WENDEL

2023

Universal Registration Document

including the annual financial report

Investing *for the long term*

Contents

WENDEL

2023 Universal Registration Document

This Universal Registration Document contains the entire contents of the annual financial report and the non-financial performance statement.

Profile

The Wendel Group is a professional shareholder and investor, as well as a third-party asset manager, that fosters the long-term development of sector-leading companies.

Committed to a long-term relationship, Wendel helps design and implement ambitious and innovative development strategies that create significant value over time.

TRANSPARENCY AWARDS 2023 GOLD LABEL

This label recognizes the most transparent documents and information materials according to the criteria of the *classement annuel de la Transparence* (annual Transparency ranking) (www.labrador-transparency.com).

AUTORITÉ DES MARCHÉS FINANCIERS
AMF

The French language version of the Universal Registration Document was filed on March 28, 2024 with the *Autorité des Marchés Financiers* (AMF), as competent authority under Regulation (EU) 2017/1129, without prior approval pursuant to Article 9 of the said regulation.

The Universal Registration Document may be used for the purposes of an offer to the public of securities or admission of securities to trading on a regulated market if completed by a securities note and, if applicable, a summary and any amendments to the Universal Registration Document. The whole is approved by the AMF in accordance with Regulation (EU) 2017/1129.

This is a translation into English of the Universal Registration Document of the Company issued in French and it is available on the Wendel's website. This is a free translation into English for information purposes only. Only the original French version can be used to support abovementioned transactions.

Overview of Wendel

320 years of history

Nearly 50 years of investment experience

A dual model

Permanent capital

- 5 controlled companies
- 2 non-controlled companies
- Growth investments

Third-party private asset management

- IK Partners (private equity)(1)

At Dec.31, 2023

NET ASSET VALUE (NAV)

€160.2 per share

GROSS ASSETS

About €9.5 billion

98

EMPLOYEES

CONSOLIDATED NET SALES

€7.1 billion

+5.7% on a reported basis including **+6.4%** organic growth year-on-year

MARKET CAPITALIZATION

About €3.6 billion

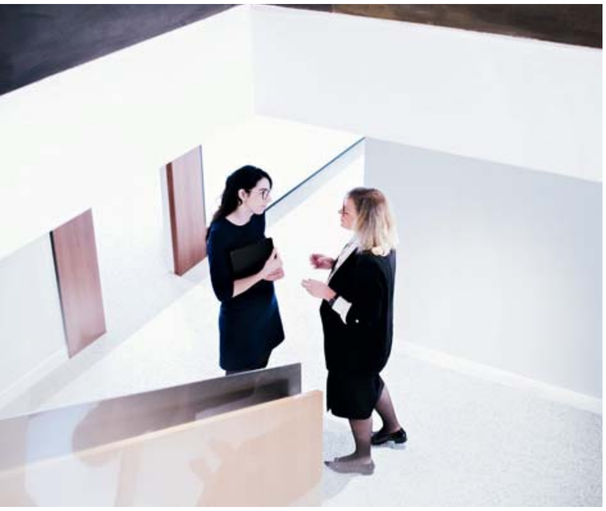
ORDINARY DIVIDEND

€4.00(2) per share up +25%

(1) The acquisition of 51% of IK Partners is expected to be completed in the second quarter of 2024.
(2) Subject to approval by the Shareholders' Meeting of May 16, 2024.

Our *mission*

Engaging with entrepreneurial teams to build sustainable leading companies.
Wendel specializes in equity investments in unlisted companies and gives priority to majority stakes. With its permanent capital and the development of third-party asset management, we have the means to pursue our value-creation strategy over the long term.



Our *values*

More than three centuries of experience have forged solid values of Entrepreneurial spirit, Engagement and Excellence at Wendel. The industrial and human successes that have marked its history attest to these qualities. Today, the Group's teams are committed to being ambassadors of this heritage.

Entrepreneurial spirit

For Wendel, entrepreneurial spirit is both a mindset and a behavior that combines courage, reasoned audacity and responsibility. It is also a desire to be useful to employees, companies and communities.

Engagement

Engagement means first and foremost having a strong sense of responsibility towards the companies, shareholders, teams and other stakeholders of Wendel. Wendel's emphasis on building for the long term makes the Group a special investor. We bring to our investments our expertise, support for acquisitions and investments, and a consistent focus on innovation and ESG. Wendel also pays particular attention to developing the employability of its employees.

Excellence

Wendel has been in existence for over 300 years. This longevity is the result of a culture of excellence, built on relationships of trust, always in compliance with high standards. Wendel strives to achieve this excellence both in its operational and financial discipline and in its analysis of its investment and third-party asset management activity.

A *heritage* that strengthens us

Wendel's entrepreneurial roots continue to influence the Group in its investment activities.

Effective time management, relentless effort and solid commitments are the driving forces behind the Group's actions and investments. Wendel's objective is to create sustainable value, by supporting and assisting high-potential companies in key sectors to transform. Faced with the digital revolution and today's environmental challenges, the Group also aims to diversify by identifying the leaders of tomorrow.

WENDEL'S HISTORY

1704

The saga begins
Jean-Martin Wendel acquires the Hayange steel works

1815

A new dimension
François de Wendel enters public life

1859

MF on the stock market
Marine-Firminy goes public

1880

The age of steel
The Thomas process gives birth to the Lorraine steel industry

1948

The post-war period
The focus is on rebuilding the country

1977

The era of change
The Group branches into a new business as investor amid a deepening economic recession

2002

New momentum
Diversification into new business sectors

The 2010s and 2020s

Wendel's transformation in the new environment
For more than three centuries, the Group has been supported by the Wendel family, its reference shareholder. The Group continues to diversify and invest in companies strongly focused on international development. Bold investment choices notably allowed for the creation of global leaders specialized in different sectors such as Deutsch Group, Legrand, Allied Universal, Bureau Veritas, CPI or Stahl.

2023 highlights

Strategy

March 16, 2023

New strategic directions for Wendel

Find out more about Wendel's strategic directions on pages 8-9.

Investment

July 27, 2023

Scalian joins Wendel's portfolio

Wendel acquires Scalian, a leading European consulting firm in digital transformation, project management and operational performance. Wendel invested €557 million in equity for a c. 82% interest in the company.

IK Partners

October 17, 2023

Wendel launches its expansion into third-party private asset management

In line with its strategic directions, Wendel announces the acquisition of a majority stake in IK Partners from its partners[1]. IK Partners is a leading European private equity ("PE") firm specializing in European mid-market buy-outs.

March 16, 2023

Stahl acquires ICP Industrial Solutions Group (ISG)

ICP is a leader in high-performance packaging coatings. The transaction reinforces Stahl's position as the global leader in the field of specialty coatings for flexible materials.

March 22, 2023

Issue of €750 million of bonds exchangeable into ordinary shares of Bureau Veritas

The transaction represents an effective source of financing and will provide Wendel with an additional €750 million in liquidity demonstrating Wendel's confidence in the value creation potential of Bureau Veritas.

June 12-19, 2023

Wendel extends its bond debt maturities

Wendel successfully placed a new €300 million bond issue maturing in June 2030 and bearing interest at 4.5%. The issue was more than 2.5 times oversubscribed.

On June 19, Wendel announced the success of the offer to repurchase its 2026 bond issue for a nominal amount of €90.8 million.

June 22, 2023

New governance for Bureau Veritas

Following the Annual Shareholders' Meeting of Bureau Veritas on June 22, Hinda Gharbi was appointed Chief Executive Officer, succeeding Didier Michaud-Daniel. Laurent Mignon was appointed Chairman of the Board of Directors. This appointment reflects Wendel's commitment to strengthening its role as an active shareholder in order to create value within its portfolio.

July 31, 2023

Wendel sells Constantia Flexibles, a global leader in the flexible packaging market, to One Rock Capital Partners

The transaction, which was completed on January 4, 2024, generated net proceeds of €1,121 million[2]. In total, this transaction represents around 2x Wendel's total investment in Constantia Flexibles since 2015, i.e., a valuation over 10% higher than the latest NAV on record before the announcement of the transaction (as at March 31, 2023).

December 12, 2023

Wendel reaffirms its strategic ambitions by announcing a new shareholder return policy. From 2024, the increase in the dividend will be +25%, representing an implicit return of approximately 4.4%[3]. The aim is to further increase the dividend, with the aim of reaching 3.5% of NAV in the medium term.

December 15, 2023

Wendel is included in the DJSI World and Europe indices for the fourth year in a row, placing it among the top 2% of the companies in its category ("Diversified Financials"). Bureau Veritas ranked first in its category.

(1) Subject to completion of the transaction, expected in the second quarter of 2024.
(2) Net disposal proceeds of approximately €1,094 million plus additional proceeds of €27 million.
(3) Based on a share price of €90.80 as of February 23, 2024.

NICOLAS VER HULST
Chairman of the Supervisory Board

"2023 will have been a pivotal year for the Wendel Group, as it expanded into third-party private asset management."

