consolidated balance sheet include the following:

- Trademarks

In accordance with IAS 38, "Intangible Assets", trademarks are recorded under intangible assets. This item corresponds to trademarks that are generally amortized over a period of 30 years.

- Other intangible assets

As prescribed in IFRIC 12, assets used under certain of the Group's catering contracts are classified as intangible assets and amortized over their estimated useful lives (subject to a maximum period corresponding to the term of the underlying operating contracts).

- Software:

The cost of software installed and operated within the Group is capitalized and amortized over estimated useful lives of between 4 and 10 years (with the 10-year maximum period applied for major ERP projects).

Intangible assets are amortized using the straight-line method.

6.7.2 Goodwill

At the date of a business combination, goodwill is measured as the difference between (i) the aggregate of the fair value of the consideration transferred and the amount of any non-controlling interests (measured at fair value or at the non-controlling interest's share of the identifiable net assets, which is likewise generally measured at fair value), plus the acquisition-date fair value of any equity interest in the acquiree previously held by the Group, and (ii) the net of the acquisition-date amounts of the identifiable assets acquired and the liabilities assumed (generally measured at fair value).

In accordance with IFRS 3R, any adjustments to the fair values provisionally assigned to the assets or liabilities of an acquiree are accounted for as retrospective adjustments to goodwill if they are recognized within twelve months of the acquisition date and where they reflect new information obtained about facts and circumstances that were in existence at the acquisition date. Beyond this twelve-month measurement period, the impacts of any such fair value adjustments are recognized directly in profit or loss, unless they correspond to error corrections.

6.8 Impairment Tests and Impairment Losses

In accordance with IAS 36, "Impairment of Assets", at each reporting date, the carrying amounts of property, plant and equipment, intangible assets and goodwill are reviewed in order to assess whether there is any indication that they may be impaired. If such an indication exists, the recoverable amount of the asset concerned is estimated. Goodwill is tested for impairment annually at September 30.

For the purpose of impairment testing, assets are grouped into cash-generating units (CGUs). A CGU corresponds to the smallest identifiable group of assets that generates cash inflows from continuing use of the assets that are largely independent of the cash inflows from other assets or groups of assets. Goodwill arising on business combinations is allocated to the CGUs or groups of CGUs that are expected to benefit from the synergies of the combination.

At September 30, 2022, the Group had the following eight CGUs, which mostly correspond to its main legal entities that have separate activities:

- Elior Entreprises
- Elior Enseignement et Santé
- Elior Services
- Elior Italy
- Elior Iberia (Spain & Portugal)
- Elior UK
- Elior North America
- Elior India

Goodwill is allocated at the level of the CGUs listed above. Since the sale of Areas in 2019 and the ensuing "New Elior" strategic plan, goodwill allocated to the Elior Entreprises and Elior Enseignement et Santé CGUs has been combined and tested at the level of the "Contract Catering – France" group of CGUs.

An impairment loss is recorded in the income statement under "Non-recurring income and expenses, net" if the estimated recoverable amount of a CGU or group of CGUs is lower than its carrying amount. The recoverable amount of a CGU corresponds to the higher of its fair value less costs of disposal and its value in use.

The recoverable amounts of the Group's CGUs were determined based on their value in use, calculated using projections of the cash flows that the Group expects to derive from each CGU.

The cash flow projections used were based on five-year budgets drawn up for each CGU and validated by Group management.

Cash flow projections beyond the five-year budget period are estimated by extrapolating the projections using a long-term growth rate which may not exceed the average long-term growth rate for the operating segment.

The discount rate used by the Group corresponds to post-tax WACC and is applied to post-tax cash flows.

6.9 Property, Plant and Equipment

As permitted under IAS 16, "Property, Plant and Equipment", the Group has elected to apply the cost model rather than the revaluation model for measuring property, plant and equipment. Consequently, these assets are carried at acquisition or production cost less accumulated depreciation and any accumulated impairment losses. The capitalization of borrowing costs provided for in IAS 23R is not applicable to the Group.

Property, plant and equipment are depreciated using the straight-line method, over the estimated useful lives of each main class of asset, as follows:

- Buildings: between 20 and 40 years
- Fixtures and fittings: between 5 and 12 years
- Catering equipment: between 5 and 10 years
- Office equipment: between 4 and 5 years
- IT equipment: between 3 and 4 years
- Vehicles: between 4 and 5 years

The residual values and useful lives of property, plant and equipment are reviewed at each fiscal year-end based on indicators such as the term of the underlying operating contract.

6.10 Right-of-Use Assets

In accordance with IFRS 16, when accounting for leases where it is the lessee, the Group recognizes a right-of-use asset on the assets side of the balance sheet and an associated lease liability on the liabilities side. The lease terms used – particularly for real estate – take into account the minimum contractual term of the lease plus any periods covered by an option to extend or an option to terminate if the Group is reasonably certain to exercise the extension option or not exercise the termination option. The “reasonably certain” threshold is determined by assessing all of the related facts and circumstances, notably the depreciation periods of any leasehold improvements, and changes in the amount of lease payments compared with market rates.

6.11 Operating Working Capital Accounts (Inventories and Trade and Other Receivables)

6.11.1 Inventories

Inventories of raw materials and goods held for resale are measured at the lower of cost and net realizable value.

The majority of the Group's inventories are measured at the most recent purchase price, net of supplier rebates and discounts, given the high turnover rate due to inventories being primarily composed of perishable goods. This method is consistent with the "First-in First-out method" recommended in IAS 2, "Inventories". Borrowing costs are not included in the measurement.

6.11.2 Trade and other receivables

Trade and other receivables are initially recognized at fair value, and an impairment loss is recorded in the income statement if they subsequently become impaired.

Loss allowances for trade receivables are determined based on expected losses in accordance with IFRS 9.

The Group has chosen to apply the simplified approach permitted under IFRS 9, whereby a loss allowance based on lifetime expected credit losses ("ECLs") is recognized at each reporting date. The ECLs are determined as from the initial recognition of the receivable using a provision matrix by country and a specific credit risk analysis for the largest receivables, taking into account any available credit ratings.

There is no significant exposure to concentrations of customer credit risk at Group level as it has such a large number of customers, and the geographic locations of these customers and the operating sites concerned are highly diverse.

6.12 Cash and Cash Equivalents

Cash and cash equivalents are held primarily to meet the Group's short-term cash needs rather than for investment or other purposes. Cash and cash equivalents consist of cash balances, cash in the process of collection, deposits with maturities of less than three months, money-market mutual funds and money-market securities, which can be realized or sold at short notice and are subject to an insignificant risk of changes in value.

Bank overdrafts repayable on demand and current accounts held for treasury management purposes are an integral part of the Group's cash management and are therefore deducted from cash in the cash flow statement, whereas they are classified as short-term debt in the consolidated balance sheet (see Note 7.17). These items represent the sole difference between the amounts of cash and cash equivalents presented in the balance sheet and those presented in the cash flow statement.

The cash flow statement is presented based on the indirect method.

6.13 Provisions

In accordance with IAS 37, "Provisions, Contingent Liabilities and Contingent Assets", provisions recorded by the Group are intended to cover liabilities of uncertain timing or amount. These liabilities represent a present legal or constructive obligation of the entity arising from past events, the settlement of which is expected to result in an outflow from the entity of resources embodying economic benefits. They notably include compensation estimated by the Group and its legal counsel for litigation, claims and disputes brought by third parties. Provisions are discounted when the effect of the time value of money is material.

6.14 Current and Deferred Taxes

The consolidated income tax expense corresponds to the aggregate amount of income tax reported by each of the Group's companies, adjusted for any deferred taxes. French subsidiaries that are over 95%-owned by Elior Group form part of a consolidated tax group headed by Elior Group.

The Group has elected to apply the following accounting treatment to the business tax (*Contribution Economique Territoriale* – CET) applicable to French entities pursuant to the 2010 French Finance Act:

- The portion of the CET tax based on the rental value of real estate (CFE) is recognized as an operating expense.
- The portion of the CET tax based on the value added by the business (CVAE) is recognized as an income tax within the meaning of IAS 12.

In accordance with IAS 12, "Income Taxes", deferred taxes are recognized for (i) all temporary differences between the carrying amount of an asset or liability in the balance sheet and its tax base, and (ii) the carryforward of unused tax losses to the extent that it is probable that future taxable profit will be available against which the unused tax losses can be utilized. Deferred taxes are calculated using the liability method, based on the tax rates and tax laws that have been enacted or substantively enacted at the balance sheet date. The impact of changes in tax rates is recorded in the income statement, except if the related tax was generated either (i) by a transaction recognized directly in equity under other comprehensive income, or (ii) in connection with a business combination. Deferred tax assets and liabilities are not discounted.

6.15 Employee Benefits

Statutory retirement bonuses, long-service awards and pension plans

In accordance with IAS 19R, "Employee Benefits", the Group's pension and other post-employment benefit obligations are measured by independent actuaries. A provision to cover these obligations (including the related payroll taxes) is recorded in the consolidated balance sheet. The discount rate applied is determined by reference to the interest rates on high quality corporate bonds that have the same terms to maturity as the terms of the obligations concerned.

Actuarial gains and losses are generated by changes in assumptions or experience adjustments (the effects of differences between the previous actuarial assumptions and what has actually occurred). In accordance with IAS 19R, actuarial gains and losses related to statutory retirement bonuses are recognized in full within "Other comprehensive income". Actuarial gains and losses on other long-term benefits (long-service awards and retention bonuses) are recognized immediately in the income statement.

6.16 Treasury Shares

Any treasury shares held by the Group are recorded as a deduction from equity. Proceeds from any sales of treasury shares are credited directly to equity, so that the related disposal gains or losses do not impact profit for the period.

6.17 Classification and Measurement of Financial Assets and Liabilities

6.17.1 Classification and measurement of financial assets (excluding derivatives)

On initial recognition, Management classifies financial assets based both on the Group's business model for managing the financial asset and the contractual cash flow characteristics of the asset.

In application of IFRS 9, the Group has chosen to classify its financial assets as either financial assets at amortized cost or financial assets at fair value through profit or loss.

Financial assets at amortized cost

A financial asset is classified in this category if it is held within a business model whose objective is to collect contractual cash flows that are solely payments of principal and, where applicable, interest on the principal amount outstanding. These assets are initially recognized at fair value less any transaction costs. After initial recognition they are measured at amortized cost using the effective interest method.

Where necessary, a loss allowance is recognized in an amount corresponding to the 12-month expected credit losses for the asset, unless the credit risk has increased significantly since initial recognition, in which case the loss allowance corresponds to the expected credit losses over the lifetime of the asset. For trade receivables and contract assets, the Group applies a simplified approach for the recognition of loss allowances (see Note 6.11.2).

Financial assets at fair value through profit or loss

This category is used when a financial asset is not measured at either amortized cost or at fair value through other comprehensive income.

Fair value adjustments to these financial assets are recognized in the income statement under other financial income and expenses.

A financial asset is derecognized when the contractual rights to the cash flows from the financial asset expire or are transferred along with substantially all the risks and rewards of ownership of the financial asset.

6.17.2 Classification and measurement of financial liabilities (excluding derivatives)

Borrowings are initially recognized at fair value and subsequently measured at amortized cost using the effective interest method. Any difference between (i) the proceeds of borrowings net of transaction costs and (ii) their repayment or redemption value is recognized as a financial expense over the life of the borrowings concerned using the effective interest method.

Borrowings are presented in current liabilities unless the Group has an unconditional right to defer the settlement of the liability beyond a period of 12 months after the end of the reporting period, in which case they are presented in non-current liabilities.

6.18 Recognition and Measurement of Derivatives

6.18.1 Interest rate and currency hedging instruments

In accordance with IFRS 9, derivatives are recognized in the balance sheet at fair value. As prescribed in IFRS 7, the fair value of interest rate and currency derivatives is calculated by discounting future cash flows at the interest rate prevailing at the balance sheet date.

Derivatives can be designated as hedging instruments when they form part of one of the following three types of hedging relationship:

- Fair value hedges, which are hedges of the exposure to changes in fair value of a recognized asset or liability.
- Cash flow hedges, which hedge the exposure to variability in future cash flows attributable to forecast transactions.
- Hedges of a net investment in a foreign operation, which are used by the Group to hedge its interests in the net assets of its international operations.

Derivatives qualify for hedge accounting when the following conditions are met:

- At the inception of the hedge there is formal designation and documentation of the hedging relationship.
- The Group expects the hedge to be highly effective.
- The hedge's effectiveness can be reliably measured and the hedge is expected to be highly effective throughout the term of the hedging relationship.

The use of hedge accounting has the following consequences:

- For fair value hedges of recognized assets or liabilities, the hedged item is recognized at fair value in the balance sheet. The carrying amount of the hedged item is adjusted for fair value changes, which are recognized in profit or loss and are offset by symmetrical changes in the fair value of the hedging instrument, to the extent the hedge is effective.
- For cash flow hedges, the portion of the gain or loss on the hedging instrument that is determined to be an effective hedge is recognized directly in other comprehensive income as changes in the fair value of the hedged portion of the hedged item are not recognized in the balance sheet. Any remaining gain or loss on the hedging instrument is hedge ineffectiveness and is recognized in profit or loss.

Amounts accumulated in equity through other comprehensive income are reclassified to the income statement in the same period or periods during which the hedged item affects profit or loss. The average period for this reclassification to apply is generally less than six months, except for licenses.

6.18.2 Liabilities relating to share acquisitions and commitments to purchase non-controlling interests

When the Group acquires an equity interest in an entity, it may give the non-controlling shareholders of the acquired entity a commitment to subsequently purchase their shares. Such purchase commitments correspond to put options written by the Group.

The Group recognizes a financial liability in its consolidated financial statements for put options written over non-controlling interests. The amount of the liability calculated is based on the price formulas in the related contractual documentation and a corresponding adjustment is made to equity. As the put corresponds to a transaction between owners, the liability initially recognized is remeasured at fair value at the end of each fiscal year until it is derecognized through "Equity attributable to owners of the parent", with no impact on consolidated profit.

In July 2018, the Group raised its interest in Elior North America to 92%, following its purchase of the majority of this subsidiary's outstanding ordinary shares and all of its outstanding preference shares. The transaction led to a total cash outflow of €99 million, which was deducted from "Non-controlling interests" in equity in accordance with IFRS 3R as it corresponded to a transaction between owners not resulting in a transfer of control.

The remaining 8% interest in Elior North America not held by the Group is covered by cross put and call options exercisable from 2023, which have been measured based on a price formula that approximates a fair value measurement. A liability corresponding to the fair value of the put has been recognized in liabilities relating to share acquisitions included in "Other current liabilities".

6.19 Definition of Net Debt

Net debt as defined by the Group represents short- and long-term debt plus IFRS 16 lease liabilities and the fair value of derivative financial instruments, less cash and cash equivalents. It does not include liabilities relating to share acquisitions.

6.20 Accounting Treatment and Presentation of Assets or Groups of Assets Held for Sale and Discontinued Operations

IFRS 5 sets out the accounting treatment, presentation and disclosures required in relation to assets or groups of assets held for sale and discontinued operations. A discontinued operation represents a separate major line of business or a geographical area of operations that the Group has either disposed of or has classified as held for sale.

IFRS 5 requires entities to present assets and groups of assets held for sale on a separate line in the balance sheet if their carrying amount will be recovered principally through a sale transaction rather than through continuing use. For this to be the case, (i) the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for sales of such assets, (ii) the entity concerned must have made the decision to sell the asset (e.g. by management being committed to a plan to sell), and (iii) the sale must be highly probable within 12 months following the end of the reporting period.

Assets held for sale are measured at the lower of their carrying amount and fair value less costs to sell and cease to be depreciated once they are classified in this category.

Profit or loss from discontinued operations, after the elimination of intra-group transactions, is presented on a separate line of the income statement. It includes the post-tax profit or loss of discontinued operations for the period until the date of their disposal as well as the post-tax gain or loss recognized on the disposal, for the current period and the comparative periods presented.

The net cash flows attributable to discontinued operations are also presented in a separate line in the cash flow statement and correspond to the cash flows generated by these operations until the date of their disposal as well as the cash generated by their disposal (excluding tax), for the current period and the comparative periods presented.

6.21 Revenue

In its contract catering and facilities management operations, the Group serves three key client markets: corporate entities and government agencies ("Business & Industry"), state-run and private educational establishments ("Education"), and public and private health and welfare establishments ("Health & Welfare").

Through its contract catering business, the Group offers sit-down dining services and other catering-related services, such as meal deliveries, vending solutions and foodservices technical support.

The service contracts in the contract catering business provide for a flat fee calculated on a cost-plus basis or for management fees. These service contract fees are invoiced and paid on a monthly basis.

In the Business & Industry and Education markets, revenue corresponds to the amount invoiced to the client (i.e. companies or local or regional authorities) in the form of a price per cover, less any partial payments received from restaurant guests in the Business & Industry market or paid by families in the Education market.

The Group's services business, which it notably conducts in France, involves the provision of soft facility management solutions, mainly value-added cleaning services in healthcare establishments, sensitive industrial environments and shopping malls. Remuneration provided for under these service contracts is on a per service basis and is invoiced and paid monthly.

Consolidated revenue corresponds to sales of goods and services in the course of the ordinary activities of consolidated companies. It includes all income provided for in the Group's contracts, whether the Group entity concerned is acting as principal (the majority of cases) or agent.

Revenue is measured at the fair value of the consideration received or receivable, net of all discounts and rebates, VAT and other sales taxes as well as the amortization of advances on customer contracts. No revenue is recognized if there is significant uncertainty about the recoverability of the payment to which the Group is entitled as consideration for goods or services provided.

Revenue generated from the rendering of contract catering services and support services or the sale of goods in travel retail stores is recognized when the service is rendered or the goods are sold.

Consideration payable to clients

In the ordinary course of its business, the Group may have to pay consideration to a client when a contract catering or services contract is awarded. This type of consideration – which is mainly paid for multi-annual contracts – corresponds to prepaid discounts. The prepaid discounts are recognized under "Other non-current assets" in the balance sheet and are amortized as a reduction of revenue over the term of the related contract in accordance with IFRS 15, unless the payment to the client is in exchange for a distinct service received from the client.

Variable consideration

The Group sometimes has to pay certain fees to its clients. These fees are recorded as a reduction of revenue in accordance with IFRS 15.

6.22 Share-Based Compensation

The Group's share-based and cash-settled long-term compensation plans primarily correspond to Elior Group stock option and performance share plans authorized by the Company's shareholders and put in place for selected Group managers. These plans are considered to be either equity-settled (in Elior Group shares) or cash-settled instruments and are recognized in accordance with IFRS 2.

6.23 Other Operating Expenses

This item includes all recurring operating expenses except costs for the purchase of raw materials and consumables, personnel costs, taxes other than on income, and depreciation, amortization and provision expense.

6.24 Non-Recurring Income and Expenses, Net

This item consists of income and expenses that are not considered as generated or incurred in the normal course of business, and mainly includes impairment of goodwill and other non-current assets, restructuring costs, acquisition costs for consolidated subsidiaries, and gains and losses on disposals of assets and investments in consolidated companies.

Previously, "Non-recurring income and expenses, net" also included charges to amortization recorded in the consolidated financial statements for intangible assets recognized on business combinations (notably customer relationships). However, these charges are now recognized within recurring operating profit.

6.25 Recurring Operating Profit

Recurring operating profit represents total income less total expenses before (i) non-recurring income and expenses, net, (ii) financial income and expenses, (iii) net profit for the period from discontinued operations, and (iv) income tax. Since the year ended September 30, 2014 the Group has included within recurring operating profit the share of profit of equity-accounted investees whose activities are the same or similar to those of the Group as a whole.

6.26 Calculation of Earnings Per Share

In accordance with IAS 33, basic earnings per share is calculated by dividing net profit attributable to owners of the parent by the weighted average number of ordinary shares outstanding during the period, excluding shares held in treasury.

For the purpose of calculating diluted earnings per share, (i) the weighted average number of ordinary shares outstanding is increased by the number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares, and (ii) net profit attributable to owners of the parent is adjusted by the amount of dividends and interest recognized in the period in respect of any dilutive potential ordinary shares and any other changes in income or expense that would result from the conversion of the dilutive potential ordinary shares.

Potential ordinary shares are treated as dilutive, if, and only if, their conversion to ordinary shares would decrease earnings per share or increase loss per share.

6.27 Segment Information

Following the sale of its Concession Catering business, the Group has two continuing operations: "Contract Catering" and "Services", which are divided into four operating sectors: "Contract Catering – France", "Services – France", "Contract Catering – International" and "Services – International".

The above four operating sectors for the Group's continuing operations are grouped together in two reportable segments: "Contract Catering & Services – France" and "Contract Catering & Services – International", in accordance with the requirements of IFRS 8. The Contract Catering and Services businesses have been aggregated together as they have similar economic characteristics in terms of their long-term profitability, the nature of their services, the nature of their production processes, their type of customers, and their regulatory environment.

The segment information presented is based on financial data from the Group's internal reporting system. This data is regularly reviewed by the Chairman and CEO, who is the Group's chief operating decision maker.

The "Corporate & Other" segment mainly comprises unallocated central functions, the Group's head office expenses, and residual Concession Catering activities not included in the sale of Areas.

7. Analysis of Changes in Income Statement and Balance Sheet Items

7.1 Segment Information

Fiscal 2021-2022

(in € millions)	Contract Catering & Services			Corporate & Other	Group total
	France	International	Total		
Revenue	**1,943**	**2,493**	**4,436**	**15**	**4,451**
Recurring operating profit/(loss) including share of profit of equity-accounted investees	**(27)**	**(21)**	**(48)**	**(21)**	**(69)**
Of which:					
Share-based compensation expense	-	-	**-**	3	**3**
Net amortization of intangible assets recognized on consolidation	-	18	**18**	-	**18**
Adjusted EBITA	**(27)**	**(3)**	**(30)**	**(18)**	**(48)**
Adjusted EBITA as a % of revenue	*(1)%*	*- %*	*(1)%*	*(122)%*	*(1)%*
Depreciation, amortization and impairment of property, plant and equipment and intangible assets	(67)	(74)	**(141)**	(15)	**(156)**
Non-current assets (1)	**1,094**	**1,022**	**2,116**	**46**	**2,162**

– *Non-current assets including the carrying amount of goodwill, intangible assets and property, plant and equipment.*

Fiscal 2020-2021

(in € millions)	Contract Catering & Services			Corporate & Other	Group total
	France	International	Total		
Revenue	**1,711**	**1,975**	**3,686**	**4**	**3,690**
Recurring operating profit/(loss) including share of profit of equity-accounted investees	**(21)**	**(40)**	**(61)**	**(26)**	**(87)**
Of which:					
Share-based compensation expense	-	-	**-**	5	**5**
Net amortization of intangible assets recognized on consolidation	-	18	**18**	-	**18**
Adjusted EBITA	**(21)**	**(22)**	**(43)**	**(21)**	**(64)**
Adjusted EBITA as a % of revenue	*(1)%*	*(1)%*	*(1)%*	*(535)%*	*(2)%*
Depreciation, amortization and impairment of property, plant and equipment and intangible assets	(68)	(81)	**(149)**	(18)	**(167)**
Non-current assets (1)	**1,267**	**1,111**	**2,378**	**68**	**2,446**

(1) Non-current assets including the carrying amount of goodwill, intangible assets and property, plant and equipment.

7.2 Consolidated Revenue

7.2.1 Revenue by client market

Revenue by client market can be analyzed as follows:

(in € millions)	Year ended Sept. 30, 2022	% of total revenue	Year ended Sept. 30, 2021	% of total revenue	Year-on-year change (€m)	Year-on-year change (%)
Business & Industry	1,825	41.0%	1,341	36.3%	484	36.1%
Education	1,415	31.8%	1,215	32.9%	200	16.4%
Health & Welfare	1,211	27.2%	1,134	30.7%	77	6.8%
Group total	**4,451**	**100.0%**	**3,690**	**100.0%**	**761**	**20.6%**

7.2.2 Contract assets and liabilities

In 2021-2022, the Group recognized €24 million in revenue related to contract liabilities recorded at September 30, 2021.

7.3 Personnel Costs and Employee Numbers

7.3.1 Analysis of personnel costs

Personnel costs break down as follows:

(in € millions)	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Personnel costs (excluding employee profit-sharing)	(2,349)	(1,992)
Employee profit-sharing	-	-
Share-based compensation expense	(3)	(5)
Personnel costs	**(2,352)**	**(1,997)**

7.3.2 Employee numbers

The table below shows the number of employees of Group companies at the year-end. Consequently, year-on-year changes cannot be directly compared with those of personnel costs recorded in the consolidated income statement.

The number of employees at September 30, 2022 and 2021 (both full and part-time) breaks down as follows by category:

	At September 30, 2022	At September 30, 2021
Management and supervisory staff	14,289	15,808
Other	82,623	82,947
Total	**96,912**	**98,755**

Employee numbers break down as follows by geographic region:

	At September 30, 2022	At September 30, 2021
France	41,847	42,650
International	55,065	56,105
Total	**96,912**	**98,755**

7.4 Non-Recurring Income and Expenses

Non-recurring income and expenses represented a net expense of €309 million in the year ended September 30, 2022 versus a net expense of €1 million in 2020-2021. The fiscal 2021-2022 figure primarily included (i) goodwill impairment losses amounting to €146 million in France (related to Elior Entreprises and Elior Enseignement et Santé) and €60 million in Spain, (ii) impairment losses recognized against assets other than goodwill and restructuring costs related to the termination of Preferred Meals' operations in the United States, totaling €74 million, (iii) €11 million in impairment losses recognized against non-current assets at Elior Enseignement & Santé in France, and (iv) €12 million in restructuring costs in Italy and Spain.

The €1 million net expense recorded in fiscal 2020-2021 primarily included (i) €5 million in net additions to provisions for severance payments and other employee-related costs, and (ii) a €6 million reversal of impairment losses for right-of-use assets due to favorable terms and conditions for exiting a real-estate lease in the United States. Net additions to restructuring provisions in 2020-2021 included €24 million reversed from a provision recognized in France for the redundancy plan announced on September 30, 2020, which was unused due to a high number of resignations and internal job redeployments that resulted in the initially planned 1,881 redundancies being reduced to 1,016.

7.5 Financial Income and Expenses

The net financial expense recorded in the years ended September 30, 2022 and 2021 breaks down as follows:

(in € millions)	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Interest expense on debt	(47)	(42)
Interest income on short-term investments	4	5
Other financial income and expenses (1)	18	(6)
Interest cost on post-employment benefit obligations	(1)	(1)
Net financial expense	**(26)**	**(44)**
(1) Including:		
- Fair value adjustments recognized in profit on interest rate and currency hedging instruments	*(3)*	*2*
- Disposal gains/(losses) and movements in provisions for impairment of shares in non-consolidated companies	*12*	*-*
- Amortization of debt issuance costs	*(3)*	*(2)*
- Net foreign exchange gain/(loss)	*12*	*1*
- Other financial expenses	*-*	*(6)*

Interest expense related to leases (recognized in accordance with IFRS 16) amounted to €8 million for the year ended September 30, 2022 versus €9 million for the previous fiscal year.

7.6 Income Tax

(in € millions)	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Current tax (1)	(15)	(8)
Deferred tax	(21)	20
Total	**(36)**	**12**

(1) Including €9 million and €11 million for the French CVAE tax for the years ended September 30, 2022 and 2021 respectively.

The deferred tax expense for the year ended September 30, 2022 primarily results from a reassessment of the recoverability of tax losses carried forward from prior years.

The following table shows a reconciliation between the Group's net income tax benefit/(expense) recognized in the income statement and its theoretical income tax for the years ended September 30, 2022 and 2021

(in € millions	Year ended Sept. 30, 2022		Year ended Sept. 30, 2021	
	Base	Tax impact	Base	Tax impact
Profit/(loss) before income tax	**(404)**		**(132)**	
Share of profit of equity-accounted investees	-		(1)	
Profit/(loss) before income tax and share of profit of equity-accounted investees	(404)		(131)	
Theoretical income tax (1)		115		42
Impact of tax rates on profit generated outside France		-		(11)
Tax loss carryforwards generated during the year for which no deferred tax assets were recognized (2)		(71)		(25)
Tax loss carryforwards recognized in prior years and written down during the fiscal year or written down in prior years and utilized during the fiscal year (3)		2		10
Income not subject to tax and expenses not deductible for tax purposes (3)		(81)		(4)
Net income tax benefit/(expense)		**(36)**		**12**

(1) The standard income tax rate used by the Group is 28.41%.

(2) Including unrecognized deferred tax assets amounting to (i) €42 million, €14 million and €11 million in the United States, Italy and France respectively in 2021-2022, and (ii) €18 million and €3 million in France and Italy respectively in 2020-2021.

(3) Including (i) €62 million related to goodwill impairment losses in France and Spain and €7 million for the net CVAE tax in 2021-2022, and (ii) €8 million for the net CVAE tax in 2020-2021.

7.7 Net Profit/(Loss) for the Period from Discontinued Operations

Year ended September 30, 2022

This item was not material in the year ended September 30, 2022.

At September 30, 2022, certain lease contracts held by Preferred Meals were classified under assets and liabilities held for sale in accordance with IFRS 5 following the termination of the company's operations.

Year ended September 30, 2021

The net profit from discontinued operations recognized in 2020-2021 mainly relates to the sale of the business base of Restaurant & Sites on September 30, 2021.

At September 30, 2021, the India-based company Elior West was classified under assets held for sale in accordance with IFRS 5.

7.8 Earnings Per Share

The table below shows the number of outstanding shares before and after dilution.

	Year ended September 30	
	2022	2021
Weighted average number of shares outstanding – Basic	172,310,374	172,356,855
Dilutive impact of stock option and performance share plans	1,875,959	1,489,916
Weighted average number of shares outstanding – Diluted	174,186,333	173,846,771

Basic and diluted earnings/(loss) per share for the years ended September 30, 2022 and 2021 were as follows:

	Year ended September 30	
	2022	2021
Attributable net profit/(loss) for the period (in € millions)	(427)	(100)
Basic earnings/(loss) per share (in €)	**(2.48)**	**(0.58)**
Diluted earnings/(loss) per share (in €)	**(2.48)**	**(0.58)**

7.9 Goodwill

7.9.1 Analysis of goodwill

The table below shows an analysis of consolidated goodwill based on the CGUs defined in Note 6.8 above.

(in € millions)	At Sept. 30, 2021	Increase	Impairment	Other movements including currency translation adjustments conversion	At Sept. 30, 2022
Elior Entreprises and Elior Enseignement et Santé	944	1	(146)	-	799
Elior Services	134	-	-	-	134
France	**1,078**	**1**	**(146)**	**-**	**933**
Elior North America	282	-	-	51	333
Elior Italy	104	-	-	-	104
Elior Iberia	149	-	(60)	-	89
Elior UK	118	-	-	-	118
Elior India	-	-	-	-	-
International	**653**	**-**	**(60)**	**51**	**644**
Total, net	**1,731**	**1**	**(206)**	**51**	**1,577**

Year ended September 30, 2022

The Group did not carry out any significant acquisitions in the year ended September 30, 2022.

Year ended September 30, 2021

The Group did not carry out any significant acquisitions in the year ended September 30, 2021.

7.9.2 Impairment tests and sensitivity analyses

Key assumptions used for calculating recoverable amounts

The recoverable amounts of the Group's CGUs correspond to their value in use calculated based on key assumptions that could have a significant impact on the consolidated financial statements.

The CGUs' recoverable amounts at September 30, 2022 were determined based on the Group's 2022-2023 budget reviewed by the Board of Directors on October 5, 2022 and on the updated version of the most recent Strategic Plan drawn up by Group Management. The main assumptions in this revised plan are as follows:

- A return to pre-Covid business volumes in 2024 or 2025 depending on the CGU concerned.
- Revenue growth based on a low capital-intensity model.
- Inflation-offsetting measures implemented from 2022 until 2024 depending on the CGU and type of contract concerned.
- Enhanced organizational efficiency and more effective productivity at production sites and client premises.

The main discount rates and perpetuity growth rates used were as follows, after taking into account a 1.3% additional risk premium for WACC related to future cash flow generation for all of the CGUs:

	Discount rate		Perpetuity growth rate	
	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Elior Entreprises and Elior Enseignement et Santé	11.1%	8.0%	1.5%	1.4%
Elior Services	10.5%	7.6%	1.5%	1.4%
Elior North America	11.6%	8.4%	2.5%	2.5%
Elior UK	11.6%	8.5%	1.8%	1.7%
Elior Italy	12.5%	9.4%	1.6%	1.5%
Elior Iberia	12.1%	8.3%	1.6%	1.5%

2022 annual impairment tests

Following the annual impairment tests performed at September 30, 2022, a €206 million impairment loss was recognized against goodwill, breaking down as €146 million for Elior Entreprises and Elior Enseignement et Santé, and €60 million for Elior Iberia.

Sensitivity of the recoverable amounts of CGUs to changes in the assumptions applied

In accordance with IAS 36, the Group carried out sensitivity analyses on the results of its impairment tests, based on the following changes in the assumptions applied concerning the long-term growth rate, projected net cash flows and discount rates:

(0) a 50 basis-point decrease in the long-term growth rate;
(1) a 5% decrease in projected net cash flows based on the duration of the relevant business plans and the terminal value; or
(2) a 50 basis-point increase in the discount rate.

An increase in the discount rate, a decrease in the long-term growth rate and a decrease in projected net cash flows as set out above would lead to additional impairment losses of €38 million, €28 million and €34 million respectively for Elior Entreprises and Elior Enseignement et Santé. No other CGUs would be impacted.

The Group also calculated the percentage decrease in projected net cash flows whereby the value in use of each CGU's net assets would be equal to their recoverable value. The percentage decreases were as follows:

(3) Elior North America: -8%
(4) Elior Italy: -11%
(5) Elior Iberia: - 10%
(6) Other CGUs: not relevant (decrease of more than 40%).

2021 annual impairment tests

No goodwill impairment losses were recognized in the year ended September 30, 2021.

Sensitivity of the recoverable amounts of CGUs to changes in the assumptions applied

In accordance with IAS 36, the Group carried out sensitivity analyses on the results of its impairment tests, based on the following changes in the assumptions applied concerning the long-term growth rate, projected net cash flows and discount rates:

(7) a 50 basis-point decrease in the long-term growth rate;
(8) a 5% decrease in projected net cash flows based on the duration of the relevant business plans and the terminal value; or
(9) a 50 basis-point increase in the discount rate.

The changes in assumptions set out above would not have led to any goodwill impairment losses.

In view of the uncertainties prevailing concerning the end of Covid restrictions and the pace at which its business activities were expected to pick up, the Group performed an additional sensitivity analysis in 2020-2021. This analysis consisted of reducing projected cash flows by an average of 20% and showed that such a reduction would not lead to the recognition of any goodwill impairment losses.

The Group also calculated the percentage decrease in projected net cash flows whereby the value in use of each CGU's net assets would be equal to their recoverable value. The percentage decreases were as follows:

(10) Elior Entreprises and Elior Enseignement et Santé: - 22%
(11) Elior Iberia: - 27%
(12) Other CGUs: not relevant (decrease of more than 40%).

7.10 Intangible Assets, Property, Plant and Equipment and Right-of-Use Assets

7.10.1 Intangible assets

(in € millions)	At Sept. 30, 2021	Increase	Decrease	Other movements (3)	At Sept. 30, 2022
Concession rights	17	-	(2)	(7)	8
Assets operated under concession arrangements (1)	37	-	-	(37)	-
Trademarks	25	-	-	(9)	16
Software	141	2	(2)	6	147
Intangible assets in progress	8	6	-	(8)	6
Other (2)	270	-	(1)	1	270
Gross value	**498**	**8**	**(5)**	**(54)**	**447**
Concession rights	(7)	-	1	-	(6)
Assets operated under concession arrangements (1)	(37)	-	-	37	-
Trademarks	(9)	(1)	-	-	(10)
Software	(119)	(11)	1	2	(127)
Other (2)	(129)	(50)	-	30	(149)
Total amortization	**(301)**	**(62)**	**2**	**69**	**(292)**
Carrying amount	**197**	**(54)**	**(3)**	**15**	**155**

– *Assets recognized in accordance with IFRIC 12 for the Group's right to use central kitchens in the education market in France as granted under leases and public sector contracts.*

– *Mainly corresponding to customer relationships recognized on business combinations.*
The increase in amortization includes €32 million in impairment of Preferred Meals' brand and customer relationships following the termination of its operations by Elior North America.

– *The amounts in the "Other movements" column primarily correspond to (i) the effects of converting the financial statements of companies whose functional currency is not the euro, (ii) transfers of intangible assets in progress, and (iii) inter-item reclassifications of intangible assets and property, plant and equipment.*

7.10.2 Property, Plant and Equipment

(in € millions)	At Sept. 30, 2021	Increase (1)	Decrease	Other movements (2)	At Sept. 30, 2022
Land	7	-	-	(1)	6
Buildings	86	3	(13)	12	88
Technical installations	461	20	(46)	-	435
Other items of property, plant and equipment	386	26	(18)	(59)	335
Assets under construction	4	11	-	(11)	4
Prepayments to suppliers of property, plant and equipment	2	-	-	(2)	-
Gross value	**946**	**60**	**(77)**	**(61)**	**868**
Buildings	(45)	(9)	14	(8)	(48)
Technical installations	(373)	(41)	44	15	(355)
Other items of property, plant and equipment	(250)	(71)	16	77	(228)
Total depreciation	**(668)**	**(121)**	**74**	**84**	**(631)**
Carrying amount	**278**	**(61)**	**(3)**	**23**	**237**

(1) The increase in depreciation includes (i) €19 million in impairment of assets related to Preferred Meals whose operations were terminated by Elior North America, and (ii) €11 million in impairment of Elior Enseignement et Santé operating sites.

(2) The amounts in the "Other movements" column primarily correspond to (i) the effects of converting the financial statements of companies whose functional currency is not the euro, (ii) transfers of assets under construction, and (iii) inter-item reclassifications of intangible assets and property, plant and equipment.

7.10.3 Right-of-use assets

(in € millions)	At Sept. 30, 2021	Increase (1)	Decrease (2)	Other movements (3)	At Sept. 30, 2022
Concession fees	40	9	(4)	-	45
Real estate	222	22	(44)	13	212
Technical installations and other equipment	24	2	(1)	(7)	19
Vehicles	69	19	(12)	(7)	68
Gross value	**355**	**52**	**(62)**	**(1)**	**344**
Concession fees	(11)	(8)	4	-	(14)
Real estate	(64)	(44)	23	(2)	(88)
Technical installations and other equipment	(9)	(5)	1	2	(12)
Vehicles	(31)	(23)	11	6	(37)
Total depreciation	**(115)**	**(80)**	**39**	**6**	**(151)**
Carrying amount	**240**	**(29)**	**(23)**	**5**	**193**

(1) The increase in depreciation includes €9 million in impairment of real-estate, vehicles and equipment leases related to Preferred Meals whose operations were terminated by Elior North America.

(2) The decrease in depreciation recognized in the "Real estate" line includes the impact of the transfer of real-estate leases following the termination of Preferred Meals' operations.

(3) The amounts in the "Other movements" column primarily correspond to (i) the effects of converting the financial statements of companies whose functional currency is not the euro, (ii) the classification under assets held for sale of the right-of-use asset related to a site in the United States, amounting to €5 million, and (iii) inter-item reclassifications.

Lease payments related to short-term leases and leases of low-value assets amounted to €22 million in the year ended September 30, 2022.

Variable lease payments not included in lease liabilities totaled €27 million in the year ended September 30, 2022.

7.11 Non-Current Financial Assets

(in € millions)	At Sept. 30, 2022	At Sept. 30, 2021
Investments in non-consolidated companies	13	6
Loans (1)	78	76
Deposits and guarantees paid	23	19
Financial receivables	4	17
Total	**118**	**119**

(1) At September 30, 2022 and 2021, "Loans" included the €70 million vendor loan granted to PAI Partners in connection with the July 1, 2019 sale of the Concession Catering business, which is measured at amortized cost.

7.12 Equity-Accounted Investees

(in € millions)	Carrying amount at Sept. 30, 2021	Dividends paid	Net profit for the period	Changes in scope of consolidation and other	Carrying amount at Sept. 30, 2022
SRMLC	-	-	-	-	-
Total	**-**	**-**	**-**	**-**	**-**

The Group sold its 40% interest in SRMLC on September 30, 2022.

7.13 Trade and Other Receivables

(in € millions)	At Sept. 30, 2022		At Sept. 30, 2021	
	Gross	Net	Gross	Net
Trade receivables	475	430	439	393
Revenue accruals	138	138	108	108
Prepayments to suppliers	73	73	58	58
Prepaid and recoverable VAT	42	43	42	42
Receivables relating to asset disposals	9	9	7	7
Other	15	15	24	24
Total	**752**	**707**	**678**	**632**

Net trade receivables break down as follows by maturity:

(in € millions)	At Sept. 30, 2022	At Sept. 30, 2021
Receivables not past due	292	267
Receivables less than 30 days past due	46	47
Receivables more than 30 days but less than 6 months past due	66	55
Receivables more than 6 months but less than 1 year past due	13	11
Receivables more than 1 year past due	13	12
Total net trade receivables	**430**	**393**

The amounts outstanding under the receivables securitization program are presented in Note 7.18.1.

7.14 Deferred Taxes

The deferred tax balances recorded in the consolidated balance sheet under non-current assets and liabilities at September 30, 2022 and 2021 break down as follows by type of temporary difference:

(in € millions)	At Sept. 30, 2022	At Sept. 30, 2021
Paid leave provisions	5	6
Other non-deductible provisions and expenses	43	54
Provisions for pension benefit obligations	15	19
Recognition of tax loss carryforwards (1)	47	68
Total deferred tax assets	**110**	**147**
Fair value adjustments to assets and liabilities (2)	(41)	(61)
Total net deferred tax assets	**69**	**86**

– *Primarily including:*
  - At September 30, 2022, the following tax loss carryforwards: (i) €41 million for Elior Group, recoverable through the French tax consolidation group which it heads and (ii) €5 million for UK subsidiaries. The recoverability of these deferred tax assets was reassessed based on the updated five-year business plan.
  - At September 30, 2021, the following tax loss carryforwards: (i) €42 million for Elior Group, recoverable through the French tax consolidation group which it heads, (ii) €20 million for US subsidiaries and (iii) €8 million for Spanish and Portuguese subsidiaries. The Group has remeasured the recoverability of these deferred tax assets based on its updated business plan. The projection periods for the taxable earnings used for recognizing deferred taxes are the same as those used for the business plan, i.e. five years.
– *This item corresponds to (i) the deferred tax impact of fair value measurements concerning the assets of companies consolidated for the first time in prior periods, and (ii) changes in the fair value of interest rate hedges.*

Unrecognized tax loss carryforwards at September 30, 2022 break down as follows:

(in € millions)	Amount of tax loss carryforwards (base)	Amount of unrecognized tax loss carryforwards (base)
France	456	299
United States (1)	149	149
Italy	64	64
Spain	50	46
UK	21	1
Total	**740**	**559**

(1) Only includes tax loss carryforwards related to Federal taxes.

Tax losses generated in the above jurisdictions can be carried forward indefinitely, except for USD 20 million in tax losses generated in the United States prior to 2016 which expire in 2036.

7.15 Other Current Assets

(in € millions)	At Sept. 30, 2022	At Sept. 30, 2021
Prepaid expenses	42	36
Other	15	15
Total	**57**	**51**

7.16 Provisions

Long- and short-term provisions can be analyzed as follows:

(in € millions)	At September 30, 2022	At September 30, 2021
Long-term provisions for pension and other post-employment benefit obligations	59	89
Provision for non-renewal of concession contracts	12	9
Other	18	15
Long-term provisions	**89**	**113**
Provision for commercial risks	-	1
Provision for tax risks and employee-related disputes	10	12
Provision for reorganization costs	23	41
Short-term provisions for pension and other post-employment benefit obligations	6	9
Other	13	14
Short-term provisions	**52**	**77**

7.16.1 Provisions for pension and other post-employment benefit obligations

7.16.1.1 Summary of provisions and description of plans

(in € millions)	Pension and other post-employment benefit obligations	
	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Provisions at Oct. 1	**98**	**91**
Net expense for the period	6	11
Gains on plan curtailments	-	-
Benefits and contributions paid	(6)	(9)
Changes in scope of consolidation	-	5
Actuarial (gains) and losses recognized in equity	(33)	(1)
Currency translation adjustments	-	1
Provisions at year-end	**65**	**98**
O/w short-term	*6*	*9*
O/w long-term	*59*	*89*

Defined benefit plans

These plans primarily concern pension and other post-employment benefit plans.

The main pension and other post-employment benefit plans in place within the Group are as follows:

In **France**, the Group's main defined benefit obligations relate to retirement bonuses, which are payable when an employee retires if he or she still forms part of the Group at that date. These obligations are covered by liabilities recognized in the consolidated balance sheet.

The official retirement age in France is 62 and the average retirement age observed within the Group is 64.

In the **United Kingdom**, Elior has several defined benefit pension plans in place which are financed through independently-managed funds. Elior pays contributions into these funds and the funds pay out the pension benefits. The members of these pension plans correspond to employees working on a small number of contract catering contracts operated in the United Kingdom.

The official retirement age in the UK is currently 65.

In **Spain**, Elior has a number of unfunded pension plans in place. The Group's obligations under these plans are primarily based on the pensionable salary and length of service of the employees concerned.

In **Italy**, the Group's obligations correspond to the legal requirement to pay an indemnity to employees on termination of their employment contract (TFR). At each balance sheet date, vested rights of employees are valued in accordance with the legal requirements and are fully covered by provisions. Since January 1, 2007, following a change in Italian legislation, employees can request that their entitlements be transferred to the Italian state plan or private insurance funds.

At September 30, 2022, the Group's employee benefit obligations broke down as follows by geographic region:

(in € millions)	France	United Kingdom	Italy	Spain	Total
Present value of obligations	52	32	5	5	**94**
Fair value of plan assets	-	(31)	-	-	**(31)**
Impact of asset ceiling (IFRIC 14)	-	2	-	-	**2**
TOTAL PROVISIONS FOR PENSION AND OTHER POST-EMPLOYMENT BENEFIT OBLIGATIONS	***52***	***3***	***5***	***5***	**65**
Payments	*(3)*	*(1)*	*(2)*	-	***(6)***
Average duration (in years)	*9*	*19*	*7*	*20*	***N/A***

On average, the Group pays around €1 million a year into the plan assets (see Note 7.16.1.4).

7.16.1.2 Items recognized in the income statement and statement of comprehensive income

Income statement

(in € millions)	Pension and other post-employment benefit obligations	
	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Service cost:		
- Current service cost	(11)	(9)
- Past service cost and gains on plan curtailments	-	-
- Other costs or provision reversals	6	(1)
Net interest cost:		
- Interest expense on obligations	(2)	(1)
- Return on plan assets	1	-
Components of the cost of defined benefit plans recognized as expenses	**(6)**	**(11)**

Statement of comprehensive income (SOCI)

(in € millions)	Pension and other post-employment benefit obligations	
	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
At October 1	**(32)**	**(28)**
Actuarial gains/(losses) on plan assets:		
- Related to return on plan assets	1	3
Actuarial gains/(losses) on provisions for pension and other post-employment benefit obligations:		
- Related to changes in demographic assumptions	2	(1)
- Related to changes in financial assumptions (1) (2)	34	(2)
- Related to experience adjustments	(2)	1
- Related to the asset ceiling (IFRIC 14)	(2)	
Components of the cost of defined benefit plans recognized in the SOCI	**33**	**1**
Changes in scope of consolidation	-	(5)
At the year end	**1**	**(32)**

(1) *For 2021-2022, the significant increase in the discount rates applied (see Note 7.16.1.6) led to €38 million in actuarial gains.*
(2) *For 2020-2021, there were virtually no changes in the discount rates applied.*

7.16.1.3 Movements in obligations and plan assets

(in € millions)	Present value of obligations		Fair value of plan assets		Net provisions for pension and other post-employment benefits	
	At Sept. 30, 2022	At Sept. 30, 2021	At Sept. 30, 2022	At Sept. 30, 2021	At Sept. 30, 2022	At Sept. 30, 2021
At October 1	**131**	**120**	**(33)**	**(29)**	**98**	**91**
Service cost	11	9	-	-	11	9
Net interest cost	1	1	(1)	-	-	1
Remeasurement – Actuarial (gains)/losses relating to:						
- changes in demographic assumptions	(2)	1	-	-	(2)	1
- changes in financial assumptions	(35)	2	-	-	(35)	2
- experience adjustments	2	(1)	-	-	2	(1)
- return on plan assets	-	-	(1)	(3)	(1)	(3)
Past service cost, including gains/(losses) on plan curtailments	(9)	(10)	4	11	(5)	1
Employer contributions	-	-	(1)	(1)	(1)	(1)
Benefits paid	(5)	(8)	-	-	(5)	(8)
Changes in scope of consolidation	-	14	-	(9)	-	5
Currency translation adjustments	-	3	1	(2)	1	1
Other (impact of asset ceiling)	-	-	-	-	2	-
At the year end	**94**	**131**	**(31)**	**(33)**	**65**	**98**
Partially funded obligations	*32*	*53*	*(31)*	*(33)*	*3*	*20*
Unfunded obligations	*62*	*78*	-	-	*62*	*78*

The Group expects that the defined benefits payable in fiscal 2022-2023 directly by Group entities to their employees will total approximately €5 million.

7.16.1.4 Plan assets

(in % and € millions)	Breakdown of plan assets at Sept. 30,		Fair value of plan assets at Sept. 30,	
	2022	2021	2022	2021
Cash and cash equivalents	22%	24%	7	8
Equities	47%	52%	15	17
Debt securities	16%	12%	5	4
Real estate	16%	12%	5	4
Insurance contracts	-	-	-	-
Total	**100%**	**100%**	**32**	**33**

The fair value of debt securities and equities is based on quoted prices in active markets. The fair value of plan assets does not include any financial instruments issued by Elior or any other assets used by the Group.
The actual return on plan assets in 2022 was €1 million.

7.16.1.5 Assumptions used for actuarial calculations

The main actuarial assumptions used for the years ended September 30, 2022 and 2021 were as follows:

Country	France		Italy		Spain		UK	
	2022	2021	2022	2021	2022	2021	2022	2021
Type of obligation	Statutory retirement bonuses and long-service awards		TFR provision for employment contract termination indemnities		Retirement and retention bonuses		Retirement bonuses	
Discount rate	3.6%	0.7%	3.2%	0.7%	3.2%	0.7%	4.0%	1.7%
Salary growth rate	2.5%	2.0%	N/A	N/A	2.2%	1.8%	3.4%	3.4%

Methods applied to determine discount rates

The discount rates used for the eurozone and the United Kingdom are based on AA-rated corporate bonds:

	Pension and other post-employment benefit obligations	Benchmark index
Eurozone	3.55%	AA-rated bonds
United Kingdom	4.00%	AA-rated bonds in the iBoxx sterling corporate bond index

Sensitivity of provisions for pension and other post-employment benefit obligations to the main assumptions used

The sensitivity of provisions for pension and other post-employment benefit obligations to the main actuarial assumptions used at September 30, 2022 can be analyzed as follows:

(in € millions)	France	Italy	Spain	United Kingdom
Discount rate				
· 0.5% increase	(2)	-	-	(3)
· 0.5% decrease	2	-	-	3
Salary growth rate				
· 0.5% increase	2	-	-	1
· 0.5% decrease	(2)	-	-	(1)

7.16.1.6 Defined contribution plans

The costs related to defined contribution plans correspond to contributions paid by the Group to independently-managed funds. These plans guarantee employees a level of benefits that is directly related to the amount of contributions paid. The Group paid €6 million into defined contribution plans in the year ended September 30, 2022 and €10 million in the year ended September 30, 2021.

7.16.2 Provisions for reorganization costs

The €23 million in provisions for reorganization costs at September 30, 2022 primarily include (i) the remaining €5 million of a provision recognized in France for the redundancy plan announced to Elior Group's employee representatives and consultative bodies on September 30, 2020, (ii) a €12 million provision for restructuring costs related to the termination of Preferred Meals' operations in the United States, and (iii) a €3 million provision related to a reorganization plan in Italy.

7.16.3 Provisions for non-renewal of concession contracts

Provisions for non-renewal of concession contracts are recorded to cover the risk of asset write-downs or reconditioning expenses for property, plant and equipment to be returned to concession grantors.

7.16.4 Provisions for disputes and litigation

In the ordinary course of its business, the Group may be subject to legal proceedings as well as audits carried out by the tax, social security or other authorities. A provision is recognized if the risk related to such proceedings or audits constitutes an obligation towards a third party and the related potential liability can be measured with sufficient reliability.

In January 2022 a Group subsidiary in Italy was ordered by a first-instance court to pay €5 million in connection with a dispute with the Italian tax authorities relating to VAT for 2014-2015. The subsidiary appealed this decision but the original court order was upheld in May 2022. The decision was then appealed again to the Supreme Court but the risk of having to pay the amount reassessed by the tax authorities has been estimated as more probable than not. A €5 million provision related to this dispute was therefore recognized at September 30, 2022.

7.17 Financial Liabilities

7.17.1 Debt

The Group's debt includes mainly the following:

- A senior bond debt totaling €550 million and maturing in July 2026. The bonds coupon amounts to 3.75%.
- A French government-backed loan totaling €225 million and repayable as from October 2023 with a final maturity date of March 2027. The weighted average cost of this loan is 2% (including the guarantee provided by the French State).
- A senior bank loan totaling €100 million and maturing in July 2025. Interest is based on the Euribor with a zero floor plus a standard margin of 2.60% until June 30th, 2022 and of 2.90% thereafter.
- A €350 million multi-currency revolving credit facility expiring in July 2025. Interest is based on the Euribor with a zero floor plus a standard margin of 2.20% for drawdowns in euros, and on the US Libor (or its replacement) with a zero floor plus a 2.40% margin for drawdowns in US dollars.
- Liabilities relating to the Group's receivables securitization program. The program's ceiling (net of the equivalent of an overcollaterization reserve) is €360 million and it includes the receivables of Elior Group's French and Spanish subsidiaries.