This first year of collaboration between Wendel's Supervisory Board and Laurent Mignon was fruitful to say the least. Clarity, dialogue and transparency are the watchwords of the Supervisory Board, and this philosophy will continue with the new *modus operandi* set up with the Executive Board. One of the first tasks of a new Group CEO is to establish a relationship of trust with the Supervisory Board; this is key to ensuring good corporate governance. Constructive dialogue is essential when discussing the Company's strategic directions, which are the subject of close consultation with the Supervisory Board before being endorsed by the teams. This is what guarantees their proper implementation and success.

2023 will have been a pivotal year for the Wendel Group, as it expanded into third-party private asset management. To date, Wendel had focused on managing its own assets, albeit with some partners as minority shareholders. With the acquisition of IK Partners, one of the European leaders in its market, Wendel has made a major strategic shift, entering the private asset management business in a big way. Wendel will generate recurring income in the form of management fees, while investing equity in IK Partners' various funds during fundraising.

Wendel can rely on major assets to grow and strengthen this new third-party private asset management platform that it intends to develop: its 300-year history centered around the Wendel family, its reference shareholder, a long-term vision and strong financial capabilities. We're taking advantage of the ongoing consolidation drive in the private equity sector. Rising interest rates have made fundraising more complicated, and only the best – like IK Partners – will survive.

At the same time, we at Wendel will continue to manage our investments with our own teams in Paris, New York and Luxembourg: this historic activity – which we now call our principal investments – will remain our core business.

So Wendel's new strategy is now based on two pillars, principal investments and third-party asset management. It is designed to create value for our shareholders, with the additional objective of a more ambitious shareholder return policy.

From this year, a dividend of €4 – an increase of +25% compared to last year – will be submitted for approval at the Shareholders' Meeting on May 16, in line with our objective of increasing the dividend to 2.5%[(1)] of NAV.

It is on the basis of these new ambitions that Wendel's Executive Board and all its teams will continue to work on transforming your Company in the months ahead. They will do so with the full support of the Supervisory Board. —

NICOLAS VER HULST
March 19, 2024

(1) % of dividend payout calculated in relation to the NAV at the end of December of the previous year.

"In 2023, we resolutely set Wendel's transformation in motion."

Despite a very uncertain economic and financial environment, 2023 will have been an important and very active year for Wendel in many areas.

In the space of a year, we will have defined and created the foundations for a development strategy focused on value creation with a profoundly changing model designed to generate an attractive, recurring shareholder return. We have also created the conditions for its implementation, with highly talented teams,a very solid financial situation and effective dialogue with the Supervisory Board.

This dual model is based on two distinct and complementary businesses. Firstly, principal investments, our historic business, which makes Wendel a major player committed to its portfolio companies.
And secondly, we now also have third-party private asset management, a business for which the foundation was laid with the acquisition of IK Partners. With €12 billion in assets under management, 200 employees and a strong presence in Europe, IK Partners has become one of the European leaders in its sector over the course of the past thirty years.

We will continue our growth in this new business with the aim of reaching €150 million in FRE by 2027. We will do this with the utmost discipline and selectivity by seeking out the best teams in the asset classes we have chosen and paying particular attention to investor and portfolio quality.

LAURENT MIGNON
Wendel Group CEO

In the medium term, this business will provide a solid, recurring revenue base and a new value creation lever.

"IK Partners is the cornerstone of our new sustainable model."

As regards our permanent capital business, where Wendel has a high-quality portfolio, our objective is to generate a double-digit IRR. The gradual redeployment of the portfolio should enable us to focus in the future on majority stakes in unlisted companies in Europe and North America, with a long-term investment outlook, and to concentrate on assets generating an IRR of 15%[1].

The implementation of this new model, which is based on two value creation levers, as well as disciplined cost management, gives us confidence in our ability to offer our shareholders increasing, more predictable and more recurring dividends.

This will allow us to redistribute most of the cash flow generated by our asset management business and around 20% of the value creation expected from our investment activity i.e., 2.5% of our NAV. In 2024, the dividend[2] will be €4 per share, up +25% compared to 2023, representing an implicit return of 4.4%[3]. Our ambition is to further increase the dividend in the medium term, thanks to the development of our third-party private asset management business.

To rapidly achieve our performance targets, we will devote the next few months to implementing our strategy, starting with the successful integration of IK Partners within Wendel, to focusing on value creation by working on our portfolio, and to developing our second business.

I would like to thank all of Wendel's teams for their engagement in 2023, and the members of the Supervisory Board – especially the Chairman, Nicolas ver Hulst – for their active support.

LAURENT MIGNON
March 19, 2024

(1) After leverage effect.
(2) Proposed to the Shareholders' Meeting of May 16, 2024.
(3) Based on a share price of €90.80 as of February 23, 2024.

A *strategy* to create value

In early 2023, Wendel started a new strategic shift with the development of a third-party private asset management business, alongside its historical principal investments business.

This shift was illustrated by the first external growth operation in Wendel's recent history, the acquisition of IK Partners[1], announced in October 2023. The goal is to develop a dual value-creation model that will enable Wendel to benefit from synergies between its long-term capital resources and multi-business private asset management activities.

Implementing this ambitious strategy, in line with its ESG ambitions, will accelerate Wendel's diversification, boost recurring cash flow generation as well as increasing predictability. This will enhance Wendel's attractiveness as an investor and as a listed company, resulting in a greater dividend payout capacity for its shareholders.

(1) The operation is expected to complete in the second quarter of 2024.

~3.5%

OF NAV

MEDIUM-TERM DIVIDEND OBJECTIVE

Financial credit ratings

Standard & Poor's

LONG-TERM
BBB with a stable outlook

SHORT-TERM
A-2

–

Moody's

LONG-TERM
Baa2 with a stable outlook

–

A dual *model*

Permanent capital

- **Focus on sectors driven** by megatrends
- **More efficient investment model** (strict cost control)
- **Improved value creation profile** (through operational excellence)

Double-digit IRR[1]

Third-party private asset management

- Organic growth and acquisition of new management companies **to reach €150m in FRE[2] by 2027**
- **Multi-expertise platform**
- **Wendel's investments in funds**

Predictable, recurring cash flows

A higher shareholder return with the objective of TSR[3] greater than 10%

Dividend increase of **2.5% of NAV from 2024[4] to reach approximately 3.5%** in the medium term

Dividend increase of **+25% in 2024** representing a return of 4.4%[5]

Opportunistic share buybacks (€100 million program underway)

(1) Internal rate of return.
(2) Fee Related Earnings: profits generated by recurring fee income (mainly management fees). They exclude the more volatile, performance-related revenues, such as performance fees and carried interest.
(3) Total Shareholder Return. On average modulo the change in the discount in relation to NAV.
(4) Based on the December Y-1 NAV. The aim is to keep the dividend at least in line with the previous year.
(5) Based on Wendel's share price of €90.80 as of February 23, 2024.

Our *ESG* commitments

Wendel is convinced that taking ESG criteria (Environmental, Social and Governance) into account in its investment activity is an essential factor in value creation. Wendel sets itself apart by emphasizing its ESG commitment and strategy during the holding phase of its portfolio companies.

Building sustainable leading companies within the portfolio

- Investing to support the prosperity and transformation of companies that respect society and the environment.
- Supporting our portfolio companies in their ESG ambitions and performance.

Empowering excellence and engagement within Wendel

- Upholding the highest governance, ethics, environmental and operational management standards.
- Fostering commitment, well-being and inclusion.

WENDEL COMMITS TO THE SBTI[(1)]

100%

of greenhouse gas emissions of eligible portfolio companies[(2)] covered by SBTi approvals by 2030 at the latest

–

42%

Wendel SE's 2030 greenhouse gas emission reduction target – currently awaiting SBTi approval

–

"Our objective is to increase the resilience of the business models of the companies in which we invest through ESG, to foster their attractivity to all their stakeholders. We have a pragmatic approach which focuses on the most material problems, according to the sectors in which they operate."

Christine Anglade
Director of Sustainable Development and Communication

Non-financial ratings

Commitments recognized and valued by non-financial rating agencies.

MSCI
AA rating,
ranked among industry leaders.

Sustainalytics
Classified as **negligible risk,** ranked **7/894** in the "Diversified Financials" category, in the top 2%, and **5/70** in the "Multi-sector holding" category[(3)].

S&P Global CSA
Inclusion for the fourth consecutive year in the Dow Jones Sustainability Index (DJSI) with a **score of 66/100**. Included in the World and Europe indices.

CDP (Carbon Disclosure Project)
Rated A– (leadership level) in the "Climate Change" category.

EthiFinance ESG Rating
Rated 84/100.

Moody's
Score of 58/100.

Transparency Award
CAC Mid 60

(1) Science Based Targets initiative.
(2) Based on emissions and SBTi-approved pathways as of December 31, 2023.
(3) As of February 5, 2024.

serving business *transformation*

The investment cycle

PRIOR TO THE INVESTMENT

- ESG due diligence
- Screening of the investment target through the exclusion list

OWNERSHIP PHASE

- The Board of the portfolio company approves the ESG roadmap and tracks yearly progress
- Formalization of an ESG roadmap within 18 months of the acquisition

EXIT

- Value sharing with the teams whenever possible
- ESG integrated into vendor due diligence

Value creation

Wendel's 5-year value creation plan for its companies systematically incorporates ESG criteria. Wendel exerts its influence to ensure that its portfolio companies anticipate and respond to societal challenges and changes in order to create sustainable value. Wendel works to ensure that its ESG approach is fully integrated into its business strategy, and that its non-financial information meets the highest transparency standards.