The Group's debt (including IFRS 16 lease liabilities) can be analyzed as follows by maturity (based on repayment/redemption value):

		At September 30, 2022				At September 30, 2021	
(in € millions)	Original currency	Short-term	*Due in 1 to 5 years*	*Due beyond 5 years*	Long-term	Short-term	Long-term
Bank borrowings							
Medium-term borrowings – Elior Group SA	€	-	*325*	-	325	-	325
Medium-term borrowings – Elior Participations	€ / $	-	*132*	-	132	-	-
Other medium- and long-term bank borrowings	€	-	-	-	-	-	-
Sub-total – bank borrowings		**-**	***457***	**-**	***457***	**-**	**325**
Other debt							
Elior Group bond debt	€	-	*550*	-	550	-	550
Lease liabilities	€	54	*104*	*41*	145	58	188
Other (1)	€	1	*63*	-	63	-	45
Bank overdrafts (2)	€	5	-	-	-	17	-
Accrued interest on borrowings	€ / $	5	-	-	-	5	-
Sub-total – other debt		**65**	***717***	***41***	**758**	**80**	**783**
Total debt		**65**	***1,174***	***41***	**1,215**	**80**	**1,108**

(1) *Including liabilities under the receivables securitization program.*
(2) *Deducted from cash and cash equivalents in the cash flow statement.*

7.17.2 Fair value of financial assets and liabilities

The table below presents the Group's financial assets and liabilities by category as well as their carrying amounts and fair values and the account headings in which they are included in the consolidated balance sheet. It also shows the applicable fair value hierarchy levels, which correspond to the following:

- Level 1: Quoted prices in active markets.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability.
- Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

(in € millions)	Carried at amortized cost	Fair value hierarchy level	At Sept. 30, 2022		At Sept. 30, 2021	
			Carrying amount	Fair value	Carrying amount	Fair value
Financial assets						
Non-current financial assets	✓		78	78	76	76
Non-current financial assets		Level 3	40	40	43	43
Equity-accounted investees		Level 3	-	-	-	-
Derivative financial instruments		Level 2	3	3	-	-
Trade and other receivables	✓		708	708	632	632
Other current assets	✓		57	57	50	50
Current income tax assets	✓		6	6	9	9
Cash and cash equivalents		Level 1	64	64	80	80
Financial liabilities						
Short- and long-term debt	✓		1,071	958	928	942
Derivative financial instruments		Level 2	3	3	-	-
Liabilities relating to share acquisitions		Level 3	16	16	14	14
Trade and other payables	✓		575	575	521	521
Due to suppliers of non-current assets	✓		11	11	10	10

7.17.3 Carrying amount and fair value of debt

The carrying amount and fair value of the Group's debt can be analyzed as follows:

(in € millions)		At Sept. 30, 2022		At Sept. 30, 2021	
	Original currency	Amortized cost	Fair value	Amortized cost	Fair value
Bank overdrafts	€	5	5	17	17
Other short-term debt (including short-term lease liabilities)	€/$/£	60	60	63	63
Sub-total – short-term debt		**65**	**65**	**80**	**80**
Bank loans	€/$	454	457	320	325
Bonds	€	543	427	541	550
Factoring and securitized trade receivables	€	62	62	45	45
Other long-term debt (including long-term lease liabilities)	€/$/£	146	146	188	188
Sub-total – long-term debt		**1,205**	**1,092**	**1,094**	**1,108**
Total debt		**1,270**	**1,157**	**1,174**	**1,188**

7.17.4 Movements in the Group's debt

The following table shows the movements in the Group's debt in the year ended September 30, 2022:

(in € millions)	At Sept. 30, 2021	Increases	Redemptions/ repayments	Other movements (1)	At Sept. 30, 2022
Bank borrowings and bonds	861	132	-	4	997
Factoring and securitized trade receivables	44	20	(1)	(1)	62
Lease liabilities	246	-	(68)	21	199
Other borrowings	23	-	-	(11)	12
Total debt	**1,174**	**152**	**(69)**	**13**	**1,270**

(1) "Other movements" mainly correspond to new lease liabilities recognized in accordance with IFRS 16 as well as the impact of reclassifications and changes in the scope of consolidation during the fiscal year.

7.17.5 Derivative financial instruments

(in € millions)	Fair value of derivatives Assets/(Liabilities)	
	At Sept. 30, 2022	At Sept. 30, 2021
Instruments qualifying as cash flow hedges	1	-
Instruments qualifying as fair value hedges	-	-
Instruments not qualifying for hedge accounting	-	-
Total	**1**	**-**
Interest rate hedging instruments	3	-
Foreign currency hedging instruments	(2)	-
Total	**1**	**-**

Derivatives are classified as non-current assets and liabilities in the consolidated balance sheet. The net-of-tax amount recorded in equity (under "Other comprehensive income") in relation to cash flow hedges was a positive €2 million for the year ended September 30, 2022 (see Note 4 – Consolidated Statement of Changes in Equity).

The Group's interest rate hedges were unwound and settled at September 30, 2021, generating a €1 million financial expense that was paid on October 4, 2021.

7.17.6 Financial covenants

The medium- and long-term financing contracts entered into by Elior Group and Elior Participations include financial covenants (related to the Group's leverage) that could trigger compulsory early repayment in the event of non-compliance. The covenants are based on Elior Group's consolidated financial ratios and compliance checks are carried out at the end of each six-month period. They do not include any exceptional clauses compared with the standard legal provisions which apply to this type of contract.

The indenture for the Group's High Yield Bonds (the "Indenture") includes restrictive clauses and cases of default that are customary for the European high-yield market, with each case subject to a certain number of exceptions, thresholds and major reserves.

In particular, the Indenture provides for undertakings to the holders of the High Yield Bonds which are aimed at, among other things, limiting the ability of the Company and certain subsidiaries to take out additional debt, pay dividends or make any other distributions, make any restricted payments or investments, grant security or guarantees, create supplementary levels of debt, sell or transfer assets, merge or consolidate with other entities, carry out transactions with affiliated companies, or grant additional guarantees.

These limitations are subject to various exceptions and standard terms and conditions.

The above-mentioned undertakings and limitations would be suspended if the Bonds become rated as "Investment grade", i.e. are assigned a rating of equal to or above BBB-/Baa3.

The Senior Facilities Agreement contains positive and negative undertakings applicable to the members of the Group that are relatively standard for this type of financing and adapted in certain cases to take into account the Group's specific situation. It notably provides for restrictions in terms of acquisitions, share purchases and dividend payments for as long as the Group's leverage ratio remains above or equal to 4.5x.

The Senior Facilities Agreement also contains certain reporting undertakings, in particular the obligation to provide audited consolidated annual financial statements and consolidated half-yearly financial statements.

The Senior Facilities Agreement and the government-backed loan provide that the Group's leverage ratio must be below or equal to 7.5x at March 31, 2023, and below or equal to 4.5x from September 2023 until the end of the Agreement (please refer to section 10 – Events after the Reporting Date).

The system whereby lending margins increase or decrease based on the Group's leverage ratio apply at all times, irrespective of the date.

In August 2021, after the Group had refinanced its debt, an amendment to the contract governing the French government-backed loan was signed in order for the undertakings and restrictive clauses in that contract to strictly reflect those contained in the new Senior Facilities Agreement.

7.18 Financial Risk Management

7.18.1 Liquidity risk

The Group manages its liquidity risk by constantly monitoring the maturities of its borrowings, ensuring that it has adequate available credit facilities, and diversifying its resources. It also monitors actual cash flows in relation to forecasts.

The Group has a centralized cash management system which enables it to optimize the use of its liquidity. The cash surpluses and financing needs of subsidiaries are centralized through a cash-pooling system and investments are placed, or borrowings taken out, via the head of the cash pool – Elior Participations. A local cash pool has also been set up in each country where the Group operates.

At September 30, 2022, the Group had €64 million in cash and cash equivalents (versus €80 million at September 30, 2021).

Other than cash and cash equivalents, the Group's sources of liquidity at September 30, 2022 were as follows:

- A €350 million multi-currency revolving credit facility (in euros and US dollars) made available under the Senior Facilities Agreement, of which €132 million had been drawn down at September 30, 2022.
- A €360 million receivables securitization

program, of which €260 million had been used at September 30, 2022 (including €198 million in off balance-sheet financing). In the event that the ABCP (Asset-backed commercial paper) markets close, the Group would have a €360 million liquidity line available for six months.

Maturity schedule of the Group's debt at September 30, 2022 (nominal value excluding accrued interest except for lease liabilities):

(in € millions)	2023	2024	2025	2026	2027	> 2027	Total
Bonds	-	-	-	550	-	-	550
Government-backed loan	-	56	56	56	57	-	225
Bank borrowings and others	6	1	232	-	-	-	239
Securitized receivables (1)	-	62	-	-	-	-	62
Lease liabilities	54	42	31	18	13	41	199
Total debt	**60**	**161**	**319**	**624**	**70**	**41**	**1,275**

(1) €198 million of off balance-sheet securitized receivables mature in 2024.

The Group's unused committed bank facilities amounted to €218 million at September 30, 2022 and mature in 2025.

The Group's credit ratings are as follows:

- Standard & Poor's: B+ with a stable outlook since May 25, 2022 (previously BB- with a negative outlook as from June 28, 2021).
- Moody's: B2 under review since October 18, 2022 (previously B1 with a stable outlook as from January 13, 2022).

7.18.2 Foreign exchange risk

The Group operates primarily in eurozone countries. In the year ended September 30, 2022, its main non-eurozone countries – the United Kingdom and the United States – accounted for 35% of consolidated revenue (32% in fiscal 2020-2021), including 7.2% contributed by the United Kingdom (2020-2021: 5.8%) and 28% by the United States (2020-2021: 25.9%).

The revenues and expenses of Group companies are invoiced and paid in local currencies. As a general rule, Group companies have no significant external receivables or payables denominated in foreign currencies. Consequently, the Group has no significant foreign exchange risk exposure in relation to its commercial transactions.

The Group's external borrowings are essentially denominated in euros.

Elior Participations SCA finances its subsidiaries in euros and in foreign currencies. For financing that it provides in foreign currency it uses appropriate derivatives to hedge its related exposure. The outstanding amounts of its currency swaps at September 30, 2022 were GBP 80 million for borrower swaps and USD 39 million for lender swaps. At September 30, 2021 the outstanding amount of its currency swaps solely corresponded to borrower swaps and totaled GBP 69 million.

The Group's sensitivity to changes in exchange rates mainly relates to fluctuations in the value of:

- The pound sterling against the euro: a 5% increase or decrease in this currency compared with the average rate of 0.8472 for the year ended September 30, 2022 would result in corresponding changes in consolidated revenue and recurring operating profit/(loss) of €16 million and €0.1 million respectively.
- The US dollar against the euro: a 5% increase or decrease in this currency compared with the average rate of 1.0839 for the year ended September 30, 2022 would result in corresponding changes in consolidated revenue and recurring operating profit/(loss) of €62 million and €2 million respectively.

7.18.3 Interest rate risk

The Group is exposed to interest rate risk on its debt and cash. It is exposed to fluctuations in the interest rates on its debt, which have an impact on its net financial expense.

A 1% increase in interest rates would have an impact of approximately €6 million on the Group's finance costs.

(in € millions)	Interest rate position before hedging		Hedging		Interest rate position after hedging	
	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate
Bonds	550	-	-	-	550	-
Bank borrowings	-	462	100	(100)	100	362
Securitized receivables (1)	-	260	-	-	-	260
Other debt	-	5	-	-	-	5
Cash and cash equivalents	-	(64)	-	-	-	(64)
Net amount	**550**	**663**	**100**	**(100)**	**650**	**563**

(1) The interest rate exposure includes all securitized receivables but excludes IFRS 16 lease liabilities.

(in € millions)	Interest rate position before hedging		Hedging		Interest rate position after hedging	
	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate
EUR	550	588	100	(149)	650	439
USD	-	82	-	(40)	-	42
GBP	-	(7)	-	89	-	82
Net amount	**550**	**663**	**100**	**(100)**	**650**	**563**

7.18.4 Counterparty risk

Counterparty risk is the risk that a party bound by a contract with the Group will fail to, or be unable to, meet its obligations in accordance with agreed terms, leading to a financial loss or a loss of liquidity for the Group.

The main financial instruments concerned are cash investments and derivatives.

The Group only invests its cash in sight accounts and only enters into derivative contracts with leading financial institutions. It therefore considers its counterparty risk to be very low as at the date of these financial statements.

7.18.5 Credit risk

Credit risk arises when the Group grants credit to its clients. If such a client defaults on the amount owed or becomes insolvent this could result in the Group not being repaid and could therefore negatively impact the Group's income statement and cash flows.

The fact that the Group has a large number of clients and operates numerous sites reduces the concentration of credit risk and significantly dilutes default risk. The Group's 10 largest clients represent 9% of its consolidated revenue. In addition, invoices are generally issued based on services already performed and after clients have accepted them, which reduces the possibility of clients disputing invoices. A procedure for tracking receivables and issuing reminders is in place in each country in order to accelerate the collection process.

Lastly, for the Group's French and Spanish entities, the credit and late payment risks related to the receivables sold under the "Off" compartment of the securitization program are transferred to the purchaser (see Note 4.7.5).

The Group's maximum exposure to credit risk corresponds to the carrying amount of all the financial assets recognized in the consolidated financial statements, net of any accumulated impairment losses.

7.19 Parent Company's Share Capital and Share-Based Compensation

7.19.1 Elior Group SA's share capital

At September 30, 2022, Elior Group SA's share capital amounted to €1,724,442.29, divided into 172,444,229 shares with a par value of €0.01 each.

At September 30, 2022, Elior Group held 183,327 shares in treasury.

At September 30, 2021, Elior Group SA's share capital amounted to €1,724,442.29, divided into 172,444,229 shares with a par value of €0.01 each. During the year then ended, 22,555 new shares were issued on the vesting of shares under performance share plan no. 2 dated October 27, 2016.

At September 30, 2021, Elior Group held 84,749 shares in treasury.

On September 23, 2021, the Board of Directors used the shareholder authorization granted on March 22, 2019 to cancel 1,703,594 treasury shares purchased under the share buyback program for €20 million, and therefore to reduce the Company's capital by €17,036. The difference between the par value of the canceled shares and their €20 million purchase price was recognized in "Additional paid-in capital".

7.19.2 Stock options and performance shares granted to employees of Elior Group and its subsidiaries

Type of instrument	Grant date	Start of exercise period	End of exercise period	Exercise price per share (in €)	Total number of shares under option/vestable performance shares (1)	Estimated fair value (in € millions)
Stock options	March 11, 2016	March 11, 2020	March 11, 2024	16.30	-	0.6
Stock options	Oct. 27, 2016	Oct. 27, 2020	Oct. 27, 2024	18.29	-	0.6
Stock options	April 6, 2021	April 6, 2024	Oct. 6, 2024	8.74	3,648,308	3.0
Stock options	April 6, 2021	April 6, 2025	Oct. 6, 2025	10.49	2,244,186	1.5
Total					**5,892,494**	
Performance shares	March 20, 2020	-	-	N/A	1,358,878	1.8
Performance shares	April 6, 2021	-	-	N/A	729,149	5.1
Performance shares	April 6, 2021	-	-	N/A	1,278,990	8.6
Performance shares	May 4, 2022	-	-	N/A	469,703	0.8
Performance shares	May 4, 2022	-	-	N/A	1,235,136	2.3
Total					**5,071,856**	

(1) Adjusted to take into account departures of beneficiary employees prior to September 30, 2022.

Stock option plans set up in 2016

The stock options granted under the March 11, 2016 and October 27, 2016 plans had a four-year life and are exercisable for shares at a 10% discount to their market value.

The fair value of the stock options (which correspond to equity-settled instruments) was estimated at the grant date using a Black & Scholes-type pricing model, factoring in the terms and conditions under which the options were granted and assumptions about beneficiaries' exercise patterns. The main assumptions used for the fair value estimations were as follows:

- Expected life of the options: 4 years
- Volatility: 23%
- Expected dividend yield: 2% and 2.2%

Performance share plans set up in 2018

The performance shares granted on June 15, 2018 were mainly allocated to the members of the Management Committee and Leaders Committee and only vested if the beneficiary still formed part of the Group on the vesting date and if certain performance conditions were met. The performance conditions were based on the following: (i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, (ii) the cumulative annual growth rate for Elior North America's share price (only for the plan for Elior North America employees), and (iii) Elior Group's share performance compared with a peer group and compared with the CAC Next 20 index. The achievement of these conditions was assessed on June 15, 2021 for the presence condition, on September 30, 2020 for the internal performance conditions, and on December 31, 2020 for the external performance conditions.

The aggregate fair value of the performance shares granted on June 15, 2018 amounted to €10.7 million.

The applicable performance conditions were not met at September 30, 2020 and at December 31, 2020.

Performance share plans set up in 2019

The performance shares granted on July 24, 2019 were mainly allocated to the members of the Management Committee and Leaders Committee and are subject to vesting conditions relating to presence and performance. The performance conditions are based on the following: (i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, (ii) the cumulative annual growth rate for Elior North America's share price (only for the plan for Elior North America employees), and (iii) Elior Group's share performance compared with a peer group and compared with the CAC Next 20 index. The achievement of these conditions was assessed on July 24, 2022 for the presence condition and on September 30, 2021 for the internal performance conditions, and will be assessed on December 31, 2021 for the external performance conditions.

The aggregate fair value of the performance shares granted on July 24, 2019 amounted to €13.7 million.

The applicable performance conditions were not met at September 30, 2021 and at December 31, 2021.

Performance share plans set up in 2020

The performance shares granted on March 20, 2020 were mainly allocated to the members of the Management Committee and Leaders Committee and are also subject to vesting conditions relating to presence and performance. The performance conditions are based on the following: (i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, and (ii) Elior Group's share performance compared with a peer group and with the CAC Next 20 index. The achievement of these conditions will be assessed on March 20, 2023 for the presence condition, with the internal performance conditions assessed on September 30, 2022 and the external performance conditions assessed on December 31, 2022.

The aggregate fair value of the performance shares granted on March 20, 2020 amounted to €1.8 million.

Stock option plans set up in 2021

The stock options granted on April 6, 2021 were mainly allocated to the members of the Management Committee and the Leaders Committee. The options have a life of 3.5 years and are exercisable for shares at a price representing a discount to their market value (€8.74 and €10.49 respectively for the two plans concerned).

The fair value of the stock options (which correspond to equity-settled instruments) was estimated at the grant date using a Black & Scholes-type pricing model, factoring in the terms and conditions under which the options were granted and assumptions about beneficiaries' exercise patterns. The main assumptions used for the fair value estimations were as follows:

- Expected life of the options: 3 years
- Volatility: 30.7%
- Expected dividend yield: 0%

Performance share plans set up in 2021

The performance shares granted under the two plans set up on April 6, 2021 were mainly allocated to the members of the Management Committee and Leaders Committee. The shares are subject to vesting conditions relating to presence (50%) and performance. The performance conditions are based on the following: (i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, (ii) Elior Group's share performance compared with a peer group and with the CAC Next 20 index, and (iii) CSR objectives based on the Group's accident frequency rate, carbon footprint and gender diversity.

The achievement of these conditions will be assessed on April 6, 2024 for the presence condition, on September 30, 2023 for the internal performance conditions, and on December 31, 2023 for the external performance conditions.

The aggregate fair value of the performance shares granted under the two plans set up on April 6, 2021 amounted to €5.1 million and €8.6 million respectively.

Performance share plans set up in 2022

The performance shares granted under the two plans set up on May 4, 2022 were mainly allocated to the members of the Management Committee and Leaders Committee. The shares are subject to vesting conditions relating to presence (50%) and performance. The performance conditions are based on the following: (i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, (ii) Elior Group's share performance compared with a peer group and with the CAC Next 20 index, and (iii) CSR objectives based on the Group's accident frequency rate, carbon footprint and gender diversity.

The achievement of these conditions will be assessed on May 4, 2025 for the presence condition, on September 30, 2024 for the internal performance conditions, and on December 31, 2024 for the external performance conditions.

The aggregate fair value of the performance shares granted under the two plans set up on May 4, 2022 amounted to €0.8 million and €2.3 million respectively.

The total share-based compensation expense recognized in the 2021-2022 income statement in accordance with IFRS 2 – which covered all of the Group's plans – amounted to €3 million.

7.20 Other Non-Current and Current liabilities

Other non-current and current liabilities consist of the following:

(in € millions)	At Sept. 30, 2022	At Sept. 30, 2021
Non-current liabilities relating to share acquisitions	5	17
Total other non-current liabilities	**5**	**17**
Deferred income	6	11
Current liabilities relating to share acquisitions	11	2
Miscellaneous current liabilities	11	9
Total other current liabilities	**28**	**22**

Non-current liabilities relating to share acquisitions

Non-current liabilities relating to share acquisitions totaled €5 million at September 30, 2022 (compared with €17 million one year earlier) and primarily included €2 million relating to additional purchase consideration payable for the acquisition of the Indian company, MegaBite (€2 million at September 30, 2021).

Current liabilities relating to share acquisitions

Current liabilities relating to share acquisitions amounted to €11 million at September 30, 2022 (compared with €2 million one year earlier), and primarily included:

- €8 million corresponding to the fair value of the put option written over the non-controlling interests in Elior North America exercisable as from 2023 (€13 million at September 30, 2021, presented in "Non-current liabilities relating to share acquisitions").
- €1 million relating to the acquisition of a Spanish company.
- €1 million relating to additional purchase consideration payable for the acquisition of a French company.

8. Off-Balance Sheet Commitments

8.1 Guarantees Granted in Relation to Bank Borrowings and Bond Debt

The High Yield Bonds were guaranteed on their issue date by Elior Participations S.C.A. and on October 27, 2021 by certain French, Italian, Spanish and UK subsidiaries of Elior.

The Senior Facilities Agreement was guaranteed at the issue date by Elior Participations S.C.A., and on October 27, 2021 by the same subsidiaries that are acting as guarantors for the High Yield Bonds.

8.2 Guarantees Given/Received

(in € millions)	At Sept. 30, 2022	At Sept. 30, 2021
Guarantees given on commercial contracts (1)	149	130
Total guarantees given	**149**	**130**
Total guarantees received	-	-

(1) Guarantees relating to performance bonds, commitments to pay lease payments and concession fees, and bid bonds for contracts.

The Group also grants and receives guarantees in respect of assets and liabilities in relation to acquisitions and divestments of businesses, on terms and conditions which are usual for such transactions. Where the guarantees granted by the Group are subject to valid claims not yet settled at the reporting date, a provision is recorded in the balance sheet.

8.3 Contractual Commitments

Total contractual commitments relating to leases excluded from the scope of application of IFRS 16 or covered by IFRS 16 exemptions amounted to €19 million at September 30, 2022. This total breaks down as follows by maturity:

- Due in less than one year: €7 million
- Due in 1 to 5 years: €12 million
- Due beyond 5 years: non-material amount.

In addition, for certain lease contracts, on top of the fixed or guaranteed minimum lease payments due, the Group has committed to pay variable amounts that are not included when calculating lease liabilities. These variable amounts are generally based on footfall or revenue levels and cannot therefore be calculated for future periods.

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9. Related party transactions

9.1 Compensation and Benefits Paid to the Company's Key Executives

The Company's key executives classified as related parties correspond to individuals who exercise authority and responsibility for the control and management of the Group's entities.

(in € millions)	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Amount expensed Of which:	**9**	**11**
Short-term benefits	7	7
Fair value of stock options and performance shares	1	3
Other long-term benefits	1	1
Amount recognized as a liability in the balance sheet	**-**	**-**
Post-employment benefits	-	-

The compensation and benefit figures presented in the above table comprise directors' remuneration and share-based compensation expense (for stock options and performance shares) recognized in accordance with IFRS 2, as well as all other types of compensation and benefits paid (or awarded for the year in return for duties performed) by Elior Group SA and/or other Group companies.

For both the years ended September 30, 2022 and September 30, 2021, these amounts concerned the members of the Executive Committee, including the Group Chief Executive Officer, and the members of the Elior Group Board of Directors.

9.2 Transactions with Other Related Parties

Other than directors and members of the Executive Committee, related parties correspond to associates, which are accounted for by the equity method.

(in € millions)	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Revenue Associates	NM	NM
Expenses Associates	-	-
Trade receivables Associates	-	1
Trade payables Associates	-	-
Current accounts Associates	-	1

NM: not material

10. Events After the Reporting Date

The Group set up a number of interest rate hedges in October and November 2022, which raised its debt coverage ratio to almost 80% versus 54% at September 30, 2022 based on its net debt at the same date.

On December 16, 2022, Elior Group's banks agreed to ease the leverage ratio test scheduled for September 30, 2023 for the SFA and the government-backed loan (by applying a ratio of 6.0x instead of 4.5x.).
As a consequence, the testing levels of the leverage ratio (net debt/adjusted EBITDA) are the following:

- March 31, 2023: 7.5x,
- September 30, 2023: 6.0x,
- March 31, 2024 and thereafter: 4.5x.

On December 19, 2022, the Elior Group's Board of Directors authorized the signature of a Memorandum of Understanding ("MoU") with Derichebourg Group ("Derichebourg"), under which Elior Group would acquire Derichebourg Multiservices ("DMS") in exchange for new Elior Group shares issued to Derichebourg SA. This transaction, which would accelerate Elior Group's turnaround, is the result of a comprehensive review of strategic options, launched by the Board of Directors in July 2022. The acquisition would be financed through the issuance of new Elior Group's shares to Derichebourg, at a price of €5.65 per share. Following this projected transaction, Derichebourg SA would increase its stake in Elior Group to 48.4%.

Following the closing of the transaction, Elior Group's Board of Directors would be realigned, and its governance renewed and balanced. Elior Group's Board would be composed of 12 members, including five appointed upon proposal by Derichebourg, five independent members and two employee representatives. The selection process for independent directors would be under the responsibility of the Nominations and Compensation Committee, which would include more than 50% independent directors, including its chairman. The members appointed by Derichebourg would not be able to participate in the selection process. Daniel Derichebourg would be nominated as Chairman and CEO of Elior Group for a period of four years, and would resign from all his operational positions at Dericheboug SA, to fully focus on Elior Group's development. Following the transaction, Elior Group's internal rules would be amended to include a reinforced majority (requiring a majority of 8 out of 12 directors and including the vote of at least two independent directors) on the more strategic decisions. For a period of four years, upon completion of the proposed transaction, Derichebourg may not cast more than 30% of the votes on resolutions at any shareholders' meeting regarding (i) the appointment, renewal and removal of independent members of the Board of Directors and (ii) the amendment of this bylaw provision.

Relevant employee representatives within the Group will be informed and consulted with respect to the transaction, as required by law. The transaction will be subject to the receipt of approvals from the relevant regulatory authorities, the satisfaction of customary conditions for this type of transaction and the approval of Elior Group's shareholders at an Extraordinary General Meeting ("EGM"), which would take place during the months of April-May of 2023, as well as the receipt by Derichebourg of an exemption from the AMF for the filing of a public tender offer. The transaction is expected to fully close during April-May of 2023.

11. Statutory Auditors' Fees

The total fees paid to the Statutory Auditors appointed by Elior Group and recorded in the income statement for the year ended September 30, 2022 amounted to €2.7 million. The total breaks down as €2.6 million for statutory audit work and €0.1 million for services rendered by the Statutory Auditors or members of their networks other than certifying accounts.

In order to ensure that the statutory audit work performed on the financial statements of the Group's companies is consistent and of a high quality, and with a view to centralizing relations with the external auditors at Finance Department and Audit Committee level, a plan has been drawn up for substantially all of the Group's subsidiaries stipulating that they appoint one of the two international audit firms used by Elior Group (PricewaterhouseCoopers Audit and Deloitte).

Together, PricewaterhouseCoopers Audit and Deloitte – which are members of the Compagnie Régionale des Commissaires aux Comptes de Versailles – represent nearly 100% of the Group's audit fees. The fees paid by Group subsidiaries for the audits of their accounts to audit firms other than PricewaterhouseCoopers, Deloitte or the members of their networks were not material in fiscal 2021-2022.

In addition, in compliance with the new rules applicable in France concerning the authorization of Statutory Auditors' engagements, the Group's Finance Department (acting under the supervision of the Audit Committee) has drawn up a policy and put in place procedures for all of the Group's subsidiaries concerning the appointment of Statutory Auditors, the verification of statutory audit fees, and the prior approval of other services provided by the Statutory Auditors.

(in € millions, excluding VAT)	Deloitte				PwC			
	2022		2021		2022		2021	
	Amount	**%**	**Amount**	**%**	**Amount**	**%**	**Amount**	**%**
1. Audit services rendered by the Statutory Auditors or members of their network in relation to certifying separate or consolidated accounts								
- Issuer	0.2	*15%*	0.2	*15%*	0.3	*21%*	0.3	*23%*
- Fully consolidated subsidiaries	1.0	*77%*	0.9	*69%*	1.1	*79%*	0.9	*69%*
2. Services rendered by the Statutory Auditors or members of their network other than certifying separate or consolidated accounts (*)								
- Issuer	0.1	*8%*	0.2	*15%*	-	*-%*	0.1	*8%*
- Fully consolidated subsidiaries	-	*-%*	-	*-%*	-	*-%*	-	*-%*
Total	**1.3**	***100%***	**1.3**	***100%***	**1.4**	***100%***	**1.3**	***100%***
- Issuer	0.3	*23%*	0.4	*31%*	0.3	*21%*	0.4	*31%*
- Fully consolidated subsidiaries	1.0	*77%*	0.9	*69%*	1.1	*79%*	0.9	*69%*

(*) These services primarily comprise services required under the applicable laws and regulations, performing agreed-upon procedures and issuing the related reports, carrying out due diligence procedures, and providing advisory services for technical subjects relating to accounting, tax or any other audit-related matters.

12. List of Consolidated Companies at September 30, 2022

In the following table, the percentage of ownership and control is not provided when both represent 100%.

Company		% interest	% control	Principal activity	Consolidation method
ELIOR GROUP		PARENT	PARENT	HOLD	FULL
France (Metropolitan)					
Alfred & Partners				CT	FULL
L'Alsacienne de Restauration				CT	FULL
Ansamble				CT	FULL
Ansamble Investissements				HOLD	FULL
Aprest				MO	FULL
Arpège				CT	FULL
Bercy Participations				HOLD	FULL
Bercy Services I				MO	FULL
Bercy Services II				MO	FULL
Brestmêm' Restauration	FTC			CT	FULL
BSXXV				HOLD	FULL
BSXXVII				HOLD	FULL
BSXXIX				CT	FULL
C2L				HOLD	FULL
Centre d'expertise Elior RC France				CT	FULL
Comme des Papas	FTC			CT	FULL
EGEE Venture				HOLD	FULL
Egée Services 1				CT	FULL
Elcena				MO	FULL
Eléat Solutions				MO	FULL
Elior Achats Services				MO	FULL
Elior Alsace				CT	FULL
Elior Data				MO	FULL
Elior Data RC France				HOLD	FULL
Elior Domicile				CT	FULL
Elior Entreprises				CT/HOLD	FULL
Elior F.A.3.C.				MO	FULL
Elior Financement				HOLD	FULL
Elior Gestion				MO	FULL
Elior Participations				HOLD	FULL
Elior RC France				HOLD	FULL
Elres Appro				CT	FULL

Company	% interest	% control	Principal activity	Consolidation method
Elior Restauration et Services			HOLD	FULL
Elior Réseaux			CT	FULL
Elior Services FM			CT	FULL
Elior Services Propreté et Santé			CT/HOLD	FULL
Elior Services Supports			MO	FULL
Elior Trésorerie			MO	FULL
ELRES			CT/HOLD	FULL
Eurobar			CO	FULL
G.S.R.			CO	FULL
L'Académie by Elior			CT	FULL
Resapro			MO	FULL
Restaurants et Sites			CO/HOLD	FULL
Restogen			CT	FULL
Sacores			MO	FULL
SC2R			MO	FULL
SCI Les Hirondelles			CT	FULL
SARL CB			CT	FULL
Services et Santé			CT	FULL
SMR			CT	FULL
Sorebou			CT	FULL
Sorelez			CT	FULL
Soreno			CT	FULL
Soreset			CT	FULL
Tabapag			CT	FULL
TPJ Creil			CT	FULL
French Overseas Territories				
S.O.G.E.C.C.I.R.			CT	HFS
India				
Elior India			CT	FULL
Elior West			CT	FULL
Italy				
Elior Ristorazione	99%	100%	CT	FULL
Elior Servizi	99%	100%	CT	FULL
Hospes	99%	100%	CT	FULL
Luxembourg				
Ansamble crèches Luxembourg			CT	FULL
Ansamble Kids Luxembourg			CT	FULL
Ansamble Luxembourg			CT	FULL
Elior Luxembourg Holding			CT	FULL
Elior Services Luxembourg			CT	FULL
Portugal				
Serunión Restaurantes Portugal			CT	FULL

Company	% interest	% control	Principal activity	Consolidation method
Spain				
Alcil Restauración, Catering y Servicios	FTC		CT	FULL
Alessa Catering Services			CT	FULL
Alimentacion Saludable Gallega			CT	FULL
ARCE			CT	FULL
Attende Care			CT	FULL
Basic Servicios Educativos			CT	FULL
Clinea Original	FTC		CT	FULL
Excelent Market			CT	FULL
Geriatria Siglo XXI			CT	FULL
Hosteleria de Servicios Colectivos			CT	FULL
Serunión			CT/HOLD	FULL
Serunion Alimentacio Saludable S.L.U.			CT	FULL
Serunión Norte			CT	FULL
Serunión Servicios			CT	FULL
Serunión Vending			CT	FULL
Singularis Catering de autor S.L.U.			CT	FULL
United Kingdom				
Caterplus Services Ltd			CT	FULL
Edwards & Blake			CT	FULL
Elior UK			CT	FULL
Elior UK Holdings			HOLD	FULL
Elior UK Services			MO	FULL
Hospitality Catering Services			CT	FULL
Lexington			CT	FULL
Taylor Shaw Ltd			CT	FULL
Waterfall Catering Group			CT	FULL
Waterfall Elior Ltd			CT/HOLD	FULL
Waterfall Services Ltd			CT	FULL

Company		% interest	% control	Principal activity	Consolidation method
United States					
Abigail Kirsch at Tappan Hill Inc.		92%	100%	CT	FULL
Abigail Kirsch Connecticut LLC		92%	100%	CT	FULL
ABL Management Inc.		92%	100%	CT	FULL
AK 530 LLC		92%	100%	CT	FULL
530 Lounge LLC		50%	100%	CT	FULL
Aladdin Food Management Services LLC		92%	100%	CT	FULL
Aladdin Food and Beverage LLC		92%	100%	CT	FULL
A'viands LLC		92%	100%	CT	FULL
Blue Bell Enterprises Inc.		92%	100%	CT	FULL
Brompton Group LLC		92%	100%	CT	FULL
Corporate Chefs LLC		92%	100%	CT	FULL
Cura Hospitality LLC		92%	100%	CT	FULL
DC Party Rentals LLC		92%	100%	CT	FULL
Elior Inc.		92%	100%	MO	FULL
Galaxy GP LLC		92%	100%	CT	FULL
Galaxy Restaurants Catering Group GFS LLC		92%	100%	CT	FULL
Galaxy Restaurants Catering Group LP		92%	100%	CT	FULL
Galaxy Restaurants Catering Group MAM LLC		92%	100%	CT	FULL
Galaxy Restaurants Catering Group NYBG GP LLC		92%	100%	CT	FULL
Galaxy Restaurants Catering Group NYBG LP		92%	100%	CT	FULL
Gourmet Acquisition Holding Inc.		92%	100%	HOLD	FULL
Lancer Food Holdings LLC		92%	100%	HOLD	FULL
Lancer Food and Beverage LLC		92%	100%	CT	FULL
LiveWell with Traditions LLC	FTC	92%	100%	CT	FULL
National Food Enterprises Inc.		92%	100%	CT	FULL
PAFA JVLL Holding		50%	100%	CT	FULL
Performance Hospitality NYC LLC		92%	100%	CT	FULL
Preferred Meal Systems Inc.		92%	100%	CT	FULL
Prepared Meal Holdings Inc.		92%	100%	HOLD	FULL
Summit Food Service LLC		92%	100%	CT	FULL
The Maramont Corporation		92%	100%	CT	FULL
Traditions Prepared Meals LLC		92%	100%	CT	FULL
TRIO Community Meals LLC		92%	100%	CT	FULL

- *FULL: fully consolidated companies.*
- *EQUITY: companies accounted for by the equity method.*
- *CT: companies specialized in contracting catering & services.*
- *CO: companies specialized in concession catering.*
- *HOLD: companies operating as holding companies.*
- *MO: companies providing headquarters and support services to Group companies.*
- *FTC: companies consolidated for the first time during the period.*
- *HFS: a company held for sale.*

4.10 STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS – AFR

This is a translation into English of the statutory auditors' report on the financial statements of Elior Group SA issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

For the year ended September 30, 2022

To the Shareholders,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of Elior Group for the year ended September 30, 2022.

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 at September 30, 2022, and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

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

Basis for opinion

Audit framework

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

Our responsibilities under these standards are further described in the "Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements" section of our report.

Independence

We conducted our audit engagement in compliance with the independence rules provided for in the French Commercial Code (Code de commerce) and the French Code of Ethics (Code de déontologie) for Statutory Auditors for the period from October 1, 2021 to the date of our report, and, in particular, we did not provide any non-audit services prohibited by Article 5(1) of Regulation (EU) No. 537/2014.

Justification of assessments – Key audit matters

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgment, were the most significant in our audit of the consolidated financial statements, as well as how we addressed those risks.

These matters were addressed as part of our audit of the consolidated financial statements as a whole, and therefore contributed to the opinion we formed as expressed above. We do not provide a separate opinion on specific items of these consolidated financial statements.

Assessment of the application of the going concern principle

Description of risk

The consolidated financial statements have been prepared on a going concern basis.

As disclosed in Note 5.2, "Significant events", to the consolidated financial statements, the Group's operating activities were impacted during the year by the fifth Covid-19 wave, known as "Omicron", and by inflation, which was aggravated by the war in Ukraine.

Net debt (excluding the fair value of derivative financial instruments and loan issue costs) totalled €1,217 million at September 30, 2022, including available cash of €64 million. Details on the Group's debt are set out in Note 7.17, "Debt", to the consolidated financial statements.

Given:

- the Group's debt structure and its repayment schedule,
- the Group's cash position as of September 30, 2022 and its available liquidity,
- the assumptions adopted by management concerning the business outlook and corresponding cash flow projections, and
- the relaxation of the financial ratios (bank covenants) of the senior bank loan and the government-backed loan (PGE), following the agreement of the banks obtained on December 16, 2022,

Group management considers it has sufficient cash to continue in business.

We considered the assessment of the application of the going concern principle to be a key audit matter due to the conditions attached to the Group's debt and the major estimates and judgments made by managemnent concerning the business outlook and corresponding cash flows.

How our audit addressed this risk

As part of our procedures, we assessed the Group's liquidity requirements with regard to forecast cash flows, current resources and existing credit facilities.

To this end, we familiarized ourselves with documents relating to (i) the bond debt and bank loan agreements entered into during the previous year and the attached obligations (covenant ratios) and the agreements reached with the banks in December 2022 and (ii) the available credit facilities.

We also obtained cash flow forecasts and familiarized ourselves with (i) the procedures implemented to prepare such forecasts and (ii) the main assumptioins underlying their preparation.

We assessed their consistency with forecast data taken from the most recent business plans. These forecasts were prepared under the supervision of management and approved by the Board of Directors.

We also assessed their reasonableness with regard to the economic and financial context in the contract catering and services sector, which has been marked by high inflation.

Lastly, we verified the appropriateness of disclosures in the notes to the consolidated financial statements relating to:

- items disclosed in Note 6.1.2 "Going concern",
- the description of debt and credit facilities described in Note 7.17.1, "Debt",
- liquidity risk in the relevant section of Note 7.18.1, "Liquidity risk", and
- the relaxation of the financial ratios (bank covenants) of the senior bank loan and the government-backed loan, following the agreement of the banks obtained on December 16, 2022, as described in Note 10, "Events after the reporting date".

Measurement of goodwill

Description of risk

As part of its development, the Group carried out targeted external growth transactions and recognized goodwill amounting to €1,577 million (i.e. 48% of total assets) at September 30, 2022, which has been allocated to the cash-generating units (CGUs) of the businesses into which the acquired companies were integrated.

As stated in Note 6.8 "Impairment tests and impairment losses" to the consolidated financial statements:

- the carrying amounts of property, plant and equipment, intangible assets and goodwill, are reviewed at each reporting date in order to assess whether there is any indication that they may be impaired;
- goodwill is tested annually at September 30. Where applicable, an impairment loss is recognized to reduce the carrying amount of CGUs and groups of CGUs to which the goodwill is allocated to its estimated recoverable amount.
- This recoverable amount is determined using the value in use, which is calculated using the present value of future cash flows, based on five-year budget data validated by Group management and a long-term growth rate, which may not exceed the average long-term growth rate for the operating segment.

The value in use of goodwill is determined based to a large extent on the judgment of Group management and, in particular, on the three following assumptions:

- five-year budgets;

- the long-term growth rate beyond five years;
- the discount rate.

As disclosed in Note 7.9.2, "Impairment tests and sensitivity analyses", Group management adopted the following assumptions to determine the recoverable amounts in a context marked by high inflation:

- return to pre-health crisis business volumes in 2024 and 2025 depending on the CGUs;
- growth of the business in a low capital-intensive model;
- offsetting of the strong inflation experienced since 2022 until 2024, depending on the CGU concerned and the nature of the contracts;
- improvement in the efficiency of our organizations and the productivity of our production sites or those of our clients.

In this context, we considered the measurement of goodwill and, in particular, the determination of the five-year budgets, the long-term growth rate beyond five years and the discount rate, to be a key audit matter.

How our audit addressed this risk

We analyzed the compliance of the estimated value in use applied by the Group with the applicable accounting standards.

We also verified the accuracy and completeness of the data comprising the carrying amount of the CGUs and groups of CGUs tested by the Group.

In addition, we conducted a critical analysis of the sensitivity of the value in use used by the Group to a change in its main assumptions, and in particular:

- with respect to the five-year future cash flow projections, we verified:
  - the reasonableness of these projections in view of the economic and financial context in the contract catering and services sector, marked in particular by high inflation;
  - the reliability of the process used to prepare these projections;
  - the consistency of these projections with management's most recent estimates, as presented to the Board of Directors during the budget process.

- with respect to the long-term growth rate beyond five years, and to the discount rate applied to expected future cash flows: With the support of our valuation experts, we assessed the consistency of these rates with the rates observed for comparable companies, based on a sample of analytical reports.

Lastly, we examined the appropriateness of the information provided in the Notes 6.7.2, "Goodwill", 6.8, "Impairment tests and impairment losses", and 7.9, "Goodwill", to the consolidated financial statements.

Specific verifications

As required by legal and regulatory provisions and in accordance with professional standards applicable in France, we have also performed the specific verifications on the information pertaining to the Group presented in the Group Board of Directors' management report.

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

We attest that the Group management report includes the consolidated non-financial information statement required under Article L. 225-102-1 of the French Commercial Code. However, in accordance with Article L. 823-10 of the French Commercial Code, we have not verified the fair presentation and consistency with the consolidated financial statements of the information given in that statement, which will be the subject of a report by an independent third party.

Other verifications and information pursuant to legal and regulatory requirements

Presentation of the consolidated financial statements to be included in the annual financial report

In accordance with professional standards applicable to the Statutory Auditors' procedures for annual and consolidated financial statements presented according to the European single electronic reporting format, we have verified that the presentation of the consolidated financial statements to be included in the annual financial report referred to in paragraph I of Article L. 451-1-2 of the French Monetary and Financial Code (Code monétaire et financier) and prepared under the Chairman and Chief Executive Officer's responsibility, complies with this format, as defined by European Delegated Regulation No. 2019/815 of December 17, 2018. As it relates to the consolidated financial statements, our work included verifying that the markups in the financial statements comply with the format defined by the aforementioned Regulation.

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

It is not our responsibility to ensure that the consolidated financial statements to be included by the Company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

Appointment of the Statutory Auditors

We were appointed Statutory Auditors of Elior Group by the Annual General Meetings held on March 20, 2020 for Deloitte & Associés and on October 26, 2006 for PricewaterhouseCoopers Audit.

At September 30, 2022, Deloitte & Associés was in the third year of its engagement and PricewaterhouseCoopers Audit was in the sixteenth consecutive year of its engagement, of which nine years since the Company's securities were admitted to trading on a regulated market.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for preparing consolidated financial statements giving a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and for implementing the internal control procedures it deems necessary for the preparation of consolidated financial statements that are free of material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures.

The consolidated financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors relating to the audit of the consolidated financial statements

Objective and audit approach

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

As specified in article L.823-10-1 of the French Commercial Code, our audit does not include assurance on the viability or quality of the Company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgment throughout the audit. They also:

- identify and assess the risks of material misstatement in the consolidated financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their 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;
- obtain an understanding of the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management and the related disclosures in the notes to the consolidated financial statements;
- assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future

events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;

- evaluate the overall presentation of the consolidated financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation;
- obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The Statutory Auditors are responsible for the management, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed thereon.

Report to the Audit Committee

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

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

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/ 2014, confirming our independence within the meaning of the rules applicable in France, as defined in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

Neuilly-sur-Seine and Paris La Défense, December 22, 2022

The Statutory Auditors

PricewaterhouseCoopers Audit	Deloitte & Associés
Matthieu Moussy	Frédéric Gourd

4.11 SEPARATE FINANCIAL STATEMENTS OF THE PARENT COMPANY FOR THE YEAR ENDED SEPTEMBER 30, 2022

INCOME STATEMENT

(in € thousands)	Note	Year ended September 30, 2022	Year ended September 30, 2021
Operating income			
Net revenue	1.1.3.1	14,903	18,381
Own work capitalized			
Reversals of depreciation, amortization and provisions, expense transfers			
Other income		2	
Total operating income		**14,905**	**18,381**
Operating expenses			
Purchase of raw materials and consumables			
Other operating expenses		(10,587)	(22,398)
Taxes other than on income		(332)	(72)
Personnel costs		(7,950)	(13,559)
Depreciation, amortization and provision expense			
Total operating expenses		**(18,869)**	**(36,029)**
Operating profit/(loss)		**(3,964)**	**(17,648)**
Financial income		57,571	43,021
Financial expenses		(1,266,375)	(23,887)
Net financial income/(expense)	1.1.3.2	**(1,208,804)**	**19,134**
Non-recurring income			706
Non-recurring expenses		(710)	(211)
Net non-recurring income/(expense)	1.1.3.3	**(710)**	**495**
Income tax	1.1.3.4	35,290	26,885
Net profit/(loss) for the period		**(1,178,188)**	**28,867**

BALANCE SHEET – ASSETS

(in € thousands)	Note		At Sept. 30, 2022			At Sept. 30, 2021
			Gross	Depr., amort. and provisions	Net	Net
Intangible assets	1.1.4.1	1.1.4.2	9,307	7,307	2,000	2,000
Property, plant and equipment	1.1.4.1	1.1.4.2	59	59	-	-
Financial fixed assets	1.1.4.3	1.1.4.4	3,119,465	1,229,062	1,890,403	3,119,042
Total fixed assets			**3,128,830**	**1,236,427**	**1,892,403**	**3,121,042**
Advances and downpayments			230		230	2
Trade receivables			139		139	1,165
Other receivables		1.1.4.5	187,054		187,054	197,109
Marketable securities			454		454	1,134
Cash			1,869		1,869	100
Prepaid expenses			67		67	69
Total current assets			**189,813**	**-**	**189,813**	**199,580**
Unrealized foreign exchange losses			6		6	7,919
TOTAL ASSETS			**3,318,648**	**1,236,427**	**2,082,221**	**3,328,541**

BALANCE SHEET – EQUITY AND LIABILITIES

(in € thousands)	Note	At Sept. 30, 2022	At Sept. 30, 2021
Share capital		1,724	1,724
Share premium account		1,674,082	1,674,082
Other reserves		179	179
Retained earnings		639,106	610,240
Net profit/(loss) for the period		(1,178,188)	28,867
Total equity	1.1.4.8	**1,136,903**	**2,315,092**
Equity loans (*titres participatifs*)			
Provisions for contingencies and charges	1.1.4.10	**1,207**	**8,419**
Gross debt		880,089	880,336
Trade payables		2,760	3,859
Other liabilities		61,261	120,835
Total liabilities	1.1.4.11	**944,111**	**1,005,029**
Unrealized foreign exchange gains			
TOTAL EQUITY AND LIABILITIES		**2,082,221**	**3,328,540**

4.11.1 BASIS OF PREPARATION, GENERAL INFORMATION AND SIGNIFICANT EVENTS OF THE YEAR

These notes are an integral part of the parent company financial statements. They provide additional disclosures concerning the balance sheet and income statement in order to give a true and fair view of the Company's assets and liabilities, financial position and operating performance.

Non-compulsory disclosures are made only where the information concerned is material.

4.11.1.1 General information about the Company and its business

Elior Group is a French joint stock corporation (*société anonyme*) registered and domiciled in France. Its registered office is located at 9-11 allée de l'Arche, 92032 Paris La Défense Cedex, France.

At September 30, 2022, Elior Group was 24.36% owned by the Derichebourg Group, 5.25% by Fonds Stratégique de Participations, 5.08% by Corporacion Empresarial Emesa, S.L, and 65.31% by private and public investors following the Company's admission to trading on Euronext Paris on June 11, 2014.

Elior Group (the "Company") is the parent company of the Elior group comprising Elior Group and its subsidiaries ("the Group").

4.11.1.2 Significant events of the year

Year ended September 30, 2022:

- **The Covid-19 crisis**

The fifth wave of the Covid-19 pandemic (caused by the "Omicron" variant), combined with inflationary effects, which have worsened with the war in Ukraine, impacted the performance of Elior's Business & Industry and Education sectors in fiscal 2021-2022, particularly in France. However, despite these factors, consolidated revenue rose 20.6% year on year to €4,451 million from €3,690 million.

- **Amendment to the government-backed loan**

In 2021-2022, the Group used the option provided by the French State to defer the first payment installment of its government-backed loan by one year. Consequently, on March 8, 2022, an amendment to the loan agreement was signed, providing for the first six-monthly installment to be deferred to October 1, 2023 and to amount to 12.5%, compared with the originally scheduled 10% due on October 1, 2022.

- **Covenant holiday**

On May 13, 2022, Elior Group's banks granted it an extension of its covenant holiday to March 31, 2023 from September 30, 2022.

4.11.2 ACCOUNTING PRINCIPLES AND METHODS

4.11.2.1 Accounting principles

Elior Group's financial statements for the year ended September 30, 2022 have been prepared in accordance with French generally accepted accounting principles, including the principles of prudence and segregation of accounting periods. They are presented on a going concern basis, using the historical cost convention, and accounting methods have been applied consistently from one year to the next.

All amounts referred to in the notes to the financial statements are in thousands of euros, unless otherwise specified.

4.11.2.2 Going concern

Due to the impact of the Covid-19 pandemic on Elior's business in 2021-2022 and the uncertainty about what future effects it will have on the Company's earnings, cash and equity, for the purposes of preparing the parent company financial statements, Management assessed its ability to continue as a going concern.

At September 30, 2022, the Group had €399 million in available liquidity, including €218 million in remaining drawdowns on its €350 million revolving credit facility and €117 million in other available credit facilities (see Note 7.17 to the consolidated financial statements).

4.11.2.3 Accounting methods

The main accounting methods applied by the Company are described below.

Property, plant and equipment and intangible assets

Property, plant and equipment and intangible assets are stated at acquisition cost, which corresponds to their purchase price plus incidental expenses.

Depreciation and amortization are calculated by the straight-line method over the following estimated useful lives:

- Software: 1 to 6 years
- Fixtures and fittings: 5 to 10 years
- Plant and equipment: 5 to 7 years
- IT equipment: 3 to 4 years

Shares in subsidiaries and affiliates and other long-term securities

The gross value of these assets corresponds to cost excluding incidental expenses. Acquisition costs are expensed in the year they are incurred. If the fair value of shares in subsidiaries and affiliates is lower than this gross value a provision for impairment is recognized.

Fair value corresponds to value in use for the Company, which is determined based on Elior Group's equity in the underlying net assets of the entities concerned, as adjusted for their development outlook. Value in use is generally calculated based on the recoverable amount of the Group's assets measured using the discounted cash flows method.

If the fair value of shares in subsidiaries and affiliates is negative, as well as writing down the shares, the value of those companies' other assets is written down and, where necessary, a provision for contingencies is recognized.

Receivables

Receivables are stated at nominal value. A provision for impairment is recognized if their fair value is lower than this gross value.

Marketable securities

Marketable securities are recognized at acquisition cost and, where necessary, are written down based on their average market trading price for the last month of the fiscal year for listed securities or their probable selling price for unlisted securities.

Foreign currency transactions

Income and expenses denominated in foreign currencies are translated into euros using the exchange rate prevailing at the transaction date. Foreign currency payables, receivables and cash balances are translated using the year-end exchange rate, and any resulting translation differences are recognized in the balance sheet under "Unrealized foreign exchange losses" or "Unrealized foreign exchange gains". If the Company has a net unrealized foreign exchange loss at the year-end, a provision is recognized to cover the amount of the unhedged risk.

Borrowings

Borrowings are recognized at their nominal value. Debt issuance costs are expensed in full in the year in which they are incurred.

Provisions

A provision is recognized when (i) Elior Group has a present obligation at the end of the reporting period, (ii) it is probable that an outflow of resources will be required to settle the obligation without at least equivalent consideration, and (iii) the amount can be reliably estimated.

Revenue

Revenue is recognized when the related services are rendered.

Non-recurring items

Non-recurring items correspond to income and expenses arising from the Company's routine operations but whose nature and amounts are non-recurring.

Tax consolidation

Since February 1, 2006, pursuant to Articles 223.A, 235 *ter* and 223 L6 of the French Tax Code (*Code Général des Impôts*), Elior Group has filed a consolidated tax return for its French subsidiaries in which it has an ownership interest of over 95%.

The income tax charge for each member of the consolidated group is calculated on that member's own earnings as if it were taxed on a stand-alone basis. The parent company benefits from any tax savings arising on tax consolidation as the tax group can use any tax losses generated by members of the group to offset taxable profit. However, this is only a temporary benefit because if the companies concerned return to profit, the tax savings generated by the use of their tax losses are repaid to them as if they were taxed on a stand-alone basis.

Retirement benefit obligations

The following obligations are presented in "Off-balance sheet commitments": (i) obligations for the payment of statutory and contractual retirement indemnities related to active employees, and (ii) obligations relating to supplementary pension plans, measured using the projected unit credit method based on end-of-career salaries, net of the value of any plan assets.

Consolidating company

At September 30, 2022, Elior Group was the parent company responsible for preparing the consolidated financial statements of the Elior group.

4.11.3 NOTES TO THE INCOME STATEMENT

4.11.3.1 Revenue

	France	Other countries	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Management of the Group and services provided to the Group	3,261	3,965	7,226	11,567
Rebillings of personnel costs	2,545		2,545	1,991
Rebillings of insurance costs	3,547	921	4,468	3,726
Other rebillings	614	50	664	1,097
TOTAL	**9,968**	**4,935**	**14,903**	**18,381**

4.11.3.2 Net financial income/(expense)

	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Dividends and financial income received from subsidiaries		
Interest and other financial income	57,571	43,021
Interest and other financial expenses	(1,266,375)	(23,887)
TOTAL	**(1,208,804)**	**19,134**

Following the valuation of the shares held by Elior Group in Elior Participations at September 30, 2022, a €1,228 million provision for impairment in value was recognized.