Our ESG priorities

Employee health and safety

→ The consolidated frequency rate of workplace accidents in controlled companies was **0.74**, down **22%** compared to **2022**.

Climate change mitigation and adaptation

→ **90%** of the portfolio's emissions are from companies with SBTi-approved pathways.

→ Systematic **carbon footprint measurement** by controlled portfolio companies within 18 months of their acquisition.

Equity and diversity

→ **31%** of members of the Boards of Directors of controlled companies are women, up **2 points** compared to **2022**.

Products and services with environmental added value

→ **53%** of sales with environmental added value in the portfolio of companies.

A *dual model* focused on creating sustainable value

Resources

SHAREHOLDING STRUCTURE

- **39.6% Family shareholding** Capital held by Wendel-Participations SE and related parties[1], (reference family shareholder)
- **35.3% Institutional investors** in over 30 countries
- **21.4% Individual investors** Capital held by **27,990** individuals
- **2.4% Treasury shares**
- **1.2% Employee shareholding** Capital held by more than one hundred employees including the Executive Board

HISTORY

- **Nearly 50 years** of investment experience
- **320 years** of history

TALENT

- **98 employees**
- **3 offices: Paris, New York and Luxembourg**

VALUES

- Entrepreneurial spirit
- Engagement
- Excellence

(1) In accordance with article L. 233-10 of the French Commercial Code, the data include Wendel-Participations SE, its Chairman Priscilla de Moustier, and Société Privée d'Investissement Mobiliers (SPIM).

Investment strategy

INVESTMENT PHILOSOPHY

Wendel specializes in long-term equity investments as a majority or leading minority investor. Its strategy is based on two pillars: our principal investments (permanent capital) and third-party private asset management. Wendel's objective is to build sustainable leaders in promising sectors.

Permanent capital

- **Focus on sectors driven by megatrends**
- **More efficient investment model**
- **Operational excellence**

5 controlled companies

- ACAMS
- Bureau Veritas
- Crisis Prevention Institute
- Scalian
- Stahl

Non-controlled companies

- IHS Towers
- Tarkett
- Wendel Growth (growth investments)

Third-party private asset management

- **Multi-expertise platform**
- **Wendel's investments in funds**

1 private equity fund

- IK Partners[2]

(2) The acquisition of 51% of IK Partners is expected to complete in the second quarter of 2024.

Increase in the dividend paid to shareholders

OUR MISSION

Engaging with entrepreneurial teams to build sustainable leading companies

ESG strategy

Building sustainable companies

- **100%** of controlled companies have formalized an ESG roadmap
- **100%** of the CEOs of controlled companies have part of their compensation linked to the achievement of ESG objectives
- **90%** of the portfolio's emissions come from companies with pathways approved by the Science Based Targets initiative
- **-46%** in carbon emissions intensity of consolidated net sales (Scopes 1, 2 and 3) compared to 2022; **-6%** at constant scope

Empowering excellence and engagement

At Wendel in 2023

- **16%** of the total compensation of Wendel's Executive Board linked to ESG performance
- **79%** of employees trained in ESG
- **89%** of employees trained in business ethics
- **37%** women in management positions

Climate focus

- **More than 99%** of the CO_2eq.(1) emissions of companies controlled by Wendel have their pathway approved by the SBTi
- **80%** of controlled portfolio companies that have identified climate change adaptation risks have developed a climate resilience plan approved by their Board of Directors

(1) Carbon dioxide equivalent.

Value created for stakeholders

SHAREHOLDERS

- **Nearly €3.6 billion in market capitalization**
- **Nearly €9.5 billion of gross assets**
- **NAV: €160.2/share as of December 31, 2023**
- **Ordinary dividend: €4.00/share,** up +25%, proposed to the Shareholders' Meeting on May 16, 2024
- **Shareholder dialogue:**

- Institutional investors: 195 meetings
- Wendel's Shareholder Advisory Committee: 3 meetings
- Letter to shareholders: 4 editions
- Governance roadshows

SOCIAL

- **99%** of employees trained[2] over the year
- **79%** of eligible employees[3] took part in the capital increase in 2023 via the Group savings plan
- **93%** of employees[4] were awarded stock options and/or performance shares
- Profit-sharing agreement, Group employee savings plan, collective pension fund

SPONSORSHIPS

- **More than €7 million** distributed to around 20 associations since 2010
- **5 areas:**

- Education;
- Culture;
- Equal opportunity and professional integration;
- Medical research and health;
- Environmental protection.

(2) Present as of December 31, 2023.
(3) In France.
(4) On the payroll at the award date.

Governance

Supervisory Board

The Supervisory Board is composed of 12 members, including 6 members of the Wendel Family, 4 independent members and 2 employee representatives. Terms are 4 years. 40%(1) of members are women. At 40%(2), the percentage of independent members on the Board exceeds the Afep-Medef Code requirement of 33.3%.

NICOLAS VER HULST
70 years old
Chairman of the Supervisory Board

GERVAIS PELLISSIER
64 years old
Vice-Chairman of the Supervisory Board, Lead Member of the Supervisory Board, Chairman of the Audit, Risks and Compliance Committee, member of the Governance and Sustainability Committee, **independent member**

FRANCA BERTAGNIN BENETTON
55 years old
Member of the Audit, Risks and Compliance Committee, **independent member**

BÉNÉDICTE COSTE
66 years old
Member of the Governance and Sustainability Committee

FABIENNE LECORVAISIER
61 years old
Member of the Audit, Risks and Compliance Committee, **independent member**

HARPER MATES
41 years old
Employee representative

FRANÇOIS DE MITRY
58 years old
Member of the Audit, Risks and Compliance Committee

PRISCILLA DE MOUSTIER
71 years old
Member of the Governance and Sustainability Committee

SOPHIE TOMASI
45 years old
Member of the Governance and Sustainability Committee, employee representative

The composition of the Supervisory Board is as of December 31, 2023.
(1) Percentage excluding members who are employee representatives: including these members, the percentage increases to 50%.
(2) Percentage excluding members representing employees.

WILLIAM D. TORCHIANA
65 years old
Chairman of the Governance and Sustainability Committee, member of the Audit, Risks and Compliance Committee, **independent member**

THOMAS DE VILLENEUVE
51 years old
Member of the Governance and Sustainability Committee

HUMBERT DE WENDEL
67 years old
Member of the Audit, Risks and Compliance Committee

40%(2)
WOMEN

40%(2)
INDEPENDENT MEMBERS

60 YEARS
AVERAGE AGE

5.4 YEARS
AVERAGE SENIORITY

4
NATIONALITIES
American, French, Italian, Luxembourgian

IN 2023
–

6 scheduled meetings
96.2% attendance rate
3 *ad hoc* meetings
92.3% attendance rate

Committees

Audit, Risks and Compliance Committee

Wendel's Audit, Risks and Compliance Committee is composed of six members. It carries out a number of duties in the following areas: Accounting and financial information, Risk management, internal control and compliance, ESG (in particular with regard to non-financial information and ESG reporting), and Statutory audit.

Governance and Sustainability Committee

Wendel's Governance and Sustainability Committee is composed of six members and combines the functions of the nomination committee and the compensation committee. It carries out a number of duties in the following areas: Organization of corporate governance, Compensation of corporate officers and co-investment, ESG (in particular with regard to ESG performance indicators), Ethics and compliance.

Executive Board

The Executive Board, appointed by the Supervisory Board for a four-year term, makes decisions regarding the Group's activities including defining and implementing the investment strategy, financial situation and internal organization. It meets at least every two weeks.

LAURENT MIGNON **60 years old,** Group CEO since December 2, 2022

Previously with the BPCE Group, he served as Chairman of the Executive Board from May 2018 after serving as Chief Executive Officer of Natixis since April 2009. Before that, he worked for Banque Indosuez, Banque Schroders and AGF (Assurances Générales de France), where he was Chief Executive Officer, and was a Managing Partner at Oddo & Cie.

Laurent is a graduate of HEC and the Stanford Executive Program.

DAVID DARMON **50 years old,** Member of the Executive Board since September 9, 2019

After having worked at Apax Partners and Goldman Sachs, he joined Wendel in 2005 and led numerous investments for the Group.

In 2013 he opened Wendel's New York office, which he led until 2019.

David Darmon is a graduate of ESSEC and holds an MBA from INSEAD.

Laurent Mignon and David Darmon lead the Committees below.

The Committees

The Investment and Development Committee examines Wendel's investment policy and asset acquisition and disposal projects in order to make recommendations to the decision-making bodies.

The Management Committee makes day-to-day decisions concerning the organization and operation of Wendel.