4.11.3.3 Net non-recurring income/(expense)

	Year ended Sept. 30, 2022	Year ended Sept. 30, 2021
Proceeds from sale of fixed assets		
Exceptional reversals of provisions and impairment		594
Exceptional additions to provisions and impairment	(701)	
Other	(9)	(99)
TOTAL	**(710)**	**495**

4.11.3.4 Income tax analysis

Income tax for fiscal 2021-2022 was calculated at the statutory rate of 26.5% for tax consolidation purposes and can be analyzed as follows:

(in € thousands)	Year ended Sept. 30, 2022
Income tax charge for the head of the tax consolidation group	-6,890
Tax due for profitable members of the tax group	41,879
Tax credit	1,456
Net income tax benefit	**36,445**

	Before tax Year ended Sept. 30, 2022	Income tax due	After tax Year ended Sept. 30, 2022	After tax Year ended Sept. 30, 2021
Profit/(loss) from ordinary activities	(1,212,768)		(1,212,768)	1,486.7
Net non-recurring income/(expense)	(710)		(710)	495
Tax benefit		35,290	35,290	26,885
Family assistance tax credit	-	-	-	-
TOTAL	**(1,213,478)**	**35,290**	**(1,178,188)**	**28,867**

4.11.4 NOTES TO THE BALANCE SHEET

4.11.4.1 Property, plant and equipment and intangible assets

	Gross at Sept. 30, 2021	Increase	Decrease	Gross at Sept. 30, 2022
Intangible assets	9,307			9,307
Property, plant and equipment	58			58
TOTAL	**9,365**	**0**	**0**	**9,365**

Intangible assets mainly correspond to goodwill related to the Company's activities of managing the Group and providing Group services. In view of the nature of the contracts involved, these assets are not amortized.

4.11.4.2 Depreciation and amortization

	Cumulative amount at Sept. 30, 2021	Additions	Reversals	Cumulative amount at Sept. 30, 2022
Amortization of intangible assets	7,307	218		7,525
Depreciation of property, plant and equipment	58			58
TOTAL	**7,365**	**218**	**0**	**7,583**

4.11.4.3 Financial fixed assets

	Gross at Sept. 30, 2021	Increase	Decrease	Gross at Sept. 30, 2022
Investments in subsidiaries and affiliates	1,741,183			1,741,183
Loans to subsidiaries and affiliates	1,378,000	205		1,378,205
Other long-term investment securities	3			3
Other loans	59			59
Treasury shares in the process of cancellation				-
Deposits	15			15
TOTAL	**3,119,260**	**205**	**-**	**3,119,465**

4.11.4.4 Provisions for impairment of financial fixed assets

	At Sept. 30, 2021	Additions	Reversals	At Sept. 30, 2022
Investments in subsidiaries and affiliates	218	1,228,854	10	1,229,062
Loans to subsidiaries and affiliates				-
Other long-term investment securities				-
Other loans				-
Treasury shares in the process of cancellation				-
Deposits				-
TOTAL	**218**	**1,228,854**	**10**	**1,229,062**

Elior Group's main shareholding is in Elior Participations, a company which itself owns the Group's other entities. At September 30, 2022, Elior Participations' share capital comprised 139,312,620 shares, of which Elior Group held 139,312,617, representing a total gross value of €1,740,721 thousand. The three remaining shares in Elior Participations were held by its general partners in the form of consumer loans.

At that date the Company also owned 500 shares in Bercy Participations, representing a total value of €462 thousand.

The Elior group's external borrowings – which mainly consist of its government-backed loan, its high-yield bonds and the facilities available under the SFA of July 8, 2021 – are fully carried by Elior Group, apart from the revolving credit facilities available for drawdown by Elior Participations. Elior Group finances all of the Group's borrowing requirements in US dollars and euros through inter-company loans, which totaled €1,378 million at September 30, 2022.

4.11.4.5 Maturity schedule of receivables and financial fixed assets

	At Sept. 30, 2022	Due within 1 year	Due beyond 1 year
Other financial fixed assets	1,378,278	205	1,378,073
Trade receivables	139	139	
Other receivables	940	940	
Tax receivables arising on tax consolidation	19,843	7,368	
Current accounts with subsidiaries	166,253	166,253	
Prepaid expenses	67	67	
TOTAL	**1,565,521**	**174,972**	**1,378,073**

4.11.4.6 Accrued income

	At Sept. 30, 2022
Revenue accruals	82
Other	112
TOTAL	**194**

4.11.4.7 Prepaid expenses

	At Sept. 30, 2022
Operating expenses	67
Financial expenses	0
TOTAL	**67**

4.11.4.8 Equity

	At Sept. 30, 2021	Appropriation of FY 2020-2021 net profit	Dividend payment	Capital increase (1)	Capital reduction (2)	FY 2021-2022 net loss	At Sept. 30, 2022
Share capital	1,723			-			1,723
Share premium account	1,674,082						1,674,082
Other reserves	179						179
Retained earnings	610,240	28,867					639,107
Net profit/(loss) for the period	28,867	(28,867)				(1,178,188)	(1,178,188)
TOTAL	**2,315,091**		-	-	-	**(1,178,188)**	**1,136,903**

4.11.4.9 Share capital

	At Sept. 30, 2021	Increase	Decrease	At Sept. 30, 2022
Number of shares	172,444,229			172,444,229
Amount	1,724,442			1,724,442

At September 30, 2022, Elior Group SA's share capital amounted to €1,724,442.29, divided into 172,444,229 shares with a par value of €0.01 each.

At September 30, 2022, Elior Group held 183,327 shares in treasury.

4.11.4.10 Provisions

	At Sept. 30, 2021	Additions	Reversals	At Sept. 30, 2022
Other provisions for contingencies and charges	500			500
Provisions for taxes	-			-
Provisions for foreign exchange losses	7,919	6	7,919	6
Provisions for impairment of financial fixed assets	218	1,228,854	10	1,229,062
TOTAL	**8,637**	**1,228,860**	**7,929**	**1,229,568**
O/w recorded under:				
- Operating income and expenses				
- Financial income and expenses		1,228,860	7,929	
- Non-recurring income and expenses				

The provisions for foreign exchange losses have been recognized to cover foreign exchange losses on the Company's US dollar current account. The provisions for impairment of financial fixed assets concern Elior Group's shares in Elior Participations.

4.11.4.11 Maturity schedule of liabilities

	At Sept. 30, 2022	Due within 1 year	Due in 1 to 5 years	Due beyond 5 years
Bond debt	554,372	4,372	550,000	
Bank borrowings	325,718	718	280,000	45,000
Other borrowings				
Trade payables	2,760	2,760		
Other payables	8,454	8,454		
Tax payables arising on tax consolidation	52,807	52,807		
Deferred income				
TOTAL	**944,110**	**69,110**	**830,000**	**45,000**

At September 30, 2022 Elior Group's debt comprised:

- A senior bank loan totaling €100 million and maturing in July 2025. Interest is based on the Euribor with a zero floor plus a standard margin of 2.60% except between June 30, 2022 and September 30, 2022 when it is 2.90%.
- Senior bond debt totaling €550 million and maturing in July 2026. The bonds pay interest at an annual rate of 3.75%.
- A French government-backed loan, totaling €225 million and repayable as from October 2023 with the final repayment due in March 2027. The weighted average cost of this loan is 2% (including the guarantee provided by the French State).

In view of the covenant holiday obtained by the Company, the next leverage ratio test will take place on March 31, 2023.

The table below sets out trade payables (excluding provisions) by tranche of payment time

Maturities of trade payables	Total	Due in 0 days	Due in 1 to 30 days	Due in 31 to 60 days	Due in 61 days and beyond
Due to external suppliers	616	169		333	114
Due to suppliers of fixed assets					
Due to internal suppliers	13	13	0	0	0
TOTAL	**629**	**182**	**0**	**333**	**114**

4.11.4.12 Accrued expenses

	At Sept. 30, 2022
Borrowings and accrued interest	5,089
Trade payables	1,898
Accrued taxes and payroll costs	3,928
Credit notes due to clients	3,828
TOTAL	**14,744**

4.11.5 ADDITIONAL INFORMATION

4.11.5.1 Related party transactions and balances

	At Sept. 30, 2022
ASSETS	
Financial fixed assets: investments in subsidiaries and affiliates	1,741,183
Loans	1,378,000
Trade receivables	82
Intra-group current accounts	166,253
Tax receivables	18,359
Total	3,303,877
LIABIILTIES	
Trade payables	13
Tax payables	52,807
Other payables	38
Total	52,858
INCOME STATEMENT	
Financial expenses	51
Financial income	49,132

Related parties correspond to companies that are fully consolidated by Elior Group. Related party transactions during the period were conducted on arm's length terms and did not represent a material amount.

4.11.5.2 Financial commitments

4.11.5.2.1 Retirement benefit obligations

The Company's retirement benefit obligations – which correspond to statutory retirement bonuses – are measured using the projected unit credit method, in accordance with Recommendation 2013-R.02 issued by the French Accounting Standards Authority (the "ANC").

The method previously used in Elior's parent company financial statements consisted of valuing the Company's obligations based on projected end-of-career salaries and rights vested at the valuation date, as calculated in accordance with the applicable collective bargaining agreements, company-level agreements and/or legal provisions in effect at the fiscal year-end.

However, in its opinion issued in November 2021, the ANC authorized the use of the method set out in the IFRIC agenda decision published in May 2021 on "Attributing Benefit to Periods of Service". Under this method, an entity attributes benefit to periods of service from the date when employee service first leads to benefits under the plan concerned until the date when further employee service will lead to no material amount of further benefits under the plan. This method is prescribed in the International Financial Reporting Standards ("IFRS") used by the Group for preparing its consolidated financial statements.

With a view to aligning the accounting treatment applied in its French GAAP and IFRS financial statements, Elior Group decided to adopt the "IFRIC method" for the purpose of preparing its separate financial statements as from fiscal 2021-2022.

At September 30, 2022, the obligations related to statutory retirement bonuses were calculated based on a retirement age of between 62 and 70 and voluntary retirement. At that date, they totaled €754,324.

The actuarial assumptions used were as follows:

Discount rate	3.55%
Salary growth rate	2.5%

The discount rate used was determined by reference to the yield on AA rated corporate bonds.

4.11.5.2.2 Stock options and performance shares granted to employees of Elior Group and its subsidiaries

Elior Group stock options and performance shares

Type of instrument	Grant date	Start of exercise period	End of exercise period	Exercise price per share (in €)	Total number of shares under option/vestable performance shares (1)	Estimated fair value (in € millions)
Stock options	March 11, 2016	March 11, 2020	March 11, 2024	16.30	-	0.6
Stock options	Oct. 27, 2016	Oct. 27, 2020	Oct. 27, 2024	18.29	-	0.6
Stock options	April 6, 2021	April 6, 2024	Oct. 6, 2024	8.74	3,648,308	3.0
Stock options	April 6, 2021	April 6, 2025	Oct. 6, 2025	10.49	2,244,186	1.5
Total					**5,892,494**	
Performance shares	March 20, 2020	-	-	N/A	1,358,878	1.8
Performance shares	April 6, 2021	-	-	N/A	729,149	5.1
Performance shares	April 6, 2021	-	-	N/A	1,278,990	8.6
Performance shares	May 4, 2022	-	-	N/A	469,703	**0.8**
Performance shares	May 4, 2022	-	-	N/A	1,235,136	**2.3**
Total					**5,071,839**	

(1) Adjusted to take into account departures of beneficiary employees prior to September 30, 2022.

Stock options plans set up in 2016

The stock options granted under the March 11, 2016 and October 27, 2016 plans had a four-year life and were exercisable for shares at a 10% discount to their market value.

The fair value of the stock options (which corresponded to equity-settled instruments) was estimated at the grant date using a Black & Scholes-type pricing model which factored in the terms and conditions under which the options were granted and assumptions about beneficiaries' exercise patterns. The main assumptions used for the fair value estimations were as follows:

- Expected life of the options:4 years
- Volatility: 23%
- Expected dividend yield: 2% and 2.2%

Performance share plans set up in 2018

The performance shares granted on June 15, 2018 were mainly allocated to the members of the Management Committee and Leaders Committee and their vesting was subject to a "presence condition" and the achievement of certain performance conditions. The performance conditions were based on the following:(i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, (ii) the cumulative annual growth rate for Elior North America's share price (only for the plan for Elior North America employees), and (iii) Elior Group's share performance compared with a peer group and compared with the CAC Next 20 index.

The achievement of these conditions was assessed on June 15, 2021 for the presence condition, on September 30, 2020 for the internal performance conditions, and on December 31, 2020 for the external performance conditions. The performance conditions were not achieved at September 30, 2020 and at December 31, 2020.

Performance share plans set up in 2019

The performance shares granted on July 24, 2019 were mainly allocated to the members of the Management Committee and Leaders Committee and were also subject to vesting conditions relating to presence and performance. The performance conditions were based on the following: (i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, (ii) the cumulative annual growth rate for Elior North America's share price (only for the plan for Elior North America employees), and (iii) Elior Group's share performance compared with a peer group and compared with the CAC Next 20 index.

The achievement of these conditions was assessed on July 24, 2022 for the presence condition, on September 30, 2021 for the internal performance conditions, and on December 31, 2021 for the external performance conditions. The performance conditions were not achieved at September 30, 2021 and at December 31, 2021.

Performance share plans set up in 2020

The performance shares granted on March 20, 2020 were mainly allocated to the members of the Management Committee and Leaders Committee and are also subject to vesting conditions relating to presence and performance. The performance conditions are based on the following: (i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, and (ii) Elior Group's share performance compared with a peer group and with the CAC Next 20 index. The achievement of these conditions will be assessed on March 20, 2023 for the presence condition, on September 30, 2022 for the internal performance conditions, and on December 31, 2022 for the external performance conditions.

Stock option plans set up in 2021

The stock options granted on April 6, 2021 were mainly allocated to the members of the Management Committee and the Leaders Committee. The options have a life of 3.5 years and are exercisable for shares at a price representing a discount to their market value (8.74€ and 10.49€ respectively for the two plans concerned).

The fair value of the stock options (which correspond to equity-settled instruments) was estimated at the grant date using a Black & Scholes-type pricing model which factored in the terms and conditions under which the options were granted and assumptions about beneficiaries' exercise patterns.

The main assumptions used for the fair value estimations were as follows:

- Expected life of the options: 3 years
- Volatility: 30.7%
- Expected dividend yield: 0%

Performance share plans set up in 2021

The performance shares granted on April 6, 2021 were mainly allocated to the members of the Management Committee and Leaders Committee. The shares are subject to vesting conditions relating to presence (50%) and performance. The performance conditions are based on the following: (i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, (ii) Elior Group's share performance compared with a peer group and with the CAC Next 20 index, and (iii) CSR objectives based on the Group's accident frequency rate, carbon footprint and gender diversity.

The achievement of these conditions will be assessed on April 6, 2024 for the presence condition, on September 30, 2023 for the internal performance conditions, and on December 31, 2023 for the external performance conditions.

Performance share plans set up in 2022

The performance shares granted on May 4, 2022 were mainly allocated to the members of the Management Committee and Leaders Committee. The shares are subject to vesting conditions relating to presence (50%) and performance. The performance conditions are based on the following: (i) the cumulative annual growth rate for Elior Group's adjusted earnings per share, (ii) Elior Group's share performance compared with a peer group and with the CAC Next 20 index, and (iii) CSR objectives based on the Group's accident frequency rate, carbon footprint and gender diversity.

The achievement of these conditions will be assessed on May 4, 2025 for the presence condition, on September 30, 2024 for the internal performance conditions, and on December 31, 2024 for the external performance conditions.

4.11.5.2.3 Other commitments

At the issue date of the High Yield Bonds, the bonds were guaranteed by Elior Participations SCA.

4.11.5.3 Average headcount

Number of employees	At Sept. 30, 2021	At Sept. 30, 2022
Managerial employees	16	13
TOTAL	**16**	**13**

4.11.5.4 Subsidiaries and affiliates

(in € thousands)	Share capital	Total equity excluding share capital	% ownership	Gross value of shares held	Net value of shares held	Outstanding loans and advances	Guarantees and endorsements given	Net revenue for the last fiscal year	Net profit/(loss) for the period	Dividends received
Affiliates										
Bercy Participations[1]	37	217	100%	462	254		-		10	-
Elior Participations[1]	5,310	477,148	100%	1,740,721	511,867	1,378,000	-	27,732	(61,571)	-

- *Fiscal year from October 1, 2021 to September 30, 2022*

4.11.5.5 Deferred taxes

	Base	Tax effect Deferred tax benefit
Currency translation differences	(6)	(2)
Provisions	1,207	402
Deferred tax assets	1,201	400
Tax loss carryforwards before tax consolidation		
Tax loss carryforwards after tax consolidation	495,093	165,031

- **Directors' remuneration**

Directors' remuneration paid in fiscal 2021-2022 totaled €600,000.

4.11.5.6 Events After the Reporting Date

On December 16, 2022, Elior Group’s banks agreed to ease the leverage ratio test scheduled for September 30, 2023 for the SFA and the government-backed loan (by applying a ratio of 6.0x instead of 4.5x.).
As a consequence, the testing levels of the leverage ratio (net debt/adjusted EBITDA) are the following:

- March 31, 2023: 7.5x,
- September 30, 2023: 6.0x,
- March 31, 2024 and thereafter: 4.5x.

On December 19, 2022, the Elior Group’s Board of Directors authorized the signature of a Memorandum of Understanding (“MoU”) with Derichebourg Group (“Derichebourg”), under which Elior Group would acquire Derichebourg Multiservices (“DMS”) in exchange for new Elior Group shares issued to Derichebourg SA. This transaction, which would accelerate Elior Group’s turnaround, is the result of a comprehensive review of strategic options, launched by the Board of Directors in July 2022. The acquisition would be financed through the issuance of new Elior Group’s shares to Derichebourg, at a price of €5.65 per share. Following this projected transaction, Derichebourg SA would increase its stake in Elior Group to 48.4%.

Following the closing of the transaction, Elior Group’s Board of Directors would be realigned, and its governance renewed and balanced. Elior Group’s Board would be composed of 12 members, including five appointed upon proposal by Derichebourg, five independent members and two employee representatives. The selection process for independent directors would be under the responsibility of the Nominations and Compensation Committee, which would include more than 50% independent directors, including its chairman. The members appointed by Derichebourg would not be able to participate in the selection process. Daniel Derichebourg would be nominated as Chairman and CEO of Elior Group for a period of four years, and would resign from all his operational positions at Dericheboug SA, to fully focus on Elior Group’s development. Following the transaction, Elior Group's internal rules would be amended to include a reinforced majority (requiring a majority of 8 out of 12 directors and including the vote of at least two independent directors) on the more strategic decisions. For a period of four years, upon completion of the proposed transaction, Derichebourg may not cast more than 30% of the votes on resolutions at any shareholders' meeting regarding (i) the appointment, renewal and removal of independent members of the Board of Directors and (ii) the amendment of this bylaw provision.

Relevant employee representatives within the Group will be informed and consulted with respect to the transaction, as required by law. The transaction will be subject to the receipt of approvals from the relevant regulatory authorities, the satisfaction of customary conditions for this type of transaction and the approval of Elior Group’s shareholders at an Extraordinary General Meeting (“EGM”), which would take place during the months of April-May of 2023, as well as the receipt by Derichebourg of an exemption from the AMF for the filing of a public tender offer. The transaction is expected to fully close during April-May of 2023.

4.11.5.7 Five-Year Financial Summary (information disclosed in accordance with Articles 133, 135 and 148 of the French decree applicable to commercial companies)

(in euros)	FY 2017-2018	FY 2018-2019	FY 2019-2020	FY 2020-2021	FY 2021-2022
Capital at year-end					
Share capital	1,759,491	1,783,191	1,741,253	1,724,442	1,724,442
Number of ordinary shares outstanding	175,949,096	178,319,146	174,125,268	172,444,229	172,444,229
Number of preferred non-voting shares	-				
Maximum number of shares to be issued on exercise of stock options	-				
Maximum number of shares to be issued on conversion of bonds	-				
Results of operations					

Net revenue	15,996,850	21,085,696	16,810,476	18,381,194	14,902,733
Profit before tax, employee profit-sharing, depreciation, amortization and provisions	11,134,444	241,453,333	11,368,549	1,399,831	16,192,994
Income tax	(46,761,791)	(37,240,082)	(24,663,863)	26,884,974	35,290,252
Employee profit-sharing	-	-	-	-	-
Net profit/(loss) after tax, employee profit-sharing, depreciation, amortization and provisions	38,577,839	294,847,700	36,037,040	28,666,424	(1,178,187,462)
General Partners' profit share					
Total dividend payout	59,822,693	59,816,146	51,712,552	-	-
Per share data					
Profit per share before tax, employee profit-sharing, depreciation, amortization and provisions	0.33	1.35	0.07	0.01	0.09
Net profit/(loss) per share after tax, employee profit-sharing, depreciation, amortization and provisions	0.22	1.65	0.21	0.17	(6.83)
Dividend per share	0.34	0.34	0.29	0.29	0
Employee data					
Average number of employees	22	18	15	16	13
Total payroll	7,996,628	11,016,037	5,221,736	9,484,897	5,611,556
Benefits	2,855,251	5,078,410	2,442,724	4,074,036	2,338,007

4.12 STATUTORY AUDITORS' REPORT ON THE PARENT COMPANY FINANCIAL STATEMENTS – AFR

This is a translation into English of the statutory auditors' report on the financial statements of Elior Group SA issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

For the year ended September 30, 2022

To the shareholders,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of Elior Group for the year ended September 30, 2022.

In our opinion, the financial statements give a true and fair view of the assets and liabilities and of the financial position of the Company at September 30, 2022 and of the results of its operations for the year then ended in accordance with French accounting principles.

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

Basis for opinion

Audit framework

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

Our responsibilities under these standards are further described in the "Responsibilities of the Statutory Auditors relating to the audit of the financial statements" section of our report.

Independence

We conducted our audit engagement in compliance with the independence rules provided for in the French Commercial Code (Code de commerce) and the French Code of Ethics (Code de déontologie) for Statutory Auditors for the period from October 1, 2021 to the date of our report, and, in particular, we did not provide any non-audit services prohibited by Article 5(1) of Regulation (EU) No. 537/2014.

Justification of assessments – Key audit matters

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we inform you of the key audit matters relating to the risks of material misstatement that, in our professional judgment, were the most significant in our audit of the financial statements, as well as how we addressed those risks.

These matters were addressed as part of our audit of the financial statements as a whole, and therefore contributed to the opinion we formed as expressed above. We do not provide a separate opinion on specific items of the financial statements.

Assessment of the application of the going concern principle

Description of risk

The financial statements have been prepared on a going concern basis.

As disclosed in Note 1.1.1.2, "Significant events", to the financial statements, the Group's operating activities were impacted during the year by the fifth Covid-19 wave, known as "Omicron", and by inflation, which was aggravated by the war in Ukraine.

Additionally, Note 1.1.4.11, "Maturity schedule of liabilities", states that Elior Group had a senior bond debt of €550 million maturing in 2026, a senior bank loan of €100 million maturing in 2025, a government-backed loan ("PGE") of €225 million maturing in 2027, and available cash of €1.9 million at September 30, 2022.

Given:

- the Group's debt structure and its repayment schedule,
- the Group's cash position as of September 30, 2022 and its available liquidity,
- the assumptions adopted by management concerning the business outlook of subsidiaries and corresponding cash flow projections, and
- the relaxation of the financial ratios (bank covenants) of the senior bank loan and the government-backed loan (PGE), following the agreement of the banks obtained on December 16, 2022,

Elior Group management considers it has sufficient cash to continue in business.

We considered the assessment of the application of the going concern principle to be a key audit matter due to the conditions attached to Elior Group's debt and to that of its subsidiaries and the major estimates and judgments made by management concerning the business outlook and cash flows of the subsidiaries.

How our audit addressed this risk

As part of our procedures, we assessed the liquidity requirements of Elior Group and its subsidiaries with regard to its business, current resources, financing commitments and the business outlook of its subsidiaries.

To this end, we familiarized ourselves with documents relating to (i) the bond debt and bank loan agreements entered into during the previous year and the attached obligations (covenant ratios) and the agreements reached with the banks in December 2022 and (ii) the available credit facilities, at the subsidiary level in particular.

We also confirmed the Group's ability to recover the loans granted to subsidiaries by analyzing their cash flow forecasts and examined (i) the procedures implemented to prepare such forecasts and (ii) the main assumptions underlying their preparation. We assessed their consistency with forecast data taken from the most recent business plans. These forecasts were prepared under the supervision of management and approved by the Board of Directors.

We also assessed their reasonableness with regard to the economic and financial context in the contract catering and services sector, which has been marked by high inflation.

Lastly, we verified the appropriateness of disclosures in the notes to the financial statements relating to:

items disclosed in Note 1.1.2.2 "Going concern",

the description of debt and credit facilities described in Notes 1.1.4.4, "Provisions for impairment of long-term investments", and 1.1.4.11, "Maturity schedule of liabilities", and

the relaxation of the financial ratios (bank covenants) of the senior bank loan and the government-backed loan, following the agreement of the banks obtained on December 16, 2022, as described in Note 1.1.5.7, "Events after the reporting date".

Valuation of equity investments and related receivables

Risk identified

Equity investments and related receivables amounted to €1,890 million at September 30, 2022 and represented one of the largest items on the balance sheet. They principally comprise the shares of Elior Participations, the holding company for all of the Group's subsidiaries.

As disclosed in Note 1.1.2.3, "Shares in subsidiaries and affiliates and other long-term securities", to the financial statements, fair value, which corresponds to value in use for the Company, is estimated by management based on the share of equity held at the closing date, adjusted for the outlook of the subsidiaries. Fair value is generally based on the recoverable amount of the Group's assets assessed using the discounted cash flow method.

In order to estimate the fair value of equity investments and related receivables, management is required to exercise judgment as to which data to use for each investee, particularly for the subsidiaries' forecast data (future profitability or the economic environment in the countries and business activities in which the investees operate). The fair value of the shares at September 30, 2022 led the Company to write down the value of Elior Participations shares by €1,229 million.

During the reporting period, the operating activities of subsidiaries were impacted by the fifth Covid-19 wave, known as "Omicron", and by inflation, which was aggravated by the war in Ukraine.

Accordingly, we deemed the valuation of equity investments and related receivables to be a key audit matter.

How our audit addressed this risk

To assess the reasonableness of the estimated fair value of equity investments and related receivables, our audit work consisted mainly in verifying that the estimated fair value determined by management was based on an appropriate valuation method and underlying data and, depending on the investee or receivables concerned:

For the valuation of the equity interest in Bercy Participations, which is based on historical information, we verified that the equity values used were consistent with the financial statements of the entities for which an audit or analytical procedures were performed and that any adjustments to equity were based on documentary evidence;

For the valuation of the equity interest in Elior Participations, which is based on forecast data, we assessed:

- the reasonableness of the five-year cash flow projections in view of the economic and financial context in the contract catering and services sector, which has been marked by high inflation, and its impact on the business activity of the direct and indirect subsidiaries controlled by Elior Group;
- the reliability of the process used to prepare the estimates;
- the consistency of these projections with management's most recent estimates, as presented to the Board of Directors during the budget process.

Specific verifications

In accordance with professional standards applicable in France, we have also performed the specific verifications required by French legal and regulatory provisions.

Information given in the management report and in the other documents provided to the shareholders with respect to the Company's financial position and the financial statements

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents provided to the shareholders with respect to the Company's financial position and the financial statements.

We attest to the fair presentation and the consistency with the financial statements of the information about payment terms referred to in Article D. 441-6 of the French Commercial Code.

Report on corporate governance

We attest that the corporate governance section of the Board of Directors' management report sets out the information required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code relating to compensation and benefits paid or awarded to corporate officers and any other commitments made in their favor, we have verified its consistency with the financial statements or with the underlying information used to prepare these financial statements, and, where applicable, with the information obtained by the Company from controlled companies within its scope of consolidation. Based on this work, we attest to the accuracy and fair presentation of this information.