INVESTMENT AND DEVELOPMENT COMMITTEE

HARPER MATES
41 years old
Managing Director
8 years of seniority

JÉRÔME MICHIELS
49 years old
Executive Vice-President, Head of Wendel Growth
17 years of seniority

ADAM REINMANN
48 years old
Managing Director, CEO of Wendel North America
10 years of seniority

CLAUDE DE RAISMES
40 years old
Secretary of the Investment and Development Committee, CEO of Wendel Luxembourg
15 years of seniority

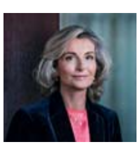
AS OF DECEMBER 31, 2023(1)

11.1 years
AVERAGE SENIORITY

20%
WOMEN

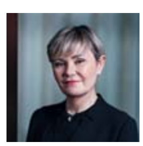
MANAGEMENT COMMITTEE

CHRISTINE ANGLADE
52 years old
Director of Sustainable Development and Communication, Executive Board Advisor
12 years of seniority



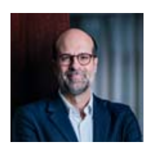
CAROLINE BERTIN DELACOUR
60 years old
General Counsel and Group Chief Compliance Office
14 years of seniority

BENOÎT DRILLAUD
49 years old
Chief Financial Officer
19 years of seniority



ANNE-SOPHIE KERFANT
54 years old
Tax Director
since January 22, 2024

CYRIL MARIE
49 years old
Executive Vice-President, Strategy and Corporate Development
since July 25, 2023



JÉRÔME MICHIELS
49 years old
Executive Vice-President, Director of Wendel Growth
17 years of seniority

ALEXINA PORTAL
54 years old
Director of Human Resources and General Resources
4 years of seniority

AS OF JANUARY 22, 2024

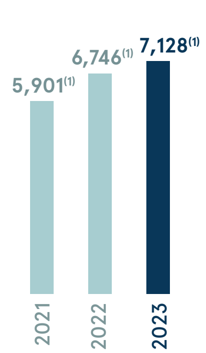
10 years
AVERAGE SENIORITY

44.5%
WOMEN

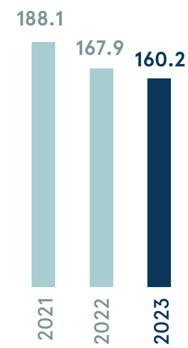
(1) The calculation does not take into account Claude de Raismes, Secretary of the Investment and Development Committee.

Key *financial*

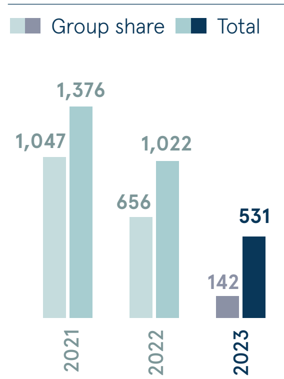
Consolidated net sales
In millions of euros



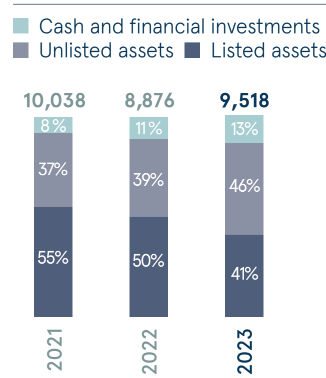
Net Asset Value (NAV)
In euros per share as of December 31



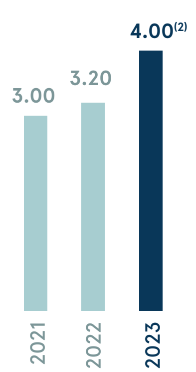
Net income
In millions of euros



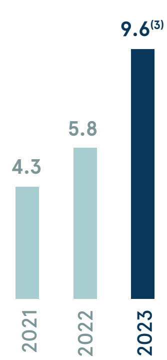
Total gross assets
In millions of euros as of December 31



Ordinary dividend
In euros per share



Loan to value (LTV) ratio
Percentage as of December 31



(1) In accordance with IFRS 5, the contribution of Constantia Flexibles was reclassified within discontinued operations and operations held for sale.
(2) Subject to approval by the Shareholders' Meeting of May 16, 2024.
(3) Pro forma for the sale of Constantia Flexibles on January 4, 2024, the LTV ratio stands at -0.1%. Pro forma for the sale of Constantia, the acquisition of IK Partners, investment commitments relating to sponsor money and the full completion of the share buyback program, the LTV ratio would be 9.6%.

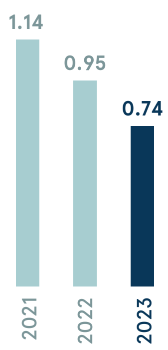
and *non-financial* figures

ESG GOVERNANCE IN THE PORTFOLIO

100% of portfolio companies have formalized an ESG roadmap.
100% of the CEOs of controlled companies have part of their compensation linked to the achievement of ESG objectives.

Employee health and safety

Average frequency rate of work-related accidents in controlled portfolio companies



Climate change mitigation and adaptation

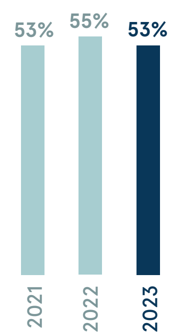
→ **-46%** in carbon emissions intensity of consolidated net sales (Scopes 1, 2 and 3) compared to 2022; **-6%** at constant scope.

→ **90%** of the portfolio's emissions come from companies with trajectories approved (Bureau Veritas, Stahl and Tarkett) by the Science Based Targets initiative.

→ **80%** of controlled portfolio companies that have identified climate change adaptation risks have developed a climate resilience plan approved by their Board of Directors.

Products and services with environmental added value

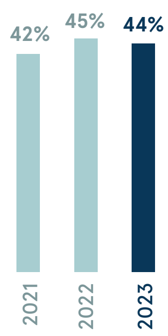
Proportion of consolidated net sales from products or services with environmental added value



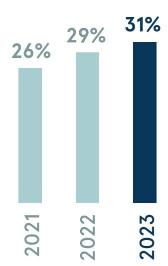
For details of products and services with environmental added value, see Chapter 4, p. 154.

Parity and diversity within Wendel SE and controlled companies

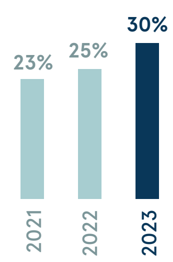
Proportion of women in Wendel's investment team



Proportion of women on Boards of controlled companies



Proportion of women in management positions within controlled companies



1 PRESENTATION OF THE GROUP

1.1 Corporate history

The Wendel Group was founded in the Lorraine region in 1704. For 270 years, it developed its business in diverse industrial activities, notably within the steel industry, before focusing on long-term investing.

A driving force in the development of the French steel industry, the Wendel Group diversified at the end of the 1970s. Today, the Group is dedicated to the success of leading businesses in a variety of sectors: tests, inspection and certification; chemicals and high performance and decorative coatings; business services; telecom infrastructure; packaging; training, etc.

From 1704 to 1870, the Group took advantage of the major inventions that spurred on the expansion of its iron and steel activities such as coke iron, widespread use of blast furnaces and rolling mills, as well as the development of railroads.

In the 20th century, hard hit by two world wars that ravaged production facilities in Lorraine, the Group recovered and began to grow again. The creation of the Sollac production cooperatives in 1948, followed by Solmer in 1969, helped meet the growing demand for sheet steel. In 1975, the Group produced 72% of French crude steel.

In 1974, the sudden rise in oil prices led to a widespread economic crisis. The French steel industry experienced a serious downturn. Fixed steel prices and investment in modernization pushed the industry toward financial ruin.

In 1975, Marine-Wendel was created when the Wendel Group took over the holding company Marine-Firminy. The coexistence of the Group's steel industry assets (Sacilor, Forges and Aciéries de Dilling, etc.) alongside its diversified activities (Carnaud, Forges de Gueugnon, Oranje-Nassau, Cimenteries de l'Est, several mechanical engineering companies, etc.) came to an end during the European steel crisis of 1977, and the Group was broken up into two entities. By transferring all of its non-steel industry assets in November 1977, Marine-Wendel created Compagnie Générale d'Industrie et de Participations (CGIP), in which it retained only a 20% equity interest.

In June 2002, Marine-Wendel and CGIP merged and the new entity took the name of Wendel Investissement. The industry approach and focus of our management teams on long-term corporate development has helped give our Group a powerful image. This solid positioning, as a professional shareholder that approaches investments from an industrial point of view, prompted us to propose, at the June 4, 2007 Shareholders' Meeting, that the legal name of the Company be simplified from "Wendel Investissement" to "Wendel" to emphasize the long-term industrial values anchored in our centuries' old history. In addition to its historic bases in Paris and Luxembourg, Wendel has an office in New York to develop its portfolio in its preferred geographical regions of Western Europe and North America.

In early 2023, Wendel embarked upon a strategic shift by launching its third-party asset management business, alongside its long-standing principal investments. This shift was enacted through the first external growth operation in Wendel's history as an investor, with the acquisition of IK Partners, announced in October 2023. The aim is to build a dual business model that will enable Wendel to leverage synergies between its long-term capital and a varied private asset management business, generating recurring and predictable distributable income for shareholders.