Concerning the information given in accordance with the requirements of Article L. 22-10-11 of the French Commercial Code relating to those items the Company has deemed liable to have an impact in the event of a takeover bid or exchange offer, we have verified its consistency with the underlying documents that were disclosed to us. Based on this work, we have no matters to report with regard to this information.

Other information

In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Other verifications and information pursuant to legal and regulatory requirements

Presentation of the financial statements to be included in the annual financial report

In accordance with professional standards applicable to the Statutory Auditors' procedures for annual and consolidated financial statements presented according to the European single electronic reporting format, we have verified that the presentation of the financial statements to be included in the annual financial report referred to in paragraph I of Article L. 451-1-2 of the French Monetary and Financial Code (Code monétaire et financier) and prepared under the Chairman and Chief Executive Officer's responsibility, complies with this format, as defined by European Delegated Regulation No. 2019/815 of December 17, 2018.

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

It is not our responsibility to ensure that the financial statements to be included by the Company in the annual financial report filed with the AMF correspond to those on which we carried out our work.

Appointment of the Statutory Auditors

We were appointed Statutory Auditors of Elior Group by the Annual General Meetings held on March 20, 2020 for Deloitte & Associés and on October 26, 2006 for PricewaterhouseCoopers Audit.

At September 30, 2022, Deloitte & Associés was in the third year of its engagement and PricewaterhouseCoopers Audit was in the sixteenth consecutive year of its engagement, of which nine years since the Company's securities were admitted to trading on a regulated market.

Responsibilities of management and those charged with governance for the financial statements

Management is responsible for preparing financial statements giving a true and fair view in accordance with French accounting principles, and for implementing the internal control procedures it deems necessary for the preparation of financial statements that are free of material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for monitoring the financial reporting process and the effectiveness of internal control and risk management systems, as well as, where applicable, any internal audit systems, relating to accounting and financial reporting procedures.

The financial statements were approved by the Board of Directors.

Responsibilities of the Statutory Auditors relating to the audit of the financial statements

Objective and audit approach

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

As specified in Article L. 823-10-1 of the French Commercial Code, our audit does not include assurance on the viability or quality of the Company's management.

As part of an audit conducted in accordance with professional standards applicable in France, the Statutory Auditors exercise professional judgment throughout the audit. They also:

- identify and assess the risks of material misstatement in the financial statements, whether due to fraud or error, design and perform audit procedures in response to those risks, and obtain audit evidence considered to be sufficient and appropriate to provide a basis for their 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;
- obtain an understanding of the internal control procedures relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates made by Management and the related disclosures in the notes to the financial statements;
- assess the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the Statutory Auditors conclude that a material uncertainty exists, they are required to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or are inadequate, to issue a qualified opinion or a disclaimer of opinion;
- evaluate the overall presentation of the financial statements and assess whether these statements represent the underlying transactions and

events in a manner that achieves fair presentation.

Report to the Audit Committee

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

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

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France, as defined in particular in Articles L. 822-10 to L. 822-14 of the French Commercial Code and in the French Code of Ethics for Statutory Auditors. Where appropriate, we discuss any risks to our independence and the related safeguard measures with the Audit Committee.

Neuilly-sur-Seine and Paris La Défense,
December 22, 2022

The Statutory Auditors

PricewaterhouseCoopers Audit	Deloitte & Associés
Matthieu Moussy	Frédéric Gourd

4.13 STATUTORY AUDITORS' REPORT ON RELATED-PARTY AGREEMENTS

This is a translation into English of the statutory auditors' report on the financial statements of Elior Group SA issued in French and it is provided solely for the convenience of English speaking users. This statutory auditors' report includes information required by French law, such as information about the appointment of the statutory auditors or verification of the management report and other documents provided to shareholders. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

(Annual General Meeting for the approval of the financial statements for the year ended September 30, 2022)

To the Shareholders,

In our capacity as Statutory Auditors of your company (hereinafter the "Company"), we hereby report to you on related-party agreements.

It is our responsibility to report to shareholders, based on the information provided to us, on the main terms and conditions of the agreements that have been disclosed to us or that we may have identified as part of our engagement, as well as the reasons given as to why they are beneficial for the Company, without commenting on their relevance or substance or identifying any undisclosed agreements. Under the provisions of Article R. 225-31 of the French Commercial Code (Code de commerce), it is the responsibility of the shareholders to determine whether the agreements are appropriate and should be approved.

Where applicable, it is also our responsibility to provide shareholders with the information required by Article R. 225-31 of the French Commercial Code in relation to the implementation during the year of agreements already approved by the Annual General Meeting.

We performed the procedures that we deemed necessary in accordance with the professional standards applicable in France to such engagements. These procedures consisted in verifying that the information given to us is consistent with the underlying documents.

Agreements submitted to the Annual General Meeting for approval

In accordance with Article L. 225-40 of the French Commercial Code, we were informed of the following agreements entered into during the year and authorized in advance by the Board of Directors.

Agreements authorized and entered into during the year

None.

Agreements authorized and entered into since the 2021/2022 year-end

Memorandum of Understanding between Elior Group and Derichebourg Group under which Elior Group would acquire Derichebourg Multiservices in exchange for new Elior Group shares issued to Derichebourg SA.

Date of authorization by the Board of Directors: December 19, 2022

Contracting entities: Elior Group and Derichebourg SA.

Persons concerned: Derichebourg SA, Elior Group director and shareholder owning more than 10% of the voting rights of Elior Group, and Derichebourg Environnement SAS, a subsidiary of Derichebourg SA and Elior Group director.

Nature and purpose: Pursuant to the Memorandum of Understanding signed on December 19, 2022, Elior Group would acquire Derichebourg Multiservices ("DMS") in exchange for new Elior Group shares issued to Derichebourg SA. The acquisition would be financed by through the issuance of new Elior Group shares to the Derichebourg Group at a price of €5.65 per share.

The transaction values DMS at an enterprise value of €450 million, representing an implied EBITDA-2022 multiple of 9.1x, 5.7x after synergies. The acquisition would be financed through the issuance of new Elior Group shares to the Derichebourg Group, at a price of €5.65 per share, representing a premium of 119% over the Elior Group's closing share price of €2.58 on November 23, 2022, the last trading day prior to the announcement of discussions with Derichebourg, and a premium of 128% compared to €2.48, the one-month average share price (VWAP) for the period ended on November 23, 2022.

Following this projected transaction, Derichebourg SA would increase its stake in Elior Group to 48.4%.

In addition, following the closing of the transaction, Elior Group's Board of Directors would be realigned and its governance renewed. For more information on this subject, please refer to the Elior Group press release published on December 20, 2022.

Reason provided by the Company: the Board of Directors considered that the transaction, would accelerate the turnaround of the Elior Group and the Memorandum of Understanding is the result of the review of strategic options launched in July 2022.

Agreements already approved by the Annual General Meeting

Agreements previously authorized and entered into during the year

None.

Neuilly-sur-Seine and Paris-La Defense, December 22, 2022

The Statutory Auditors

PricewaterhouseCoopers Audit	Deloitte & Associés
Matthieu Moussy	Frédéric Gourd

5

INFORMATION ABOUT THE COMPANY AND ITS SHARE CAPITAL

5. INFORMATION ABOUT THE COMPANY AND ITS SHARE CAPITAL

5.1 INFORMATION ABOUT ELIOR GROUP SA

This section sets out:

(i) The main provisions of the Company's Bylaws as adopted on March 13, 2014 by way of a collective decision of the shareholders and subsequently updated, notably following the relocation of the Company's registered office, successive capital increases carried out on the exercise of stock options and the vesting of free shares, and a capital reduction following the cancellation of shares purchased under a share buyback mandate agreement.

(ii) The provisions of the Rules of Procedure, updated in accordance with the decisions taken by the Board of Directors on July 26, 2022.

The Bylaws were drawn up in accordance with the laws and regulations applicable to *sociétés anonymes* with a Board of Directors and governed by French law.

The Bylaws and Rules of Procedure are available on the Company's website (www.eliorgroup.com).

5.1.1 CORPORATE PURPOSES (ARTICLE 2 OF THE BYLAWS)

The Company's purposes, in any and all countries, are to:

- Act as a holding company for financial investments in any existing or future company, entity or enterprise, which may take any form.
- Provide contract and commercial catering services, directly or indirectly, worldwide, as well as to carry out any activities that are similar to, associated with or complementary to catering services; acquire, use, sell, or transfer to any company, any moveable or immovable assets; take part in any transactions or operations for the purpose of operating, managing and administering any business or entity; and purchase or lease any real estate required for the Company to achieve its corporate purposes.
- Lead and coordinate the entities of the Group by actively participating in the implementation of their strategies and providing them with specific services, notably for administrative, legal, accounting, financial or real estate matters

More generally, the Company is authorized to directly or indirectly conduct any and all transactions or operations of a legal, economic, financial, trading or non-trading nature that are directly or indirectly related to the corporate purposes set out above or to any similar, connected or complementary purposes that could contribute to the implementation or furtherance of said corporate purposes.

5.1.2 FISCAL YEAR (ARTICLE 22 OF THE BYLAWS)

The Company's fiscal year covers the 12-month period from October 1 to September 30 of each calendar year.

5.1.3 MANAGEMENT BODIES

5.1.3.1 Board of Directors (Articles 15 to 17 of the Bylaws)

The Board of Directors has adopted a set of rules of procedure (the "Rules of Procedure") that define the terms and conditions of its operation.

Article 1.3 of the Rules of Procedure provides that the Board of Directors' prior express consent (based on a straight majority vote) is required for certain strategic decisions, and that such decisions cannot be taken by the Chief Executive Officer or Deputy Chief Executive Officer(s) without said consent.

The decisions concerned are detailed in Chapter 3, "Corporate Governance – AFR", of this Universal Registration Document in Section 3.1, "Administrative and Management Bodies".

5.1.3.2 Membership Structure of the Board of Directors (Article 15 of the Bylaws and Article 2 of the Rules of Procedure)

The Company is administered by a Board of Directors comprising at least three and no more than eighteen members, except where otherwise permitted by law.

The Board of Directors seeks to have a balanced membership structure in terms of skills and diversity, and each member is required to meet the highest ethical standards. To this end, acting on the recommendation of the Nominations and Compensation Committee, the Board has adopted a specific procedure for selecting the Company's directors.

If the Company meets the conditions set out in Article L. 225-27-1 of the French Commercial Code, the Board of Directors must include one or two directors representing employees ("employee representative directors").

Employee representative directors are not taken into account for the purposes of either (i) determining the minimum and maximum number of directors on the Board as provided for in Article L. 225-17 of the French Commercial Code, or (ii) applying the first paragraph of Article L. 225-18-1 of said Code.

Directors are appointed, elected, re-elected or removed from office in accordance with the terms and conditions provided for in the applicable laws and regulations as well as in the Bylaws.

Pursuant to Article L. 225-27-1, III (2°) of the French Commercial Code, an employee representative director is appointed by the Group Works Council as provided for in Article L. 2331-1 of the French Labor Code.

If the number of directors elected by the Company's shareholders exceeds eight, a second employee representative director will be appointed based on the same process as for the first employee representative director, within six months of the ninth director being elected by the shareholders.

If the number of shareholder-elected directors subsequently falls to eight or less, the second employee representative director will continue their term of office until the end of that term but will not be re-appointed.

The number of shareholder-elected directors taken into consideration for determining how many employee representative directors the Company should have corresponds to the number in office at the date on which the employee representative director(s) is/are appointed.

If, for any reason, one or more seats of employee-representative directors fall(s) vacant, said seat(s) will be filled in accordance with the terms and conditions of Article L. 225-34 of the French Commercial Code.

If the Company no longer meets the conditions set out in Article L. 225-27-1 of the French Commercial Code that require the appointment of directors representing employees, the term(s) of office of the employee representative director(s) in office at that time will end six months after the meeting at which the Board places on record that the Company no longer meets said conditions.

Directors – including employee representative directors – have four-year terms. However, shareholders in an Ordinary General Meeting may elect certain directors (other than employee representative directors) for a term of less than four years, or, where relevant, reduce the term of one or more directors, in order to ensure that Board members are re-elected on a staggered basis.

Directors may be re-elected. They may be removed from office at any time by way of a decision taken in an Ordinary General Meeting.

No more than one third of the Board's members may be aged over 80. If this threshold is exceeded and no director aged over 80 resigns voluntarily, the oldest director on the Board will be deemed to have resigned. However, if the threshold is exceeded due to a decrease in the number of Board members, this automatic resignation provision will not apply, if, within a period of three months, new directors are elected such that the proportion of directors over the age of 80 returns to no more than one third of the Board's total members.

Directors may be individuals or legal entities. Legal entities elected to the Board are required to appoint a permanent representative who is subject to the same conditions and duties and has the same responsibilities as if they were a director in their own right – without prejudice to the joint and several liability of the legal entity they represent – and whose term of office is of the same duration as that of the legal entity they represent.

If a legal entity removes its permanent representative from office, it must immediately notify the Company thereof in writing and provide the Company with the details of its new permanent representative. The same requirements apply in the event of the death, resignation or prolonged incapacity of a permanent representative.

All directors, other than directors representing employees and directors representing employee shareholders, are subject to a minimum stock ownership requirement.

The Board uses its best efforts to ensure that at least half of its members are independent directors.

A director is deemed to be independent when they have no relationship of any kind whatsoever with the Company, the Group or the management of either that may affect their judgment or create a conflict of interests between the director and the Company, the Group or the management of either.

Consequently, an independent director is a director who:

- Is not, and has not been in any of the past five years:
  - an employee, officer or executive director of the Company;
  - an employee, officer or director of an entity that the Company consolidates;
  - an employee, officer or director of the parent of the Company or an entity consolidated by the Company's parent.
- Does not represent a shareholder that holds (directly or indirectly) over 10% of the Company's capital or voting rights.
- Is not an officer or executive director of an entity in which the Company holds a directorship, directly or indirectly, or in which an employee, officer or executive director of the Company (currently in office or who has held such office in the past five years) is a director.
- Is not, and does not have any direct or indirect ties with, a customer, supplier, commercial banker, investment banker or consultant:
  - that is material for the Company or for the Group; or
  - for which the Company or the Group represents a substantial proportion of its business.

  The assessment of whether or not any relationship that a director may have with the Company or Group is significant is debated by the Board of Directors and the quantifiable and qualitative criteria used for this assessment must be explicitly set out in the corporate governance report.

In addition, an independent director must not:

- Have close family ties with a director or officer of the Company or the Group or with a shareholder that owns (directly or indirectly) over 10% of the Company's capital or voting rights.
- Have served as a statutory auditor of the Company or another Group entity at any time in the past five years.
- Have served as a director of the Company for more than twelve years.
- Receive, or have received, material compensation from the Company or the Group, (other than directors' remuneration), including all forms of share-based payments and all other forms of performance-related compensation.

A non-executive director cannot be qualified as independent if they receive cash- or equity-settled variable compensation or any other form of performance- related compensation from the Company or another Group entity.

The Chairman of the Board may be deemed independent even if they are an officer of the Company, if this classification can be justified in view of the above criteria.

A list of the members of the Board of Directors is provided in Chapter 3, Section 3.1.3.1 of this Universal Registration Document, "Members of the Board of Directors".

5.1.3.3 Chairman of the Board of Directors (Article 17 of the Bylaws)

The Board of Directors appoints from among its members a Chairman, who must be an individual and whose term of office as Chairman may not exceed that of their term as a director. The Chairman's term may be renewed an unlimited number of times.

If the Chairman is temporarily unable to perform their duties, or in the event of their death, the Board of Directors may appoint another director to act as Chairman.

In the case of temporary unavailability, the acting Chairman will be appointed for a set period, which may be renewed. In the event of the Chairman's death, the acting Chairman will remain in office until such time as a new Chairman is appointed.

The age limit for the Chairman of the Board of Directors is 70. If a Chairman in office reaches the age of 70, their term of office will automatically expire at the close of the first Board meeting held after their 70th birthday.

The Chairman of the Board is responsible for (i) organizing and leading the Board's work, (ii) overseeing that the Company's governance structures function effectively, and (iii) ensuring that directors are able to fulfill their duties.

5.1.3.4 Senior Independent Director (Article 2.2 of the Rules of Procedure)

Based on the recommendation of the Nominations and Compensation Committee, the Board may appoint a Senior Independent Director from among the independent directors who have been a member of the Board for at least one year.

The Senior Independent Director is appointed for a period that may not exceed their term of office as a director. Their term as Senior Independent Director may be renewed based on the recommendation of the Nominations and Compensation Committee and they may be removed from office at any time by the Board of Directors.

The Senior Independent Director's main role is to ensure that the Company's governance structures function effectively.

To this end, they are responsible for:

- Preventing conflicts of interest by raising awareness about facts or circumstances that could lead to such conflicts, and managing any conflicts of interest that may occur.
- Informing the Board of any actual or potential conflicts of interest that may have been brought to their attention by a director or that they may have identified themselves.
- Overseeing the periodic assessments of the Board of Directors' operating procedures.

As part of their work, the Senior Independent Director may suggest to the Chairman of the Board of Directors:

- that additional points be included in a Board meeting agenda; and/or
- that the Board of Directors meet for the purpose of a specific agenda concerning an important or urgent matter requiring an extraordinary Board meeting.

The Senior Independent Director ensures that the directors have the possibility of meeting the Group's executive managers and Statutory Auditors, in accordance with the provisions of the Rules of Procedure.

More generally, the Senior Independent Director ensures that the directors receive all the information they need to exercise their duties in the best possible conditions, as stipulated in the Rules of Procedure.

Once a year, the Senior Independent Director reports on their work to the Board of Directors.

5.1.3.5 Vice Chairman of the Board (Article 2.3 of the Rules of Procedure)

The Board of Directors may appoint a Vice Chairman, who can be either an individual or a legal entity. The Vice Chairman is appointed for a period that may not exceed their term of office as a director and they may be reappointed. They may be removed from office at any time by the Board of Directors.

Unless decided otherwise by the Board of Directors (as provided for in Article 17 of the Bylaws), the Vice Chairman replaces the Chairman of the Board of Directors if the Chairman is temporarily unable to perform their duties or in the event of the Chairman's death. In the case of temporary unavailability, the Vice Chairman chairs the Board until the Chairman is able to take up their duties again. In the event of the Chairman's death, the Vice Chairman chairs the Board until a new Chairman is appointed.

Like the Chairman, the Vice Chairman's roles and responsibilities include the following:

- They are informed of major events that occur within the course of the Group's operations, during regular meetings with the Chairman and CEO.
- They may meet with the Group's key executives and make site visits in order to act on a fully-informed basis.
- They meet with shareholders at their request, and pass on to the Board any concerns the shareholders may have about the Company's governance.

As at the date of this Universal Registration Document, the Board of Directors has not appointed a Vice Chairman.

5.1.3.6 Board Committees (Article 16.4 of the Bylaws and Article 4 of the Rules of Procedure)

The Board of Directors may decide to set up committees tasked with examining issues submitted to it by the Board or its Chairman. The membership structure and roles of each of these committees – which perform their duties under the responsibility of the Board of Directors – are determined by the Board in its Rules of Procedure.

As at the date of this Universal Registration Document the Board of Directors has set up the following standing committees:

(i) An Audit Committee

(ii) A Nominations and Compensation Committee

(iii) A CSR Committee

5.1.3.7 Non-voting Directors (Article 19 of the Bylaws)

Shareholders in an Ordinary General Meeting may elect one or more non-voting directors for a term of up to four years.

Non-voting directors are called to Board meetings which they attend in a purely advisory capacity. They may or may not be shareholders and receive remuneration set by the Board of Directors. Their term of office ends at the close of the Annual General Meeting called in the year in which their term expires for the purpose of approving the financial statements for the previous year.

5.1.3.8 Operating Procedures of the Board of Directors (Article 16 of the Bylaws and Article 3 of the Rules of Procedure)

The Board of Directors meets as often as required in the interests of the Company. Board meetings may be called by any method, including verbally, by the Chairman of the Board or any other of its members. They are held at the Company's registered office or any other venue specified in the notice of meeting.

A Board meeting may be validly constituted, even if it is not called in advance, if all of the Board's members are present or represented. At least half of the Board's members must be present in order for a meeting to be validly constituted.

Decisions of the Board are generally made by a straight majority vote of the directors present or represented. However, the Rules of Procedure may provide that certain decisions require a larger majority. In the case of a split decision, the Chairman has a casting vote.

The Rules of Procedure specify that directors who take part in Board meetings by video-conference, or by any other form of telecommunications or remote transmission technology that complies with the technical conditions set down in the applicable laws and regulations, are considered as being physically present for the calculation of the quorum and voting majority.

Decisions falling within the sole remit of the Board of Directors, as provided for in the applicable regulations, may be taken by way of written consultation, in accordance with the conditions set out in Article 3.1 of the Rules of Procedure.

Directors may give proxy to another director to represent them at a Board meeting, but no director may hold more than one proxy at any single meeting.

5.1.3.9 Remuneration Paid to Members of the Board of Directors (Article 15 of the Bylaws and Article 3.5 of the Rules of Procedure)

The aggregate amount of basic remuneration allocated to directors for their role as Board members ("directors' remuneration") is set by shareholders at the Annual General Meeting in accordance with the compensation policy for directors as approved by the shareholders. The Board allocates said aggregate amount among its members based on the recommendation of the Nominations and Compensation Committee. The amount allocated to each director takes into account their actual attendance at meetings of the Board and its Committees.

An additional amount of directors' remuneration, or special compensation, may be paid to any director entrusted with specific duties or assignments, such as the role of Senior Independent Director. Any such payment of additional remuneration or special compensation is subject to the procedure applicable to regulated related party agreements.

5.1.4 EXECUTIVE MANAGEMENT (ARTICLE 18 OF THE BYLAWS)

5.1.4.1 Appointment of a Chief Executive Officer

The Company's executive management is performed either by the Chairman of the Board, in which case they are given the title of Chairman and CEO, or by another individual appointed by the Board – who may or may not be a Board member – and is given the title of Chief Executive Officer.

The Board of Directors may decide whether to separate or combine the duties of Chairman of the Board and Chief Executive Officer at any time, and must review the decision on the expiration of each term of office of the Chief Executive Officer or the Chairman when the Chairman is also responsible for the Company's executive management.

The duration of the term of office of the Chief Executive Officer and any Deputy Chief Executive Officer(s) appointed is set at the time of their appointment. However, if the Chief Executive Officer and/or the Deputy Chief Executive Officer(s) are also directors, said duration may not exceed that of their directorship.

The age limit for serving as Chief Executive Officer is 70. If a Chief Executive Officer turns 70 during their term of office, said term will automatically expire at the close of the first Board meeting held after their 70th birthday.

The Chief Executive Officer may be removed from office at any time by the Board of Directors, as may the Deputy Chief Executive Officer(s) if so recommended by the Chief Executive Officer. If the Chief Executive Officer is removed from office unfairly, they may be entitled to compensation unless they are also the Chairman of the Board of Directors.

If the Chief Executive Officer ceases to fulfill their duties or is unable to do so, unless otherwise decided by the Board of Directors the Deputy Chief Executive Officer(s) will remain in office and continue to exercise the same responsibilities until a new Chief Executive Officer is appointed.

The Board of Directors sets the compensation amounts for the Chief Executive Officer.

5.1.4.2 Powers of the Chief Executive Officer

The Chief Executive Officer has the broadest powers to act on behalf of the Company in all circumstances, within the scope of the corporate purposes, except for those powers directly vested by law in shareholders and the Board of Directors.

The Chief Executive Officer represents the Company in its dealings with third parties. In its relations with third parties, the Company is bound by any actions of the Chief Executive Officer that fall outside the scope of the Company's corporate purposes unless it can be demonstrated that the third party knew – or in light of the circumstances could not have been unaware – that such actions exceeded the remit of the corporate purposes. Publication of the Bylaws does not, in itself, constitute adequate proof thereof.

Decisions taken by the Board of Directors that restrict the Chief Executive Officer's powers are not binding on third parties. For internal purposes, certain strategic decisions cannot be taken by the Chief Executive Officer without the Board of Directors' prior express consent, given by a straight majority vote (See Chapter 3, Section 3.1.5, "Restrictions on the Chief Executive Officer's Powers").

The Chief Executive Officer and Deputy Chief Executive Officer(s) may, within the limits set down by law, delegate any of their powers that they deem fit to any representative(s) of their choice – even to representatives that do not form part of the Company – for said representative(s) to act individually or as part of a committee or commission, with or without the power of substitution, and subject to the restrictions provided for under the applicable law. Any such delegations of powers may be permanent or temporary and, where applicable, will remain in force even if the terms of office of the Chief Executive Officer or Deputy Chief Executive Officer(s) who granted them have expired.

5.1.4.3 Deputy Chief Executive Officers (Article 18 of the Bylaws)

On the recommendation of the Chief Executive Officer, the Board of Directors may appoint one or more Deputy Chief Executive Officer(s), who must be individuals rather than legal entities. The maximum number of Deputy Chief Executive Officers that may be appointed is five.

The age limit for holding office as Deputy Chief Executive Officer is 70. If a Deputy Chief Executive Officer reaches the age of 70 during their term of office, said term will automatically expire at the close of the first Board meeting held after their 70th birthday.

In agreement with the Chief Executive Officer, the Board of Directors determines the scope and duration of the powers vested in the Deputy Chief Executive Officer(s). The Deputy Chief Executive Officer(s) have the same powers as the Chief Executive Officer in their dealings with third parties.

The Board of Directors sets the compensation amounts for the Deputy Chief Executive Officer(s).

As at the date of this Universal Registration Document, the Company has not appointed any Deputy Chief Executive Officers.

5.1.5 RIGHTS, PRIVILEGES AND RESTRICTIONS ATTACHED TO SHARES

5.1.5.1 Form of Shares (Article 9 of the Bylaws)

Fully paid-up shares may be held in registered or bearer form, at the shareholder's discretion, in accordance with the terms and conditions provided for in the applicable laws and regulations.

5.1.5.2 Voting Rights (Article 10 of the Bylaws)

Each share carries the right for its holder to vote – either directly or by proxy – at General Shareholders' Meetings, in accordance with the applicable laws and the Bylaws. None of the Company's shares carry double voting rights.

5.1.5.3 Rights to Dividends and Profits (Article 10 of the Bylaws)

Subject to the rights allocated to each separate class of shares, if any different classes of shares are subsequently created, each share entitles its holder to a portion of the Company's profits and assets equal to the proportion of capital represented by the share.

Shareholders are liable for losses only up to the amount of their capital contributions.

The rights and duties attached to shares are transferred with title to the shares. Share ownership automatically requires shareholders to comply with the Company's Bylaws and the decisions taken in General Shareholders' Meetings.

Where a shareholder is required to own a specific number of shares to exercise a particular right, shareholders owning fewer than the number of shares required to exercise the rights concerned are personally responsible for obtaining said number.

5.1.5.4 Pre-emptive Subscription Rights

The Company's shares carry pre-emptive subscription rights for capital increases, in accordance with the terms and conditions provided for in the French Commercial Code.

5.1.5.5 Restrictions on Voting Rights

The Bylaws do not contain any clauses that restrict the voting rights attached to the Company's shares.

5.1.6 AMENDMENTS TO THE RIGHTS OF SHAREHOLDERS (ARTICLE 20.6 OF THE BYLAWS)

Shareholder rights as set out in the Company's Bylaws may only be amended at an Extraordinary General Meeting. However, an Extraordinary General Meeting may only take decisions that increase shareholders' commitments or affect their equal treatment if unanimously agreed by all of the shareholders, other than in the case of operations resulting from a properly performed reverse stock split.