1.2 Business

Wendel is one of Europe's leading investment companies in terms of size, with €9.5 billion in gross assets as of December 31, 2023. It invests in leading companies and in companies with the potential to become leaders. Wendel is both a shareholder and an active partner. It supports the management of the companies in which it invests, gives them responsibility and works with them over time to achieve ambitious sustainable growth and shareholder value objectives. Wendel is differentiated by the fact that it is a long-term investor with permanent capital, a double Investment Grade credit rating, and access to the capital markets. It is supported and controlled by Wendel-Participations, a stable family shareholder structure with 320 years of history in industry and 50 years of investment experience.

The current investment team is composed of approximately 20 experienced professionals. The team members have varied and complementary profiles and include former consultants, company executives, investment bankers and operations managers from a broad array of industrial and service sectors. This allows us to capitalize on their experience and the network of contacts they have developed during their professional careers. The team thus has both sector knowledge and recognized financial expertise. Its objective is to foster the emergence of companies that are leaders in their sector and to accompany their development in the medium or long term, particularly by encouraging innovation and best ESG practices, and by boosting productivity. Investment opportunities are systematically referred to a team which examines each case, in particular by looking at the Company's growth prospects. These investment opportunities are then reviewed by a diverse and collegial Investment and Development Committee, composed of experienced Managing Directors and the two members of the Executive Board, before being approved by the governance bodies of the entities concerned. If Wendel proceeds with the transaction, the team that examined the opportunity is then responsible for its execution.

Global competitive landscape in 2023

As a professional investor, Wendel may face competition in its acquisitions, including from private equity funds, sovereign wealth funds, pension funds, family groups and industry players. All these entities (except for industry players) are active controlling investors and number in the thousands, typically focusing on medium-term investment horizons of three to five years – unlike Wendel, which generally takes a long-term approach – and make use of leverage.

Wendel's permanent capital sets it apart from private equity players, allowing it to conduct a long-term investment policy, with no maturity constraints. In recent years, new competitors (sovereign wealth funds, pension funds and investment funds) have emerged, also targeting longer-term investments and with a trend towards more substantial deals. This trend can be partially explained by the fact that private equity generates higher returns than most other asset categories over the long term.

2023 continued at the same pace as the second half of 2022. Policy rate hikes by central banks from June 2022 onwards have significantly dampened private equity activity around the world, fueling economic recession scenarios and reducing access to credit, particularly leveraged loans. Fundraising and large-scale transactions were scarce in 2023 in all segments of the private equity industry, particularly in venture capital. This situation continued into the first quarter of 2024 and its persistence will depend on how quickly macroeconomic factors stabilize.

Despite their different models and portfolio composition strategies, Wendel has often been historically compared to Tikehau, Eurazeo, Exor, Peugeot Invest, Investor AB, Onex, Ratos AB, Kinnevik AB, Industrivarden AB, Ackermans & van Haaren, Sofina, GBL ICG and 3i Group.

1.3 Investment model: strategy and objectives

Wendel's approach consists of selecting leading companies, making long-term investments and helping to define ambitious strategies, while implementing a clear shareholder approach, in conjunction with management.

To successfully execute its long-term investment strategy, Wendel leverages several strengths: a stable family shareholder base, permanent capital, a robust balance sheet, and a portfolio of companies that lends the Group a very broad geographical and sectoral scope.

Since 1977, Wendel's international investment teams have applied their experience and expertise in investments to a significant number of successful companies, including Capgemini, Bureau Veritas, BioMérieux, Reynolds, Stallergenes, Wheelabrator, Valeo, Afflelou, Editis, Legrand, Stahl, Deutsch and Allied Universal.

In 2023, Wendel defined its new strategic directions, with the ambition of building a dual business model based on its principal investments (permanent capital) and third-party private asset management, generating an attractive, recurring shareholder return.

1.3.1 Engaged partnering with entrepreneurial teams

Wendel's investment and sustainable development strategy is based on close interaction with the managers of the companies in which it invests. This partnership is central to the creation of value. Wendel provides constant and active support, shares risks and contributes its experience and financial, technical and communications expertise. Similarly, Wendel can reinvest and support companies when required by the economic and financial conditions or a Company's business development plans.

Wendel is represented on the Boards of Directors and key committees – audit, governance, sustainable development and strategy – of its investments, in proportion to its stake. It can thereby take part in each Company's most important decisions without ever taking the place of its management.

1.3.2 A value creation objective

First and foremost, Wendel aims to create value by developing investments over the long term, by actively encouraging its companies to make investments that drive organic growth and profitability, and by providing support for their acquisitions. From an operational standpoint, Wendel holds constructive, transparent talks with their management teams, constantly questioning habitual practices and rethinking current models in the light of global best practices. Wendel meets its commitments on a daily basis by fostering effective relationships built on trust that recognize the respective roles of shareholders and managers. It provides guarantees of shareholder stability and the support of a long-term partner who does not hesitate to make a financial commitment during challenging times, where justified.

Leveraging its status as an Investment Grade bond issuer, the Group has the financial means to build a diversified portfolio of companies and to make new investments.

Acquisitions by portfolio companies

Growth by acquisition is an integral part of the Wendel Group companies' development model. They made 5 acquisitions in 2023, and most of them plan to achieve a portion of their growth via acquisitions, focusing on small- or medium-sized targets that create the most value. Wendel's teams assist Group companies in their search for acquisitions, in deploying their external growth strategy, and in arranging the required financing.

An entrepreneurial model

Wendel believes that providing management teams with a financial interest in value creation is an effective approach, giving executives a personal stake in the risks and rewards of their investments.

For listed portfolio companies (Bureau Veritas, IHS Towers and Tarkett), the management teams benefit from stock option and/or free share plans.

For unlisted subsidiaries (Scalian, Stahl, Constantia Flexibles, CPI, ACAMS, IHS Towers – when it was unlisted – and Tarkett Participation), the profit-sharing policy is based on a co-investment mechanism through which managers may make significant personal investments alongside Wendel. See Chapter 6, note 4-2 of this Universal Registration Document for further details.

1.3.3 New strategic directions for the Executive Board

In 2023, Wendel set out its new strategic directions, with the ambition of building a dual business model based on permanent capital and private asset management, generating an attractive and recurring return to shareholders:

Third-party asset management

Ambition to reach €150 million in FRE by 2027 in third-party private asset management. Wendel plans to reach this level through double-digit organic growth of its activities, supplemented by external growth in new asset classes.

Principal investments

- implementation of an active portfolio management and investment policy with an intention to invest c. €2 billion of equity over the period from 2023 to 2024, while optimizing Wendel's financial flexibility,
- objective of generating a double-digit IRR on the existing portfolio,
- portfolio rotation: redeployment of capital in assets generating a c. 15% IRR,
- unit amount of equity investments between €300 million and €800 million in Western Europe and North America,
- investment policy and value creation based on Wendel's role as a hands-on shareholder,
- active involvement with the management teams to accelerate value creation,
- investment in unlisted companies with priority given to majority stakes,
- investment strategy focused on business services, technology and the energy transition in sub-sectors driven by growth mega trends such as far-reaching societal change, environmental protection, geopolitical complexity and technological revolutions.

Wendel will seek to become a significant shareholder holding Board and key committee seats, alongside like-minded partners.

Profile of Wendel's principal investments

Wendel seeks market leading businesses or growing sectors with long-term growth prospects and pricing power. Wendel generally avoids highly cyclical or capital-intensive assets and looks for companies with demonstrated resilience through economic cycles.

Attractive sectors meeting those criteria include technology services and software, business services, healthcare and industrial technology. Nevertheless, Wendel remains opportunistic and would consider investments in other industries that meet its criteria.

The Wendel Group has a principal investments model chiefly focused on companies with as many of the following characteristics as possible:

- companies that are in line with Wendel's ESG values and ethics;
- business activities relating to one or more major, long-term economic trends, enabling Wendel to plan to hold the investment over the long term;
- strong international exposure or an international growth strategy;
- led by high-quality, experienced management teams with which Wendel shares a common vision;
- among the leaders in their markets;
- operating in sectors with high barriers to entry;
- with sound fundamentals and, in particular, predictable and recurring cash flows; and offering high potential for long-term profitable growth, based on both organic growth and accretive acquisitions.

With Wendel Growth, Wendel aims to increase its exposure to the high-growth company sector. Initiated in 2013, Wendel Growth has, to date, mainly made commitments to several high-quality technology and growth investment funds. Priority is now given to direct investments, while in parallel, Wendel Growth will continue to invest in funds. Its multiple objective includes diversifying the portfolio by increasing exposure to high-growth assets, generally with a digital component or with disruptive business models and developing the expertise of its team and that of its portfolio companies on technological innovations that could impact or enhance their value creation profiles.

Strategic financing guidelines

Wendel aims to retain a flexible financing structure that can withstand sudden, severe market shocks. In keeping with its long-term investor profile, Wendel aims to retain its Investment Grade credit rating.

As of December 31, 2023, Wendel had a Loan-to-Value Ratio of 9.6%[1]. Wendel has been rated BBB with stable outlook by Standard & Poor's since January 25, 2019, and Baa2 with stable outlook by Moody's since September 5, 2018.