5.1.7 GENERAL SHAREHOLDERS' MEETINGS (ARTICLE 20 OF THE BYLAWS)

General Shareholders' Meetings are called and held in accordance with the terms, conditions and timeframes provided for by law, either at the Company's registered office or any other venue specified in the notice of meeting.

5.1.7.1 Attending and Voting at General Shareholders' Meetings

All shareholders are entitled to participate in General Shareholders' Meetings, either in person or by proxy.

Prior to each meeting, the Board of Directors may decide that shareholders may participate in the meeting via video-conference or any other form of telecommunications or remote transmission technology that enable them to be identified in accordance with the conditions provided for in the applicable laws and regulations, in which case they are deemed as being physically present for the purpose of calculating the quorum and voting majority. In such a case, the Board's decision must be published in the notice of meeting.

Any shareholder may vote remotely or by proxy as provided for in the applicable laws and regulations, using a form drawn up by the Company and returned to the Company in accordance with the terms and conditions of the applicable laws and regulations, including electronically or by remote transmission (if so decided by the Board of Directors). This form must be received by the Company in accordance with the applicable regulatory terms and conditions in order for it to be taken into account.

5.1.7.2 Organization of General Shareholders' Meetings

The agenda of each General Shareholders' Meeting is drawn up by the person who issues the notice of meeting and is included in said notice.

Shareholders may not deliberate on any issues that are not included in the agenda of a General Shareholders' Meeting. However, as an exception to this rule, shareholders are always entitled to deliberate on removing one or more directors from office and electing their replacement(s).

One or more shareholders whose shareholding represents at least the proportion of the Company's capital required by law may put forward resolutions to be included in the agenda of a General Shareholders' Meeting, in accordance with the terms, conditions and timeframes provided for by law.

An attendance register containing all of the information provided for by law is kept for each General Shareholders' Meeting.

General Shareholders' Meetings are chaired by the Chairman of the Board of Directors or, in their absence, by a director specifically authorized by the Board of Directors to act in the capacity of Chairman. Failing that, the General Shareholders' Meeting elects its own Chairman.

The role of scrutineers at a General Shareholders' Meeting is carried out by the two shareholders present at the Meeting who hold or represent the largest number of voting rights and who agree to take on the role.

The meeting officers thus appointed then appoint a secretary, who may or may not be a shareholder.

The meeting officers are responsible for checking, certifying and signing the attendance register, ensuring that discussions during the Meeting take place in an appropriate manner, dealing with any incidents that may arise during the Meeting, checking the votes of the shareholders and verifying that they are properly cast, as well as ensuring that the minutes of the Meeting are drawn up.

Minutes are prepared for each General Shareholders' Meeting and copies or extracts thereof are certified and issued in accordance with the applicable laws and regulations.

5.1.8 ARTICLES OF THE BYLAWS OR THE RULES OF PROCEDURE THAT COULD HAVE AN IMPACT IN THE EVENT OF A CHANGE IN CONTROL

There are no clauses in the Company's Bylaws or the Rules of Procedure that could have the effect of delaying, deferring or preventing a change in control of the Company.

5.1.9 IDENTIFICATION OF SHAREHOLDERS AND DISCLOSURE THRESHOLDS

5.1.9.1 Identification of Shareholders (Article 13 of the Bylaws)

The Company uses available legal procedures to identify its shareholders.

To this end, the Company may request, at any time, in accordance with the applicable laws and regulations, information on the name (or corporate name), address and nationality of holders of bearer shares and other securities carrying immediate or deferred rights to vote at General Shareholders' Meetings, as well as the number of securities held in each case and any restrictions applicable to the securities.

5.1.9.2 Disclosure Thresholds (Article 14 of the Bylaws)

In addition to the disclosures required by law, any person or legal entity, acting alone or in concert within the meaning of Articles L. 233-10 *et seq.* of the French Commercial Code, that comes to own, directly or indirectly, a number of shares representing at least 1% of the Company's total shares or voting rights, is required to disclose the interest to the Company by registered letter with recorded delivery, before the close of the fifth trading day following the threshold being crossed. This disclosure requirement applies each time the shareholder's interest exceeds any further multiples of 1% of the Company's total shares or voting rights. The same disclosure formalities must also be followed each time a shareholder's interest is reduced to below any 1% threshold as explained above.

All of the forms of shareholding covered by Articles L. 233-7 *et seq.* of the French Commercial Code must be taken into account for the calculation of the above-mentioned thresholds.

Such disclosures must contain all of the information required pursuant to the applicable laws and regulations.

If a shareholder fails to comply with these disclosure rules, at the request of one or more shareholders with combined holdings representing at least 3% of the Company's capital or voting rights, the shares in excess of the threshold concerned will be stripped of voting rights, in accordance with the conditions and subject to the limits set down by law.

See Section 5.3.1 below for details of the disclosure thresholds crossed during fiscal 2021-2022.

5.1.10 SPECIFIC PROVISIONS GOVERNING CHANGES IN THE COMPANY'S SHARE CAPITAL

There are no specific provisions in the Company's Bylaws governing changes in its share capital. Article 7 of the Bylaws simply provides that the Company's capital may be increased, reduced or redeemed in accordance with the terms and conditions provided for under law and the Bylaws.

5.1.11 RULES APPLICABLE TO AMENDMENTS TO THE BYLAWS

The Bylaws may be amended in accordance with the applicable regulations.

5.2 INFORMATION ABOUT THE SHARE CAPITAL – AFR

5.2.1 ISSUED CAPITAL AND AUTHORIZED BUT UNISSUED CAPITAL

At November 30, 2022, the Company's share capital amounted to €1,724,442.29 represented by 172,444,229 fully-paid shares, all of the same class, with a par value of €0.01 each. To the best of the Company's knowledge, no pledges have been made over a significant portion of its share capital.

The table below shows the shareholder authorizations granted to the Board of Directors for the purpose of increasing or reducing the Company's capital and which are in effect as at the date of this Universal Registration Document.

Date of AGM	Resolution number	Description of authorization granted to the Board of Directors	Utilization
February 28, 2022	**18**	**Type of authorization**: To issue shares and/or other securities with pre-emptive subscription rights for existing shareholders. **Securities concerned:** shares, equity securities carrying rights to other equity securities or to the allocation of debt securities, and/or any other securities carrying rights to new shares of the Company or, as authorized by Article L. 228-93 of the French Commercial Code, of any entity in which the Company directly or indirectly holds over half of the capital. **Duration**: 26 months.	As at the date of this Universal Registration Document this authorization had not been used.

		Maximum nominal amount of capital increase(s): €517,000 (for information purposes, representing approximately 30% of the Company's share capital at the date the resolutions were drafted). This amount constitutes a blanket ceiling that also covers any capital increases carried out under the 19th, 20th, 22nd and 24th resolutions of the February 28, 2022 AGM or any other resolution adopted for the same purpose at a previous AGM still in effect at the close of the February 28, 2022 AGM (apart from resolutions that provide for a stand-alone ceiling). **Maximum nominal amount of debt securities**: €600 million. This amount constitutes a blanket ceiling that also covers any debt securities issued under the 19th and 20th resolutions of the February 28, 2022 AGM. If a third party launches a public offer for the Company's securities, the Board of Directors will not be able to use this authorization during the offer period without the express prior approval of shareholders in a General Meeting. This authorization superseded the unused portion of the authorization given for the same purpose in the 13th resolution of the February 26, 2021 AGM.	
February 28, 2022	**19**	**Type of authorization:** to issue shares and/or other securities, without pre-emptive subscription rights for existing shareholders but with a compulsory priority subscription period for such shareholders, by way of a public offer (other than an offer as defined in section 1 of Article L. 411-2 of the French Monetary and Financial Code). **Securities concerned**: shares, equity securities carrying rights to other equity securities or to the allocation of debt securities, and/or any other securities carrying rights to new shares of the Company or of any entity in which the Company directly or indirectly holds over half of the capital. **Duration**: 26 months. **Maximum nominal amount of capital increase(s):** €344,000 (for information purposes, representing approximately 20% of the Company's share capital at the date the resolutions were drafted). This amount constitutes a sub-ceiling that also covers any capital increases carried out under the 20th and 22nd resolutions of the February 28, 2022 AGM or any other resolution adopted for the same purpose at a previous AGM still in effect at the close of the February 28, 2022 AGM (apart from resolutions that provide for a stand-alone ceiling). The nominal amount of any capital increase(s) carried out under this resolution will be included in the blanket ceiling on capital increases set in the 18th resolution of the February 28, 2022 AGM or in any other blanket ceiling set in a resolution adopted for the same purpose and applicable during the period that this resolution is valid. **Maximum nominal amount of debt securities**: €300 million. This amount constitutes a blanket ceiling that also covers any debt securities issued under the 20th resolution of the February 28, 2022 AGM.	As at the date of this Universal Registration Document this authorization had not been used.

		The nominal amount of any debt securities issued under this resolution will be included in the blanket ceiling on debt security issues set in the 18th resolution of the February 28, 2022 AGM. **Issue price**: at least equal to: (i) the weighted average of the prices quoted for the Company's shares on Euronext Paris over the three trading days preceding the start of the offer period, less a discount of no more than 10%; or (ii) the weighted average of the prices quoted for the Company's shares on Euronext Paris over the two trading days preceding the pricing date, less a discount of no more than 10% as provided for in the 21st resolution of the February 28, 2022 AGM (subject to a ceiling of 10% of the Company's capital per year). If a third party launches a public offer for the Company's securities, the Board of Directors may not use this authorization during the offer period without the express prior approval of shareholders in a General Meeting. This authorization superseded the unused portion of the authorization given for the same purpose in the 14th resolution of the February 26, 2021 AGM.	
February 28, 2022	**20**	**Type of authorization:** to increase the Company's capital, without pre-emptive subscription rights for existing shareholders, by way of an offer as defined in section 1 of Article L. 411-2 of the French Monetary and Financial Code. **Securities concerned**: ordinary shares, and/or ordinary shares carrying rights to the allocation of other ordinary shares or debt securities, and/or securities carrying rights to new ordinary shares, of the Company or of any entity in which the Company directly or indirectly holds over half of the capital. **Duration**: 26 months. **Maximum nominal amount of capital increase(s):** €172,000 (for information purposes, representing approximately 10% of the Company's share capital at the date the resolutions were drafted). The nominal amount of any capital increase(s) carried out under this resolution will be included in (i) the sub-ceiling on capital increases set in the 19th resolution of the February 28, 2022 AGM or any other sub-ceiling set in a resolution adopted for the same purpose and applicable during the period that this resolution is valid, and (ii) the blanket ceiling on capital increases set in the 18th resolution of the February 28, 2022 AGM or any other blanket ceiling set in a resolution adopted for the same purpose and applicable during the period that this resolution is valid. In addition, the maximum aggregate nominal amount set in this authorization constitutes an overall sub-ceiling covering any capital increases carried out under the 22nd resolution of the February 28, 2022 AGM or any other resolution adopted for the same purpose at a previous AGM that was still in effect at the close of the February 28, 2022 AGM (apart from resolutions that provide for a stand-alone ceiling). **Maximum nominal amount of debt securities**: €300 million	As at the date of this Universal Registration Document this authorization had not been used.

		The nominal amount of any debt securities issued under this resolution will be included in (i) the blanket ceiling on debt security issues set in the 18th resolution of the February 28, 2022 AGM and (ii) the sub-ceiling on debt security issues set in the 19th resolution of said AGM. **Issue price**: at least equal to: (iii) the weighted average of the prices quoted for the Company's shares on Euronext Paris over the three trading days preceding the start of the offer period, less a discount of no more than 10%; or (iv) the weighted average of the prices quoted for the Company's shares on Euronext Paris over the two trading days preceding the pricing date, less a discount of no more than 10% as provided for in the 21st resolution of the February 28, 2022 AGM (subject to a ceiling of 10% of the Company's capital per year). If a third party launches a public offer for the Company's securities, the Board of Directors will not be able to use this authorization during the offer period without the express prior approval of shareholders in a General Meeting. This authorization superseded the unused portion of the authorization given for the same purpose in the 15th resolution of the February 26, 2021 AGM.	
February 28, 2022	**21**	**Type of authorization**: to set the issue price for issues carried out without pre-emptive subscription rights for existing shareholders under the 19th and 20th resolutions **Duration**: 26 months. **Ceiling**: 10% of the Company's share capital per year. **Pricing condition:** the issue price set must be at least equal to the weighted average of the prices quoted for the Company's shares over the two trading days preceding the pricing date, less a discount of no more than 10%. If a third party launches a public offer for the Company's securities, the Board of Directors will not be able to use this authorization during the offer period without the express prior approval of shareholders in a General Meeting. This authorization superseded the unused portion of the authorization given for the same purpose in the 21st resolution of the February 26, 2021 AGM.	As at the date of this Universal Registration Document this authorization had not been used.
February 28, 2022	**22**	**Type of authorization:** to issue shares and/or other securities in payment for shares and/or other securities in another company contributed to the Company in transactions other than public exchange offers. **Duration**: 26 months. **Maximum nominal amount of capital increase(s):** 10% of the Company's share capital. The nominal amount of any capital increase(s) carried out under this resolution will also be included in (i) the sub-ceiling on capital increases set in the 19th resolution of the February 28, 2022 AGM or any other sub-ceiling set in a resolution adopted for the same purpose and applicable during the period that this resolution is valid, (ii) the sub-ceiling on capital increases set in the 20th resolution of the February 28,	As at the date of this Universal Registration Document this authorization had not been used.

		2022 AGM or any other sub-ceiling set in a resolution adopted for the same purpose and applicable during the period that this resolution is valid, and (iii) the blanket ceiling on capital increases set in the 18th resolution of the February 28, 2022 AGM or any other blanket ceiling set in a resolution adopted for the same purpose and applicable during the period that this resolution is valid. If a third party launches a public offer for the Company's securities, the Board of Directors will not be able to use this authorization during the offer period without the express prior approval of shareholders in a General Meeting. This authorization superseded the unused portion of the authorization given for the same purpose in the 20th resolution of the March 20, 2020 AGM.	
February 28, 2022	**23**	**Type of authorization:** to increase the Company's capital by capitalizing reserves, profit, the share premium account or other eligible items (in the form of bonus share issues and/or increases in the par value of existing shares). **Duration**: 26 months. **Maximum nominal amount of capital increase(s)**: the amount of available reserves. This amount constitutes a stand-alone ceiling and does not include the par value of any additional shares that may be issued or the amount of any adjustments that may be made pursuant to the applicable law and regulations and any contractual stipulations in order to protect the rights of existing holders of securities or other rights to the Company's shares. This authorization superseded the unused portion of the authorization given for the same purpose in the 16th resolution of the February 26, 2021 AGM.	As at the date of this Universal Registration Document this authorization had not been used.
February 28, 2022	**25**	**Type of authorization**: To reduce the Company's capital by canceling shares. **Duration**: 24 months. **Ceiling**: 10% of the Company's capital per 24-month period. This authorization superseded the unused portion of the authorization given for the same purpose in the 20th resolution of the February 26, 2021 AGM.	As at the date of this Universal Registration Document this authorization had not been used.
February 26, 2021	**18**	**Type of authorization**: To grant new or existing shares free of consideration, automatically entailing the waiver of pre-emptive subscription rights for existing shareholders. **Duration**: 24 months. **Ceiling**: 2.6% of the Company's share capital as at the grant date. The aggregate number of free shares that may be granted to the Company's officers may not represent more than 30% of the total number of free shares granted by the Board of Directors under this resolution, and the vesting of the free shares granted to officers must be contingent on (i) the beneficiary still being a member of the Group at the vesting date, and (ii) the achievement of performance conditions.	This authorization was used on April 6, 2021 to grant free shares representing 1.6% of the Company's capital and on May 4, 2022 to grant free shares representing 1% of the Company's capital (see Chapter 3, Section 3.1.7.4.7).

		This authorization superseded the unused portion of the authorization given for the same purpose in the 21st resolution of the March 22, 2019 AGM.	

5.2.2 SHARES NOT REPRESENTING CAPITAL

The Company has not issued any shares that do not represent capital.

5.2.3 TREASURY SHARES, OWN SHARES AND SHARE BUYBACK PROGRAMS

5.2.3.1 Share Buyback Authorizations

On February 28, 2022, the Company's shareholders granted the Board an eighteen-month authorization to carry out a share buyback program in accordance with Articles L. 22-10-62 *et seq.* and L. 225-210 *et seq.* of the French Commercial Code. Under this authorization – which superseded that given for the same purpose at the February 26, 2021 AGM – the maximum amount that may be invested in the buyback program is €172 million (net of transaction expenses) and the number of shares that may be bought back may not exceed 10% of the total number of shares making up the Company's capital. The maximum per-share repurchase price under the program was set at €10 (excluding transaction costs).

This authorization provides that the shares can be purchased at any time – except during a public offer launched by a third party for the Company's shares – within the limits specified in the applicable laws and regulations and by any authorized methods, for any of the following purposes:

- To cancel all or some of the purchased shares in connection with a capital reduction carried out in accordance with either (i) the authorization granted by the shareholders in the twentieth resolution of the February 26, 2021 AGM, or (ii) the authorization granted by the shareholders in the twenty-fifth resolution of the February 28, 2022 AGM.
- To be held and subsequently used in exchange or as payment in connection with any mergers, demergers, asset contributions or external growth transactions, provided that the number of shares used for such transactions does not exceed 5% of the Company's capital.
- For allocation on exercise of rights attached to securities redeemable, convertible, exchangeable or otherwise exercisable for the Company's shares.
- To hedge the risks arising on the Company's financial instrument obligations, particularly the risk of fluctuations in the Elior Group share price.
- To allocate shares for the implementation of (i) stock option plans, (ii) free share plans, (iii) employee share ownership plans, in operations complying with Articles L. 3331-1 *et seq.* of the French Labor Code, and/or (iv) grants of shares to employees and/or officers of the Company or of any related entities and economic interest groupings.
- To maintain a liquid market for the Company's shares under a liquidity contract entered into with an investment services provider that complies with the practices authorized by the applicable regulations.
- To carry out any transactions or market practices currently authorized or that may be authorized in the future under the applicable laws and regulations, including the regulations of the AMF.

Use of share buyback authorizations

1/ By way of a decision on March 1, 2022, the Company's Board of Directors used the authorization granted by the shareholders on February 28, 2022 to set up a share buyback program. The purpose of the program is to maintain a liquid market in the Company's shares under a liquidity contract entered into with Oddo BHF and Natixis that complies with the practices authorized by the applicable regulations. A total of €453,536.03 has been allocated to this contract (including 183,144 shares at the closing price of €1.891 and available cash of €107,210.73).

From October 1, 2021 through September 30, 2022, the Company carried out the following transactions under the liquidity contract:

- the purchase of 2,413,776 Elior Group shares for an aggregate €9,454,272.68, at an average per-share price of €3.92; and
- the sale of 2,315,198 Elior Group shares for an aggregate €9,011,415.08, at an average per-share price of €3.89.

At September 30, 2022, the Company's liquidity account comprised 183,144 shares.

The Company has not carried out any share buybacks since February 28, 2022 other than in connection with the liquidity contract.

5.2.3.2 Report on the share buyback program

Summary of purchases and sales of Elior Group shares carried out by the Company during fiscal 2021-2022

Number of shares purchased	2,413,776
Average per-share purchase price	€3.92
Number of shares sold	2,315,198
Average per-share sale price	€3.89
Transaction costs	€0
Number of shares held in treasury at September 30, 2022	183,327
Percentage of the Company's capital represented by treasury shares at September 30, 2022	0.16%
Carrying amount of treasury shares held at September 30, 2022	€ 346,325
Value of treasury shares held at September 30, 2022 measured based on purchase price	€ 346,488
Nominal value of treasury shares held at September 30, 2022 broken down by purpose of holding the shares: - for cancellation - for payment or exchange in connection with external growth transactions - for allocation on exercise of rights attached to securities redeemable, convertible, exchangeable or otherwise exercisable for the Company's shares - for hedging the risks arising on the Company's obligations relating to financial instruments, particularly the risk of fluctuations in the Elior Group share price - for allocation on the implementation of employee share ownership plans - for maintaining a liquid market for the Company's shares	0 €1.83 0 0 0 €1,831.44
Number of shares used broken down by purpose: - cancellation - payment or exchange in connection with external growth transactions - allocation on exercise of rights attached to securities redeemable, convertible, exchangeable or otherwise exercisable for the Company's shares - hedging the risks arising on the Company's obligations relating to financial instruments, particularly the risk of fluctuations in the Elior Group share price - allocation on the implementation of employee share ownership plans - maintaining a liquid market for the Company's shares	0 0 0 0 0 4,728,974

The Company has not carried out any share buybacks since February 28, 2022 other than in connection with the liquidity contract described in Section 5.2.3.1 above.

The shares held in treasury at September 30, 2022 are intended to be used for the following purposes: 183,144 shares for maintaining a liquid market for the Company's shares and the few remaining shares (183) for payment or exchange in connection with external growth transactions.

No treasury shares were reallocated from one purpose to another during 2021-2022.

5.2.3.3 Share Equivalents

As at the date of this Universal Registration Document, the Company has not granted any stock options or performance shares other than those under the plans described in Chapter 3, Section 3.1.7.3.6 of this Universal Registration Document. The Company does not have any other share equivalents.

5.2.4 INFORMATION ABOUT, AND THE TERMS OF, ANY ACQUISITION RIGHTS OR OBLIGATIONS OVER AUTHORIZED BUT UNISSUED CAPITAL

N/A.

5.2.5 INFORMATION ABOUT THE SHARE CAPITAL OF ANY GROUP ENTITY WHICH IS UNDER OPTION OR AGREED TO BE PUT UNDER OPTION

N/A.

5.2.6 SIGNIFICANT CHANGES IN SHARE CAPITAL

Date	Transaction type	Increase/(decrease) in share capital (in €)		New share capital (in €)	New number of shares
		Per-share par value	Total amount (including premium)		
Dec. 5, 2019	Allocation of free shares	0.01	422.43	1,783,613.89	178,361,389
Dec. 6, 2019	Capital reduction by canceling shares purchased under a share buyback program	0.01	42,685.50	1,740,928.39	174,092,839
March 11, 2020	Exercise of stock options and allocation of free shares	0.01	324.29	1,741,252.68	174,125,268
Oct. 27, 2020	Exercise of stock options and allocation of free shares	0.01	225.55	1,741,478.23	174,147,823
Sept. 23, 2021	Capital reduction by canceling shares purchased under a share buyback program	0.01	17,035.94	1,724,442.29	172,444,229

The main changes in the Company's share capital during the past three fiscal years were as follows:

A capital increase carried out on December 5, 2019 following the allocation of free shares under the 2017/1 plan described in Chapter 3, Section 3.1.7.4.7 of this Universal Registration Document.

A capital reduction carried out on December 6, 2019 by canceling shares purchased under a share buyback program authorized at Elior Group's Annual General Meeting of March 22, 2019.

A capital increase carried out on March 11, 2020 following the exercise of stock options and allocation of free shares under the 2016/1 and 2016/2 plans described in Note 7.19.2 of the Consolidated Financial Statements of this Universal Registration Document.

A capital increase carried out on October 27, 2020 following the exercise of stock options and allocation of free shares under the 2016/2 plan described in Note 7.19.2 of the Consolidated Financial Statements of this Universal Registration Document.

A capital reduction carried out on September 23, 2021 by canceling shares purchased under a share buyback program authorized at Elior Group's Annual General Meeting on February 26, 2021 (as described in Chapter 5, Section 5.2.3.1 of the 2020-2021 Universal Registration Document).

5.3 THE COMPANY'S OWNERSHIP STRUCTURE – AFR

5.3.1 OWNERSHIP STRUCTURE AT NOVEMBER 30, 2022 AND CHANGES IN OWNERSHIP STRUCTURE DURING FISCAL 2021-2022 AND UP UNTIL NOVEMBER 30, 2022

At November 30, 2022 the Company's ownership structure was as follows:

Shareholder	Shares making up the Company's capital		Theoretical voting rights		Voting rights exercisable in AGMs	
	Number	%	Number	%	Number	%
Derichebourg[1]	42,001,000	24.36%	42,001,000	24.36%	42,001,000	24.36%
BDL Capital Management	13,645,623	7.91 %	13,645,623	7.91 %	13,645,623	7.91 %
Permian Investment Partners	11,332,133	6.57 %	11,332,133	6.57 %	11,332,133	6.57 %
FSP	9,050,000	5.25%	9,050,000	5.25%	9,050,000	5.25%
Emesa[2]	8,752,223	5.08%	8,752,223	5.08%	8,752,223	5.08%
Free float[3]	87,603,231	50.83 %	87,603,231	50.83 %	87,603,231	50.83 %
Treasury shares	60,019	NM	60,019	NM	N/A	N/A
TOTAL	**172,444,229**	**100.00%**	**172,444,229**	**100.00%**	**172,384,210**[4]	**100.00%**

(1) Total of the shares held by Derichebourg SA (42,000,000 shares) and Derichebourg Environnement (1,000 shares) as of the date of this document.
(2) Total of the shares held by Emesa Private Equity (8,751,223 shares) and Emesa Corporación Empresarial (1,000 shares).
(3) O/w shares held by employees: 0.36% of the Company's capital held under employee share ownership plans and the portion held by employees
(4) Theoretical voting rights less voting rights attached to treasury shares.

As far as the Company is aware, there are no other shareholders that directly or indirectly, alone or in concert, own over 5% of the Company's capital or voting rights.

To the best of the Company's knowledge, there have been no significant changes in the Company's ownership structure since November 30, 2022.

Disclosure thresholds (as specified in the applicable laws and/or the Company's Bylaws)

In accordance with Article L. 233-7 of the French Commercial Code, any person or legal entity acting alone or in concert must inform the Company and the AMF when their direct or indirect holding of shares or voting rights in Elior Group (or other interests treated in the same way as such shares or voting rights pursuant to Article L. 233-9 of the French Commercial Code) rises to above, or is reduced to below, 5%, 10%, 15%, 20%, 25%, 30%, one third, 50%, two thirds, 90% or 95% of the Company's capital or theoretical voting rights, within four days of the corresponding threshold being crossed.

In addition, the Company's Bylaws provide that any person or legal entity, acting alone or in concert within the meaning of Articles L. 233-10 *et seq.* of the French Commercial Code, that comes to own, directly or indirectly, a number of shares representing at least 1% of the Company's total shares or voting rights, is required to disclose the interest to the Company by registered letter with recorded delivery, before the close of trading on the fifth trading day following the threshold being crossed. This disclosure requirement applies each time the shareholder's interest exceeds any further multiples of 1% of the Company's total shares or voting rights. The same disclosure formalities and five-day timeframe must also be followed each time a shareholder's interest is reduced to below any 1% threshold.

All of the forms of shareholding covered by Articles L. 233-7 *et seq.* of the French Commercial Code must be taken into account for the calculation of the above-mentioned thresholds.

If a shareholder fails to comply with these disclosure rules, at the request of one or more shareholders with combined holdings representing at least 3% of the

Company's capital or voting rights, the shares in excess of the threshold concerned will be stripped of voting rights, in accordance with the conditions and subject to the limits set down by law.

To the best of the Company's knowledge, no shareholders other than those listed below informed the Company that they had crossed, either directly or indirectly, any of the disclosure thresholds provided by law during fiscal 2021-2022 and up until November 30, 2022.