Shareholder return

In 2023, Wendel announced new shareholder return targets, with the redistribution to shareholders, in the form of recurring and predictable dividends, of the bulk of the cash flows generated by asset management and of around 20% of expected performance on permanent capital and sponsor money:

- increase in dividend target to 2.5% of NAV from 2024, with the aim of reaching 3.5% of NAV in the medium term, with the development of asset management;
- the objective to maintain at least a constant dividend from one year to another remains unchanged.

Lastly, following the example of the €100 million share buyback program launched in October 2023, Wendel reserves the possibility to buy back its own shares on an opportunistic basis, within the limits of the authorizations granted by its Shareholders' Meeting and the regulations in force.

Development of Group companies to create value

Wendel will continue to emphasize the long-term growth of its companies. By actively encouraging them to use their resources to make investments that drive organic growth and profitability and by providing support for their external growth transactions, Wendel accompanies its companies in the deployment of best ESG practices and continuous improvements in digitization and cybersecurity. Wendel supports its companies in their operational improvements, thanks in particular to the work of the teams within the Boards of Directors and Supervisory Boards, as well as the expertise of its Operating Partners.

For nearly a decade, Wendel's sustainable development team and Sustainable Development Steering Committee have also been implementing numerous internal initiatives and constantly improving transparency and reporting. Over the past year, these efforts and Wendel's good reputation have been recognized by external non-financial rating agencies.

On this basis, in 2019, Wendel's Executive Board and Supervisory Board expressed their strong desire to further refine Wendel's ESG approach as a pillar of the Group's strategic development, in line with our values and history. Their vision has been implemented by Wendel teams at all levels, with enthusiasm and commitment.

These teams have shown eagerness to lead by example and a willingness to cultivate relationships of trust with all our stakeholders. In 2020, Wendel published its 2023 ESG roadmap, formalizing its ambitious strategy in this area. 2023 was marked by an improvement in many ESG parameters and a continued increase in non-financial ratings (see Chapter 4).

Main developments in 2023

2023 will have been a pivotal year for Wendel, with the implementation of its new strategic directions and the development of its third-party asset management business. Wendel has embarked on this new entrepreneurial phase in its development in particular through the planned acquisition of IK Partners, a European private equity firm specializing in European mid-market buy-outs.

More generally, Wendel has confirmed its ambition to build a sizable asset management platform managing multiple private asset classes, alongside its historical permanent capital investment activity.

As part of the rotation of its asset portfolio, Wendel completed the acquisition of Scalian by investing €557 million in equity at the end of July 2023 and completed the sale of Constantia Flexibles in early January 2024, generating net proceeds of €1,121 million, a multiple of 2.0x Wendel's net total investment since 2015.

Finally, throughout 2023, Wendel continued to develop Wendel Growth activities with four new direct investments: Tadaweb, Brigad, Preligens and Aqemia.

(1) Pro Forma of the disposal of Constantia Flexibles on Jan. 4, 2024, the LTV stands at -0.1%. Proforma of the disposal of Constantia, acquisition of IK Partners, sponsor money commitments and the remainder of the share buyback program, LTV would stand at 9.6%.

1.4 Principal investments

All information regarding the competitive positioning and market shares of our portfolio companies, as well as certain financial information, is provided by the companies themselves and has not been verified by Wendel. Comments on the companies' business include the impact of IFRS 16, unless otherwise stated.

1.4.1 Bureau Veritas

Continued growth at Bureau Veritas, as the group reinforces its positioning on sustainability services with the "Green Line"

Bureau Veritas is the world's leading provider of inspection, certification and testing services in the areas of quality, health, safety, security, environmental and social responsibility (QHSE-SR). Bureau Veritas is directly and indirectly involved in ESG and in 2020 launched its "Green Line" of services and solutions to help its clients implement their strategies and measure and achieve their sustainability goals with confidence and transparency. Bureau Veritas generates approximately 55% of its sales through the BV Green Line of services and solutions.

Bureau Veritas in brief

(Fully consolidated company)

Present in 140 countries	More than 1,600 offices and laboratories	Approx. 82,000 employees	400,000 clients
€5,867.8 million in sales in 2023	€930.2 million in adjusted operating income[(1)]	Stake held by Wendel: 35.55%[(2)] of the share capital and 51.7% of theoretical voting rights	Amount invested[(3)] by Wendel: €397.3 million since 1995[(4)]

(1) Bureau Veritas defines "adjusted" operating profit as operating profit before income and expenses relating to acquisitions and other non-recurring items (indicator not defined under IFRS). Including the impact of IFRS 16.
(2) Share of equity owned by Wendel as of December 31, 2023, net of treasury shares.
(3) Amount of equity invested by Wendel for the stake held as of December 31, 2023.
(4) Since its initial investment of €931 million in Bureau Veritas, Wendel has received approximately €4 billion in proceeds from disposals and Bureau Veritas dividends.

Why did we invest in Bureau Veritas?

Bureau Veritas is well positioned in markets driven by long-term structural trends. QHSE regulations and standards are proliferating and becoming tougher to meet. Increasingly, certification and inspection activities are being outsourced. Health and environmental protection standards are becoming more stringent. And trade has become global. The growing need for companies to be responsible players in their ecosystems demonstrates the central role of Bureau Veritas in building trust between companies and all their stakeholders.

Since it was founded in 1828, Bureau Veritas has gradually built up its globally renowned expertise. The market that Bureau Veritas addresses has numerous barriers to entry. Operating certification and approval are mandatory in each country. Service providers must offer a comprehensive range of inspection services (in particular for major clients) and extensive geographical coverage both locally and internationally. They must provide high value-added solutions through first-rate technical expertise and enjoy a reputation of independence and integrity. Bureau Veritas' success is based on its ability to adjust to new business challenges, whether they are one-off situations or long-term issues.

Wendel has gradually increased its holding in Bureau Veritas. When Wendel made its initial €25 million investment in 1995, obtaining 19% of the share capital, Bureau Veritas generated annual revenue of less than €400 million. Wendel then supported the company's growth until it held 99.2% of the capital in 2004. In 2007, Bureau Veritas was listed on the stock exchange, enabling it to continue its international expansion.

Highlights of 2023

Revenue in 2023 amounted to €5,867.8 million, a +3.8% increase compared with 2022. The organic increase was +8.5%, benefiting from very solid trends across most businesses and most geographies. In the fourth quarter, organic growth stood at a strong +9.4%.

Three businesses delivered double-digit organic revenue growth, with Industry up +16.5%, Marine & Offshore +14.4% and Certification +12.4%. Two businesses delivered mid-single-digit organic revenue growth, with Buildings & Infrastructure (B&I) up +6.3% and Agri-Food & Commodities up +5.7%. Consumer Products Services saw a nearly stable organic revenue growth, down -0.5% (including a +3.8% recovery in Q4 2023).

The scope effect was a positive +0.6% reflecting the bolt-on acquisitions realized in the previous year partly offset by a small disposal in the third quarter (explaining a negative impact of -0.4% in the last quarter).

Adjusted operating profit increased by +3.1% to €930.2 million. The 2023 adjusted operating margin decreased by 11 basis points to 15.9%, including a 32 basis-point negative foreign exchange impact and a 1 basis point positive scope impact. Organically, the adjusted operating margin increased by +20 basis points to 16.2% (of which c.50 basis point was delivered in the second half of 2023). This illustrates good progress in operational excellence programs, and the disciplined execution of pricing programs.

At the end of December 2023, the Group's adjusted net financial debt decreased compared with the level at December 31, 2022. Bureau Veritas has a solid financial structure with most of its maturities to be refinanced after 2024. The Group had €1.2 billion in available cash and cash equivalents and €600 million in undrawn committed credit lines.

The Board of Directors of Bureau Veritas is proposing a dividend of €0.83 per share for 2023, up +7.8% compared to the prior year. This corresponds to a payout ratio of 65% of its adjusted net profit. This is subject to the approval of the Shareholders' Meeting to be held on June 20, 2024.

2024 outlook

Leveraging a healthy and growing sales pipeline, high customer demand for "new economy services" and strong underlying market growth, Bureau Veritas expects to deliver for the full year 2024:

- mid-single-digit organic revenue growth;
- improvement in adjusted operating margin at constant exchange rates;
- strong cash flow, with a cash conversion[1] above 90%.

(1) Net cash generated from operating activities - operating lease liabilities + income tax/adjusted operating income.

2028 ambition and new LEAP I 28 strategy

On March 20, 2024, Bureau Veritas hosted its Capital Markets Day during which it presented its 2028 strategy and financial ambitions:

- New customer-centric vision, to be the preferred partner for customers' excellence and sustainability.
- New strategy LEAP I 28 to deliver a step change in growth and performance, built around three pillars: Portfolio, Performance and People, with sustainability at its core:
  - Active Portfolio management strategy designed to enhance leadership positions through organic growth, accelerated M&A and portfolio high-grading.
  - Performance programs identifying meaningful efficiency and productivity benefits from operational leverage, functional scalability and innovation.
  - An evolved People model, leveraging the Group's deep-rooted knowledge and expertise to train and develop strategic competencies needed for future growth.
  - Staying true to its purpose of "Shaping a world of trust by ensuring responsible progress", Bureau Veritas will be fully engaged to deliver on its CSR commitments.
- Ambition 2028: high single-digit total revenue growth[1] (with mid-to-high single-digit organic), consistent adjusted operating margin improvement[1], double-digit shareholder returns based on EPS CAGR[2] and dividend yield, and strong cash conversion[3] (above 90%).
- In support of its strategy, and reflecting its financial health, Bureau Veritas intends to acquire its own shares for up to 200 million euro in 2024.

In millions of euros	2023 after IFRS 16	2022 after IFRS 16	Δ
Revenue	5,867.8	5,650.6	+3.8%
Adjusted operating profit[1]	930.2	902.1	+3.1%
As a % of revenue	15.9%	16.0%	-11bp
Attributable adjusted net profit[2]	503.7	466.7	+7.9%
Adjusted net financial debt[3]	936.2	975.3	-39.1

(1) Bureau Veritas defines "adjusted" operating profit as operating profit before income and expenses relating to acquisitions and other non-recurring items (indicator not defined under IFRS).
(2) Bureau Veritas defines attributable "adjusted" net profit as attributable net profit adjusted for other operating expenses net of tax.
(3) Net financial debt as defined in the calculation of bank covenants.

Top management

Hinda Gharbi, Chief Executive Officer

François Chabas, Executive Vice-President Finance

Wendel's team

Board of Directors: Laurent Mignon (Chairman) since June 22, 2023, Jérôme Michiels, Christine Anglade, Claude Ehlinger (Wendel Senior Advisor)

Strategy Committee: Laurent Mignon

Audit & Risk Committee: Jérôme Michiels

Nomination & Compensation Committee: Claude Ehlinger (Wendel Senior Advisor)

CSR Committee: Christine Anglade

For more information: bureauveritas.com

(1) At constant currency.
(2) CAGR: Compound average growth rate.
(3) (Net cash generated from operating activities - lease payments + corporate tax)/adjusted operating profit.

1.4.2 Stahl

Stahl is the global leader in specialty formulations for coatings and surface treatments for flexible substrates. Stahl's performance coatings are found in everyday materials in the automotive, apparel, luxury goods, footwear, packaging, and the home furnishing industry, amongst others.

Stahl in brief

(fully consolidated company)

Physically present in 22 countries	34 application laboratories and 14 production sites	Approx.1,900 employees	Global leader in specialty formulations for flexible substrates
€913.5 million in sales in 2023	Adjusted EBITDA[(1)] of €204.0 million in 2023	Stake held by Wendel: 68.1%	Amount invested[(2)] by Wendel: €221 million since 2006

(1) Adjusted EBITDA before goodwill allocation entries, management fees and non-recurring items. Post IFRS 16.
(2) Amount of equity invested by Wendel as of December 31, 2023, for the stake held at that date. In the meantime €426 million has been paid to Wendel in dividends and loan repayments.

Why did we invest in Stahl?

Stahl is the world leader in coatings and surface treatments for flexible substrates. It enjoys high barriers to entry as a result of its expertise, the long-term relationships it maintains with its customers, which include major luxury and high-end car brands, as well as the very high level of skills of its "golden hands" technicians. Stahl has prospects for sustained growth generated by global leather consumption markets, in Asia in particular, and the development of fast-growing niche markets for high-performance coatings. The potential consolidation in the sector we identified in 2006, combined with rigorous financial discipline, has allowed Stahl to expand further and strengthen its market leadership. It derives approximately 65% of its sales from high-growth regions. Since its initial investment of €171 million in Stahl in 2006, Wendel has received €426 million in dividends and loan repayments, owing in particular to Stahl's very strong cash generation. At the end of 2018, Wendel announced the acquisition of 4.8% of Stahl's capital from Clariant for €50 million, bringing its total investment in the company to €221 million.

Highlights of 2023

Stahl, the world leader in specialty coatings for flexible substrates, posted total sales of €913.5 million in 2023, stable versus 2022. Organic growth was -8.3%, in the context of muted market demand across Leather and Coatings. FX contributed negatively (-1.6%), mostly through USD weakening against the Euro. External growth (+9.7%), driven by the acquisition of ISG in March 2023, offset the destocking and sluggish demand. On a quarterly basis, Stahl's business showed a returning demand in H2, as the decline in organic growth significantly reduced compared to previous quarters.

On March 16, 2023, the Stahl Group acquired 100% of the shares (EV of c. $205 million) in ICP Industrial Solutions Group (ISG), a leader in high-performance packaging coatings which reinforces Stahl's position as the global leader in the field of specialty coatings for flexible materials. ICP ISG offers a comprehensive portfolio of high-performance coatings used primarily in packaging and labeling applications, notably in the resilient food and pharmaceutical sectors. It is mostly present in North America (close to 70% of sales).

FY2023 EBITDA[(1)] amounted to €204.0 million, up +5% versus 2022 and translating into an EBITDA margin of 22.3%, in line with Stahl's historical levels. Stahl remained highly cash generative, notably thanks to the good EBITDA level. Management's successful integration of ISG generated higher than estimated synergies and on a much faster timeline.

(1) EBITDA post IFRS 16 impacts, EBITDA pre IFRS 16 stands at €197.1m.

As a result, net debt as of December 31, 2023, was €329.0 million[(1)], after the ICP acquisition and the payment to its shareholders of a €125 million dividend in December 2023, vs. €98 million end of December 2022. Stahl's leverage[(2)] was reported at 1.6x EBITDA as of December 31, 2023.

Stahl has been awarded a Platinum rating by the sustainability rating agency EcoVadis for the second consecutive year. For the 2023 EcoVadis assessment, Stahl's rating increased by three points compared to its 2022 score.

Outlook for development

In the future, Stahl intends to further develop, strengthen and broaden its core specialty coatings franchise. The acquisition of ISG, on March 16, 2023, is a perfect example of that strategic plan. Longer term, Stahl will continue to reinforce its position as the worldwide leader of high-performance coatings for flexible substrates, through organic developments, expanding its current scope of business and gaining further market share, as well as targeted acquisitions.

Stahl also intends to increase the levels of premiumization and specialization to further support its premium margin model.

The group will continue to capitalize on its strengths, which are its global leadership, unmatched innovation capabilities (innovative environmentally friendly solutions and customized technologies), its strong relationships with top clients, its exposure to fast-growing markets and its active cost and cash flow management (strict financial discipline and value-adding investments).

Stahl remains buoyed by strong long-term trends, such as the shift in its markets towards emerging markets, particularly in Asia, and increasing environmental regulations, which are beneficial to Stahl market shares, given its innovation leadership and its unmatched portfolio of solutions complying with these regulations throughout the production chain. The trend towards bio-based chemicals will continue to develop in the future, and Stahl is well positioned to benefit with largely water-based formulations and recently launched ranges of products with high levels of renewable content.

Benefiting from a strong financial structure, Stahl is actively reviewing targeted acquisition opportunities, with a focus on specialty coatings.

In millions of euros	2023 after IFRS 16	2022 after IFRS 16	Δ
Sales	913.5	914.9	-0.2%
EBITDA[(1)]	204.0	194.3	+5.0%
As a % of sales	*22.3%*	*21.2%*	*+110 bps*
Net financial debt	329.0	97.7	+231.3

(1) Adjusted EBITDA before goodwill allocation entries, management fees and non-recurring items.

Top management

Maarten Heijbroek, Chief Executive Officer

Frank Sonnemans, Chief Financial Officer

Wendel's team

Board of Directors:
Claude Ehlinger (Chairman), Xavier Lemonnier, David Varet, Elisa Philip since January 2024

Appointments and Compensation Committee:
Xavier Lemonnier (Chairman), Claude Ehlinger

Audit Committee: Claude Ehlinger, Elisa Philip

For more information: Stahl.com

(1) Post IFRS 16 impacts. Net debt pre IFRS 16 was €306.0m.
(2) Computed as per financing documentation definition.

1.4.3 IHS Towers

IHS, a leading provider of communications infrastructure

IHS is one of the largest independent owners, operators, and developers of shared communications infrastructure in the world by tower count. IHS is also the largest independent multinational towerco solely focused on the emerging markets. The group builds, leases and manages communications towers that it owns or which are owned by others. With 40,075 towers, IHS supports the leading mobile phone operators in each of its markets and is well-placed for future organic growth given the strong demand for infrastructure needs across Africa, Latin America and the Middle East.

IHS in brief

(equity-method investment)

Present in 11 countries, on 3 continents	40,075 towers	No. 1 in Africa	No. 3 independent multinational towerco[1] in the world
$2,125.5 million in sales in 2023	Adjusted EBITDA: $1,132.5 million in 2023	Stake held by Wendel: 19%	Amount[2] invested by Wendel: $830 million since 2013

(1) Tower count as reported as of December 31, 2023.
(2) Stake held and amount of equity invested by Wendel at December 31, 2023 for the stake held at that date, corresponding to €662 million.

Why did we invest in IHS?

IHS is a leading provider of communications infrastructure for mobile phone operators. Over the last 22 years, the group has successfully developed along the entire telecom tower value chain, from construction and maintenance to leasing. It provides market-leading services to its customers, who are leading telecom operators, including Airtel, MTN, Orange, TIM and 9mobile.