		Disclosure threshold				
Entity	**Disclosure date**	**Provided for in the Bylaws**	**Provided for in the applicable laws**	**Increase/decrease in holding**	**% capital**	**% voting rights**
FMR LLC	October 6, 2021 (AMF notice 221C2617)	10%	10%[1]	Increase	10.09%	10.09%
Credit Agricole S.A	October 25, 2021 (AMF notice 221C2857)	5-6-7%	5%	Increase	7.23%	7.23%
FMR LLC	November 17, 2021 (AMF notice 221C3153)	10%	10%	Decrease	9.99%	9.99%
Credit Agricole SA	January 27, 2022 (AMF notice 222C0233)	5-4-3-2-1%	5%	Decrease	0.01%	0.01%
Wellington Management Group LLP	January 28, 2022 (AMF notice 222C0241)	5%	5%	Decrease	4.99%	4.99%
Fidelity Management & Research Company LLC	March 17, 2022 (AMF notice 222C0632)	5%	5%	Decrease	4.89%	4.89%
Derichebourg	May 20, 2022 (AMF notice 222C1194)	5 6 7 8 9 10 11 12 13 14 15 16 17 18 19%	5 10 15%[2]	Increase	19.58%	19.58%
Derichebourg	May 30, 2022 (AMF notice 222C1303)	20%	20%[3]	Increase	20.57%	20.57%
FMR LLC	May 30, 2022 (AMF notice 222C1280)	5%	5%	Decrease	4.72%	4.72%
BIM	June 28, 2022	18 17 16 15 14 13	15 10 5%	Decrease	3.87%	3.87%

Entity	Disclosure date	Disclosure threshold: Provided for in the Bylaws	Disclosure threshold: Provided for in the applicable laws	Increase/decrease in holding	% capital	% voting rights
	(AMF notice 222C1654)	12 11 10 9 8 7 6 5 4%				

(1) When this disclosure threshold notice was issued, the following statement of intention was made (AMF notice 221C2617): "The acquisition of Elior Group shares by FMR LLC on behalf of funds and accounts that it manages fall within the scope of FMR LLC's routine business of portfolio management and was carried out with no intention of implementing any particular strategy with regard to Elior Group nor to exercise any specific influence over Elior Group's management. FMR LLC is not acting in concert with any third party and does not have any intention to take over control of Elior Group nor to ask for the appointment of itself or any other person(s) as a director or member of the Management Board or Supervisory Board of Elior Group."

(2) When this disclosure threshold notice was issued, the following statement of intention was made (AMF notice 222C1194): "In accordance with paragraph VII of Article L. 233-7 of the French Commercial Code and paragraph I of Article 223-17 of the AMF's General Regulations, Derichebourg hereby states the objectives that it intends to pursue in relation to Elior Group for the coming six months. It therefore states that:

- The acquisitions of the Elior Group shares that have resulted in the disclosure thresholds being exceeded were financed through the use of available cash and that Derichebourg's interest in Elior Group does not comprise any borrowed shares.
- Derichebourg is acting alone and not in concert with any third party.
- It envisages raising its interest in Elior Group depending on market conditions and opportunities but without exceeding 30% of Elior Group's capital or voting rights.
- It does not intend to take over control of Elior Group.
- Its investment in Elior Group demonstrates (i) the confidence it has in Elior Group's business development capacity and (ii) that it is backing Elior Group's strategy in both the contract catering and services sectors.
- It does not plan to carry out any of the operations or transactions listed in Article L. 223-17 I, 6°of the AMF's General Regulations.
- It is not party to any of the agreements and does not hold any of the financial instruments listed in 4° et 4° bis of section I of Article L. 233-9 of the French Commercial Code.
- It has not entered into any temporary transfer agreements related to Elior Group shares and/or voting rights.
- In order to take into account Elior Group's new ownership structure following the completion of Derichebourg's acquisition of 14.7% of Elior Group's capital and voting rights, Derichebourg will request that two members representing Derichebourg be appointed to Elior Group's Board of Directors."

(3) When this disclosure threshold notice was issued, the following statement of intention was made (AMF notice 222C1303): "In accordance with paragraph VII of Article L. 233-7 of the French Commercial Code and paragraph I of Article 223-17 of the AMF's General Regulations, Derichebourg hereby states the objectives that it intends to pursue in relation to Elior Group for the coming six months. It therefore states that:

- The acquisitions of the Elior Group shares that resulted in the disclosure thresholds being exceeded were financed through the use of available cash and that Derichebourg's interest in Elior Group does not comprise any borrowed shares.
- Derichebourg is acting alone and not in concert with any third party.
- It envisages raising its interest in Elior Group depending on market conditions and opportunities but without exceeding 30% of Elior Group's capital or voting rights.
- It does not intend to take over control of Elior Group.
- Its investment in Elior Group demonstrates (i) the confidence it has in Elior Group's business development capacity and (ii) that it is backing Elior Group's strategy in both the contract catering and services sectors.
- It does not plan to carry out any of the operations or transactions listed in Article L. 223-17 I, 6°of the AMF's General Regulations.
- It is not party to any of the agreements and does not hold any of the financial instruments listed in 4° et 4° bis of section I of Article L. 233-9 of the French Commercial Code.
- It has not entered into any temporary transfer agreements related to Elior Group shares and/or voting rights.

- In order to take into account Elior Group's new ownership structure following the completion of Derichebourg's acquisition of 14.7% of Elior Group's capital and voting rights, Derichebourg will request that two members representing Derichebourg be appointed to Elior Group's Board of Directors."

5.3.2 OWNERSHIP STRUCTURE AT NOVEMBER 30, 2021 AND CHANGES IN OWNERSHIP STRUCTURE DURING FISCAL 2020-2021 AND UP UNTIL NOVEMBER 30, 2021

At November 30, 2021 the Company's ownership structure was as follows:

Shareholder	Shares making up the Company's capital		Theoretical voting rights		Voting rights exercisable in Ordinary General Meetings		Voting rights exercisable in Extraordinary General Meetings	
	Number	%	Number	%	Number	%	Number	%
BIM[1]	32,182,834	18.66%	32,182,834	18.66%	32,182,834	18.68%	32,182,834	18.68%
BDL Capital Management	11,911,284	6.91 %	11,911,284	6.91 %	11,911,284	6.91 %	11,911,284	6.91 %
Permian Investment Partners	11,018,283	6.39 %	11,018,283	6.39 %	11,018,283	6.39 %	11,018,283	6.39 %
Emesa	9,338,518	5.42%	9,338,518	5.42%	9,338,518	5.42%	9,338,518	5.42%
FSP	9,050,000	5.25%	9,050,000	5.25%	9,050,000	5.25%	9,050,000	5.25%
Free float[2]	98,846,084	57.37 %	98,846,084	57.37 %	98,846,084	57.37 %	98,846,084	57.37 %
Treasury shares	97,226	NM	97,226	NM	N/A	N/A	N/A	N/A
TOTAL	**172,444,229**	**100.00%**	**172,444,229**	**100.00%**	**172,347,003**[3]	**100.00%**	**172,347,003**[3]	**100.00%**

(1) A company in the Sofibim group, controlled by Robert Zolade.
(2) O/w shares held by employees: 0.38% of the Company's capital held under employee share ownership plans and the portion held by employees owning shares granted free of consideration held in registered form, which is not material.
(3) Theoretical voting rights less voting rights attached to treasury shares.

Information on the crossing of disclosure thresholds and changes in the Company's ownership structure during fiscal 2020-2021 is provided in Chapter 5, Section 5.3.1 of the 2020-2021 Universal Registration Document which was filed on December 17, 2021.

5.3.3 OWNERSHIP STRUCTURE AT DECEMBER 31, 2020 AND CHANGES IN OWNERSHIP STRUCTURE DURING FISCAL 2019-2020 AND UP UNTIL DECEMBER 31, 2020

At December 31, 2020 the Company's ownership structure was as follows:

Shareholder	Shares making up the Company's capital		Theoretical voting rights		Voting rights exercisable in AGMs	
	Number	%	Number	%	Number	%
BIM[1]	34,849,501	20.01%	34,849,501	20.01%	34,849,501	20.22%
Emesa	13,339,519	7.66%	13,339,519	7.66%	13,339,519	7.74%
FSP	9,050,000	5.20%	9,050,000	5.20%	9,050,000	5.25%
Free float[2]	115,085,448	66.08%	115,085,448	66.08%	115,085,448	66.79%
Treasury shares[3]	1,823,355	1.05%	1,823,355	1.05%	N/A	N/A
TOTAL	**174,147,823**	**100.00%**	**174,147,823**	**100.00%**	**172,324,468**[4]	**100.00%**

(1) A company in the Sofibim group, controlled by Robert Zolade.
(2) O/w shares held by employees: 0.4% of the Company's capital held under employee share ownership plans and the portion held by employees owning shares granted free of consideration held in registered form, which is not material.
(3) Including 1,703,594 shares (i.e. 0.97% of the Company's capital) bought back by the Company for cancellation using the authorization given by the shareholders in the 22nd resolution of the March 22, 2019 AGM. These 1,703,594 shares were canceled by way of a decision taken by the Board of Directors on September 23, 2021.
(4) Theoretical voting rights less voting rights attached to treasury shares.

Information on the crossing of disclosure thresholds and changes in the Company's ownership structure during fiscal 2019-2020 is provided in Chapter 5, Section 5.3.1 of the 2019-2020 Universal Registration Document which was filed on January 12, 2021.

5.3.4 SHAREHOLDER VOTING RIGHTS

Each Company share carries one voting right. The Company's Bylaws do not provide for double voting rights.

At September 30, 2022, the total number of the Company's shares was 172,444,229, representing the same number of theoretical voting rights, and the number of exercisable voting rights was 172,260,902 at that date. The difference between the number of theoretical voting rights and the number of exercisable voting rights corresponds to treasury shares which are stripped of voting rights (see Section 5.2.3.1 above for information about the share buyback program).

5.3.5 MEMBERSHIP STRUCTURE OF THE BOARD OF DIRECTORS AND SHAREHOLDING PATTERN OF THE COMPANY

As at the date of this Universal Registration Document, the shareholders who are members of the Board of Directors and are known to hold over 5% of the Company's capital are as follows:

- Derichebourg SA, the Company's principal shareholder, represented by Daniel Derichebourg. Derichebourg Environnement SAS, which is an entity related to Derichebourg SA, is represented by Françoise Mahiou. Both Derichebourg SA and Derichebourg Environnement SAS were appointed as directors by the Board of Directors on July 1, 2022, and these appointments will be put forward for ratification at the 2023 Annual General Meeting.

- Emesa Private Equity, represented by Inès Cuatrecasas, which was appointed as a director by the Board of Directors on March 1, 2022 to replace Emesa Corporacion Empresarial, S.L., which had been elected as a director by the shareholders at Elior Group's AGM on March 11, 2016. The Board's appointment of Emesa Private Equity as a director will be put forward for ratification at the 2023 Annual General Meeting.

- Fonds Stratégique de Participations (represented by Virginie Duperat-Vergne), which was elected as a director at Elior Group's AGM on March 9, 2018.

At its November 22, 2022 meeting, Elior Group's Board of Directors qualified four of its members as independent directors, including Emesa Private Equity and FSP. Based on the Nominations and Compensation Committee's analysis (carried out by reference to the independence criteria set out in the AFEP-MEDEF Corporate Governance Code), the Board considered that the 5.08% and 5.25% ownership interests held in Elior Group by Emesa and FSP respectively do not affect these corporate directors' judgment nor do they create any conflict of interests.

The membership structure of the Board of Directors and the Board committees is set out in Chapter 3, Section 3.1.3.1, "Members of the Board of Directors", and Section 3.1.3.4, "Board Committees" of this Universal Registration Document.

5.3.6 AGREEMENTS THAT COULD RESULT IN A CHANGE OF CONTROL

As at the date of this Universal Registration Document, to the best of the Company's knowledge there are no agreements in place that if implemented could, at a subsequent date, result in a change of control of the Company.

5.3.7 CONTROL STRUCTURE

The Company is not controlled, within the meaning of Article L. 233-3 of the French Commercial Code.

6

ADDITIONAL INFORMATION

6. ADDITIONAL INFORMATION

6.1 MATERIAL CONTRACTS

The Group's principal material contracts are as follows:

6.1.1 SENIOR FACILITIES AGREEMENT

See Chapter 4, Section 4.7.3, "Bank Term Loan and Revolving Credit Facility" of this Universal Registration Document.

6.1.2 RECEIVABLES SECURITIZATION PROGRAMS

See Chapter 4, Section 4.7.5, "Receivables Securitization Program" of this Universal Registration Document.

6.1.3 HIGH YIELD BONDS INDENTURE

The Indenture governing the Group's High Yield Bonds is described in Chapter 4, Section 4.7.2, "High Yield Bonds" of this Universal Registration Document.

6.2 DOCUMENTS AVAILABLE TO THE PUBLIC

Throughout the validity period of this Universal Registration Document, the documents relating to the Company that are required to be made available to the public – notably the latest updated version of the Company's Bylaws, together with the accounts, financial information and reports presented by the Board of Directors and the Statutory Auditors at General Shareholders' Meetings – can be viewed at the Company's headquarters at 9-11 allée de l'Arche, 92032 Paris La Défense cedex, France.

The provisional calendar for the publication of the Company's financial press releases for fiscal 2022-2023 is set out in Chapter 1, Section 1.7.1.4 of this Universal Registration Document.

These documents are also available on Elior Group's website at [www.eliorgroup.com.](http://www.eliorgroup.com)

6.3 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT AND AUDITORS – AFR

6.3.1 PERSON RESPONSIBLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

I hereby state that the information contained in the Universal Registration Document is, to the best of my knowledge, in accordance with the facts and contains no omission likely to affect its import.

I further state that, to the best of my knowledge and belief, the financial statements have been prepared in accordance with the applicable accounting standards and present fairly in all material respects the assets, liabilities, financial position and results of the Company and the consolidated group. I also state that the information contained in the management report (for which a cross-reference table is provided in Section 6.8 below) gives a true and fair view of trends in the business operations, results and financial position of the Company and the consolidated group, as well as a description of the main risks and uncertainties facing those companies.

Original French version signed on December 23, 2022 by Bernard Gault, Chairman and CEO

6.3.2 AUDITORS

	Date first appointed	Date last re-appointed	Term	Expiration of current term
	Statutory Auditors			
PricewaterhouseCoopers Audit *Represented by Matthieu Moussy* 63, rue de Villiers 92208 Neuilly-sur-Seine Cedex France Member of the Compagnie Régionale des Commissaires aux Comptes de Versailles.	October 26, 2006	March 9, 2018	Six fiscal years	At the close of the Annual General Meeting to be called in 2024 to approve the financial statements for the fiscal year ending September 30, 2023.
Deloitte & Associés *Represented by Frédéric Gourd* 6, place de la Pyramide 92908 Paris-La Défense Cedex France Member of the Compagnie Régionale des Commissaires aux Comptes de Versailles.	March 20, 2020	N/A	Six fiscal years	At the close of the Annual General Meeting to be called in 2026 to approve the financial statements for the fiscal year ending September 30, 2025.
	Substitute Auditors			
Jean-Christophe Georghiou 63 rue de Villiers 92208 Neuilly sur Seine France Member of the Compagnie Régionale des Commissaires aux Comptes de Versailles.	May 26, 2014	March 9, 2018	Six fiscal years	At the close of the Annual General Meeting to be called in 2024 to approve the financial statements for the fiscal year ending September 30, 2023.
BEAS (Deloitte group) *Represented by Laurent Odobez* 6, place de la Pyramide 92908 Paris-La Défense Cedex France Member of the Compagnie Régionale des Commissaires aux Comptes de Versailles.	March 20, 2020	N/A	Six fiscal years	At the close of the Annual General Meeting to be called in 2026 to approve the financial statements for the fiscal year ending September 30, 2025.

6.4 INFORMATION INCORPORATED BY REFERENCE

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

The consolidated financial statements and parent company financial statements as well as the Statutory Auditors reports for the fiscal year ended September 30, 2021, presented in the fiscal 2020-2021 Universal Registration Document on pages 231 to 321 and filed with the Autorité des Marchés Financiers on December 17, 2021 under no. D.21-0981 (https://www.eliorgroup.com/sites/www.eliorgroup.com/files/2022-02/elior-urd2020-2021-en_01.pdf).

The consolidated financial statements and parent company financial statements as well as the Statutory Auditors reports for the fiscal year ended September 30, 2020, presented in the fiscal 2019-2020 Universal Registration Document on pages 222 to 308 and filed with the Autorité des Marchés Financiers on January 12, 2021 under no. D.21-0014 (https://www.eliorgroup.com/sites/www.eliorgroup.com/files/2022-02/eliorgroup-urd-2019-2020-en_03.pdf).

6.5 THIRD PARTY INFORMATION, STATEMENTS BY EXPERTS AND DECLARATIONS OF ANY INTERESTS

This Universal Registration Document contains information about the Group's markets and competitive positioning, in particular in Chapter 1, "The Elior Group".

Some of this information is based on publicly available data obtained from sources that the Company believes to be reliable, but which have not been independently verified, such as market research published by various external organizations, notably reports prepared by (i) Gira Food for information on contract catering in Europe, (ii) Xerfi concerning the services market, and (iii) Ibis World for the North American market. The Company cannot guarantee that a third party using different methods to collate, analyze or calculate data about those markets would reach the same conclusions.

Other market information is based on research conducted by a well-known international specialist firm specifically commissioned by the Company.

Unless otherwise stated, all data included in this Universal Registration Document regarding the size, scale and share of markets relevant to the Group is based on the Group's own estimates and is provided for information purposes only.

The Company certifies that where information has been sourced from a third party, it has been accurately reproduced, and that as far as the Company is aware and is able to ascertain from information published or provided by that third party, no facts have been omitted which would render the reproduced information inaccurate or misleading.

6.6 CROSS-REFERENCE TABLE FOR THE UNIVERSAL REGISTRATION DOCUMENT

The table below cross-references the Sections of this Universal Registration Document with the key information required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980 of March 14, 2019 supplementing Regulation (EU) 2017/1129 of June 14, 2017.

Key information required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980		Section(s) of the Universal Registration Document
1	**Persons responsible, third party information, experts' reports and competent authority approval**	
1.1	Persons responsible for the information in the Universal Registration Document	6.3.1
1.2	Statement by the persons responsible for the Universal Registration Document	6.3.1
1.3	Experts' statements	6.5
1.4	Other statements about information sourced from a third party	6.5
1.5	Statement concerning the approval of the Universal Registration Document	Inside cover page
2	**Statutory Auditors**	
2.1	Names and addresses of the Statutory Auditors	6.3.2
2.2	Information about any changes concerning the Statutory Auditors	N/A
3	**Risk factors**	
3.1	Description of material risks	3.2
4	**Information about Elior Group**	

Key information required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980		Section(s) of the Universal Registration Document
4.1	Legal and commercial name	1.3
4.2	Place of registration, registration number and legal entity identifier (LEI)	1.3
4.3	Date of incorporation and term	1.3
4.4	Registered office – legal form – governing law – website – other information	1.3
5	**Business overview**	
5.1	Principal activities	1.6.1
5.1.1	*Nature of operations and principal activities*	1.6.1
5.1.2	*New products and/or services*	N/A
5.2	Principal markets	1.6.1, 1.6.4, 1.6.5
5.3	Significant events	4.1, 4.5, 4.10.5.2, 4.11.1
5.4	Strategy and financial and non-financial objectives	1.6.1.3, 1.6.2
5.5	Extent to which the issuer is dependent on patents or licenses, industrial, commercial or financial contracts or new manufacturing processes	3.2.1.4, 3.2.1.5, 3.2.1.6, 3.2.2.1
5.6	Competitive position	1.6.3, 3.2.1.5
5.7	Investments	4.3, 4.7.1, 4.7.5,
5.7.1	*Material investments completed*	N/A
5.7.2	*Material investments in progress or for which firm commitments have been made*	N/A
5.7.3	*Significant joint ventures and undertakings*	N/A

Key information required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980		Section(s) of the Universal Registration Document
5.7.4	*Environmental issues affecting the utilization of tangible fixed assets*	N/A
6	**Organizational structure**	
6.1	Brief description of the Group - Diagram of the organizational structure	1.3,1.4, 1.6.1
6.2	List of significant subsidiaries	1.4, 4.9.12
7	**Operating and financial review**	
7.1	Financial position	4.4, 4.6, 4.7, 4.9
7.1.1	*Review of the development and performance of the Group's business*	4.2, 4.5, 4.6, 4.7, 4.9, 4.11
7.1.2	*Likely future development and* *activities in the field of research and development*	1.6.2, 1.6.3, 4.2, 4.8 N/A
7.2	Operating results	4.2, 4.9, 4.11
7.2.1	*Significant factors*	4.2, 4.9.7.2,
7.2.2	*Description of material changes in net sales or revenues*	4.2, 4.9.7.2, 4.11.3.1
8	**Capital resources**	
8.1	Information concerning capital resources	4.9.4, 4.11.4.8
8.2	Sources and amounts of cash flows	4.3, 4.7.1, 4.9.3
8.3	Information on borrowing requirements and funding structure	4.7, 4.9.7.17
8.4	Any restrictions on the use of capital resources that have materially affected, or could materially affect, the Group's operations	4.9.7.11, 4.9.7.15

Key information required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980		Section(s) of the Universal Registration Document
8.5	Anticipated sources of funds	4.1, 4.7
9	**Regulatory environment**	
9.1	Description of the regulatory environment that the Group operates in and any external factors that have materially affected, or could materially affect, its operations	1.6.6
10	**Trend information**	
10.1	A description of: a) The most significant recent trends	1.6.1.3
	b) Any significant change in the financial performance of the Group since the end of the last financial period	4.5, 4.9.10, 4.11.5.7
10.2	Factors reasonably likely to have a material effect on the Group's prospects	4.8, 4.11.1
11	**Profit forecasts or estimates**	
11.1	Profit forecasts or estimates still outstanding and valid	N/A
11.2	Principal assumptions	N/A
11.3	Statement on profit forecasts or estimates	N/A
12	**Administrative, management and supervisory bodies and senior management**	
12.1	Information about the members of the Board of Directors and senior management	3.1.1, 3.1.2
12.2	Conflicts of interest concerning members of the Board of Directors and senior management	3.1.2.1.1, 3.1.2.1.4
13	**Remuneration and benefits**	

Key information required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980		Section(s) of the Universal Registration Document
13.1	Remuneration paid and benefits in kind granted	3.1.6, 3.1.7, 4.9.9.1
13.2	Total amounts set aside or accrued to provide for pension, retirement or similar benefits	4.2, 4.9.9.1, 4.11.5.6, 4.11.5.2.1
14	**Board practices**	
14.1	Expiration dates and duration of current terms of office	3.1.2.1
14.2	Service contracts with directors and officers	3.1.2.1.4
14.3	Information about the Board committees	3.1.2.4
14.4	Statement of compliance with the applicable corporate governance regime(s)	3.1.3
14.5	Potential material impacts on corporate governance, including future changes in the Board and committees' membership	3.1
15	**Employees**	
15.1	Number of employees and breakdown by category	1.2.2, 4.9.7.3, 4.11.5.3
15.2	Shareholdings and stock options	3.1.7, 4.9.7.19.2, 5.2.3, 5.3.1
15.3	Employee share ownership	5.3.1
16	**Major shareholders**	
16.1	Holdings of major shareholders	5.3
16.2	Existence of different voting rights	5.3.4
16.3	Control of Elior Group	5.3.7
16.4	Arrangements which may result in a change in control	5.3.6

Key information required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980		Section(s) of the Universal Registration Document
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17.1	Description of transactions	4.9.9.1, 4.9.9.2, 4.13
18	**Financial information concerning the issuer's assets and liabilities, financial position and profits and losses**	
18.1	Historical financial information	6.4
18.1.1	*Audited historical financial information*	1.2.2
18.1.2	*Change of accounting reference date*	4.9.6, 4.11.2
18.1.3	*Accounting standards*	4.9.6, 4.11.2
18.1.4	*Change of accounting framework*	4.9.6, 4.11.2
18.1.5	*Required minimum content of audited financial information*	4.9, 4.11
18.1.6	*Consolidated financial statements*	4.9
18.1.7	*Age of financial information*	4.9.6, 4.11.2
18.2	Interim and other financial information	N/A
18.2.1	*Quarterly or half-yearly financial information*	N/A
18.3	Auditing of historical annual financial information	4.10, 4.12
18.3.1	*Audit report*	4.10, 4.12
18.3.2	*Other audited information*	2.
18.3.3	*Unaudited financial information*	N/A
18.4	Pro forma financial information	N/A
18.4.1	*Information on any significant changes in gross values*	N/A

Key information required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980		Section(s) of the Universal Registration Document
18.5	Dividend policy	4.6
18.5.1	*Description*	4.6
18.5.2	*Amount of the dividend per share*	4.6
18.6	Legal and arbitration proceedings	4.9.7.16.4
18.6.1	*Significant proceedings*	4.9.7.16.4
18.7	Significant change in the issuer's financial position	3.2.1.1, 3.2.1.3, 3.2.1.4, 3.2.1.5, 4.5
18.7.1	*Description of any significant change in the Group's financial position since the end of the fiscal year*	4.5
19	**Additional information**	
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19.1.2	*Shares not representing capital*	5.2.2
19.1.3	*Elior Group shares held by the Company and its subsidiaries*	4.9.7.19, 4.11.4.9, 5.2.3
19.1.4	*Share equivalents*	5.2.3.3
19.1.5	*The terms of any acquisition rights and/or obligations over authorized but unissued capital*	5.2.4
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19.2.1	*Registration in the companies' register, registration number and a brief description of the issuer's objects and purposes*	1.3, 5.1.1

Key information required under Annexes 1 and 2 of Commission Delegated Regulation (EU) 2019/980		Section(s) of the Universal Registration Document
19.2.2	*Categories of existing shares*	5.2
19.2.3	*Any provision of the Group's articles of association, statutes, charter or bylaws that would affect a change in control*	5.3.6
20	**Material contracts**	
20.1	Summary of each material contract	4.7.2, 4.7.3, 4.7.4, 6.1
21	**Documents available to the public**	
21.1	Statement about the availability of documents	6.2

6.7 CROSS-REFERENCE TABLE FOR THE ANNUAL FINANCIAL REPORT

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Consolidated financial statements	4.19
Statutory Auditors' report on the consolidated financial statements	4.10
Management report (containing at least the minimum information provided for in Article 222-3 of the AMF's General Regulations)	See cross-reference table below
Statements by the persons responsible for the annual financial report	6.3.1

6.8 CROSS-REFERENCE TABLE FOR THE MANAGEMENT REPORT

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Information on the objectives and policy concerning hedges of each principal category of transactions	4.9.6.17, 4.9.7.17.1
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Key non-financial performance indicators related to the specific operations of the Company and the Group, notably information on environmental and HR issues	2.1.3, 2.6.2, 2.6.3, 2.6.4
Names of controlled companies and the portion of Elior Group's capital that such companies hold	4.9.12
Existing branches	N/A
Transfers of cross-holdings	N/A
Amount of inter-company loans granted and statement by the Statutory Auditors	N/A
Information on financial risks related to climate change and description of the measures taken by the Company to reduce such risks by implementing a low-carbon strategy in all aspects of its business	2.4
Main features of the internal control and risk management systems put in place by the Company and the Group relating to the preparation and processing of accounting and financial information	3.2
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Structure of and changes in the Company's share capital and crossing of disclosure thresholds	5.3.1
Identity of the main shareholders and holders of voting rights in General Shareholders' Meetings, and changes during the fiscal year	5.3.1
Any adjustments to securities carrying rights to the Company's shares in the event of corporate actions - Calculation methods used and results of the adjustments	N/A
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Information related to the operation of any site that is "SEVESO" classified as an environmentally protected site (Article L. 515-36 of the French Environmental Code): - Risk prevention policy implemented by the Company for technological accidents. - The Company's ability to cover its third-party liability for property damage and personal injury resulting from the operation of such sites. Resources provided for by the Company for the purpose of managing claims and compensating victims in the event of a technological accident for which it is held liable	N/A