With its investment in IHS, Wendel made its first direct investment in Africa, demonstrating at this time its intention to gain exposure to and participate in the continent's rapid growth. Wendel chose a company with an increasing number of projects, high-quality management and an outlook of balanced and profitable growth in several important and promising African nations, especially in Nigeria which represented 65% of group sales in 2023. Since our initial investment in IHS in 2013, the company has benefited from long-term trends that make Africa a strong growth region for communications infrastructure:

- higher growth potential than in mature economies, both in terms of GDP and demographics (a young population with a growing middle class);
- steady expansion of the telecom market in Africa, driven by ongoing growth in the number of subscribers and by an increase in the smartphone penetration rate;
- telecom operators continue to expand their network coverage on a continent with low population density. This situation favors the sharing model for telecom towers;
- regulations continue to encourage the sharing of tower space so as to rapidly increase the coverage of telecom networks;
- new mobile Internet services, primarily 3G and 4G technologies, continue to be deployed, with 5G roll outs recently started and
- expanded the footprint into other high growth emerging countries, including South Africa and Brazil.

In this promising context, fundamentals specific to IHS will enable it to achieve high growth rates in the coming years:

- as mobile telephone operators focus increasingly on the services they provide to customers and less on infrastructure, they are outsourcing the management of their telecom towers. IHS offers these operators turnkey services enabling them to cover the regions they target and benefit from excellent quality services;

- historically, IHS's success has been based on experience, specialized knowledge and the excellence of its engineers at the operating level. These qualities enable IHS to consistently deliver a high level of service to its customers. IHS's key performance indicators exceed those of its competitors and the company has a reputation as an innovator in the industry. These attributes contribute to improved margins and better customer service;
- its business model is resilient, based on contracts with mobile phone operators generating lease payments indexed mostly to the US dollar or inflation negotiated over periods typically of 10 to 15 years;
- most counterparties have a very sound financial condition; its multicultural and entrepreneurial management team have extensive experience in the African and worldwide telecom markets. IHS's founders still manage the company.

These advantages should enable IHS to continue growing steadily. The company will be able to increase its installed base of towers in the countries where it is already present and acquire passive networks in other countries offering attractive economic and demographic prospects.

In October 2021, IHS Towers listed publicly on the New York Stock Exchange. At and since the IPO, Wendel has not sold any shares.

Highlights of 2023

In mid-June 2023, the Central Bank of Nigeria implemented steps to unify the Nigerian FX market by replacing the old regime of multiple exchange rate segments into a single Investors and Exporters ("I&E") window within which FX transactions would be determined by market forces and which was subsequently renamed NAFEM (Nigeria Autonomous Foreign Exchange Market) in October 2023. The Group uses the USD (U.S. dollar)/NGN rate published by Bloomberg, which is approximately aligned to the NAFEM window rate, for Group reporting purposes.

The NGN fell 59.4% between the period immediately prior to the announcement (June 14, 2023) and the month end rate as at June 30, 2023 and continued to experience volatility, having devalued further by 21.1% as at December 31, 2023.

For more information on IHS Towers 2023 results: https://www.ihstowers.com/investors/earnings-materials

Governance Agreement

On January 16, 2024 Wendel announced an agreement with IHS Towers to present and support changes to the articles of association of the Company at the next IHS Towers' annual general meeting. This agreement is to better align IHS Towers' corporate governance with the best practices of U.S.-listed companies, to create greater alignment between the Company's Board of Directors and the shareholders, to foster accountability, and to improve the general market perception of IHS Towers now that the company has been listed publicly for more than two years.

$830 million invested by Wendel

To support IHS pan-African growth strategy, Wendel invested $826 million between 2013 and 2016, participating in five capital increases alongside IHS's shareholders, who are primarily major financial institutions active in economic development and top-tier private equity companies. In 2019, Wendel exercised warrants in IHS that were issued in 2012 for a net value of $4 million.

IHS' shareholders before its IPO include MTN, Emerging Capital Partners, International Finance Corporation (IFC), part of the World Bank Group, FMO, the Netherlands development bank, Investec Asset Management (now Ninety-One), Goldman Sachs, IFC Global Infrastructure Fund, African Infrastructure Investment Managers (Old Mutual and previously Macquarie), and the Singapore and Korean sovereign wealth funds GIC and KIC.

For more information on the company's sustainability commitment: https://www.ihstowers.com/sustainability

Top management

Sam Darwish, Chairman and Chief Executive Officer

Steve Howden, Group Chief Financial Officer

Governance

Frank Dangeard was proposed by Wendel
to sit on the Board of IHS which comprises 9 directors in total.

For more information: ihstowers.com

1.4.4 Crisis Prevention Institute

Crisis Prevention Institute, the global leader in crisis management training programs

Crisis Prevention Institute, "CPI", is the global leader in crisis prevention and aggressive behavior management training programs. For 43 years, CPI has been providing crisis prevention and intervention training programs to help professionals anticipate and respond to anxious, hostile and violent behaviors with safe and effective methods. The training programs have proven effective in reducing the frequency and impact of incidents resulting from aggressive behavior in the workplace. They boost the confidence of professionals, assist clients in complying with regulatory obligations and create a safer environment for employees and the community at large.

CPI in brief

(fully consolidated company)

Offices in 5 countries, which organize training in some 19 countries	Over 10,000 clients and an installed base of 42,000 "Certified Instructors" who train over 1.7 million people each year	410 employees	World market leader
$138.4 million in sales in 2023	Adjusted EBITDA(1) of $68.6 million in 2023	Stake held by Wendel: around 96.3%	Amount invested(2) by Wendel: $569 million in December 2019

(1) Adjusted EBITDA before goodwill allocation entries, management fees and non-recurring items. Post IFRS 16.
(2) Amount of equity invested by Wendel as of December 31, 2023, for the stake held at that date representing €511 million.

About CPI

On December 23, 2019, Wendel completed the acquisition of the Crisis Prevention Institute (CPI). CPI, headquartered in Milwaukee, Wisconsin, has been the world leader in behavior management and crisis prevention training for over 40 years. CPI specializes in "train the trainer" programs. These programs inteach and certify individuals to instruct staff at their organizations to assess, manage, and safely resolve instances of disruptive, aggressive or high-risk behavior in the workplace. After taking a course, these employees of CPI clients become Certified Instructors (CI). They then train their colleagues with a view to issuing them CPI's Blue Card™ certification at the end of the program.

The company's main clients are those in the fields of education and healthcare in the US as well as other sectors where behaviors are a key issue, particularly human services, corporate services and security services. CPI has an installed base of around 42,000 active "Certified Instructors" who train over 1.7 million people a year. Over the last 40 years, CPI's certified instructors (CIs) have trained over 15 million professionals in 19 countries around the world.

CPI is one of Wendel's three current investments in the US alongside Alphasense and ACAMS. Wendel has completed a total of seven investments in the US, including the successful acquisition of Deutsch, CSP Technologies, Coastal and Allied Barton.

Why did we invest in CPI?

CPI is the world leader in crisis management training and is seen by healthcare and education professionals as the "gold standard". The company's training programs have proven to be effective in improving personal safety and focus on the appropriate responses to high-risk situations. Moreover, they support staff retention and significantly reduce the likelihood of violence in the workplace as well as its seriousness and related costs. Drawing on in-depth knowledge of the relevant regulations at state and federal level, which are constantly changing and expanding in scope, CPI helps its clients to comply with regulatory requirements and to defend themselves in the event of incidents.

CPI's long-standing financial success is evidence of the quality of services the company offers its clients. CPI's business model is strengthened by its diverse customer base, a net retention rate of over 100% and the relationships it has built over the past 43 years: CPI's top 500 key clients have been customers for at least 20 years. Wendel's investment in CPI was motivated by the company's ability to expand this base, and to realize the significant potential for growth in adjacent markets and services. Wendel is supporting CPI management and employees in expanding the scope of their services and creating a global training platform with an even greater impact.

Highlights of 2023

CPI reported 2023 revenues of $138.4 million, up +15.2% compared to 2022, or +15.6% organically (foreign exchange impact was -0.4%). Drivers for the performance reflect continued expansion of its certified instructor installed base in North America, beneficial mix impact from specialty programs and digital offerings, and growth in its international markets, notably the UK, Ireland and Australia. CPI also opened an office in Dubai in late 2023, from which it will lead its expansion into Gulf Cooperation Council Countries.

2023 EBITDA growth was +10.8% to $68.6 million(1), or a margin of 49.6% for 2023 (comparable year-over-year). This EBITDA growth aligned with the Company's revenue growth, which accelerated in the second half of the year, and included material investments in technology to further automate and expand the business.

As of December 31, 2023, net debt totaled $284.5 million(2), or 4.0x EBITDA as defined in CPI's credit agreement.

Outlook for development

CPI is benefiting from its position as leader in a market where demand for training on preventing and de-escalating crisis situations is increasingly high. CPI services are increasingly in demand due to a greater number of incidents and ever more restrictive regulations introduced by state and federal government. This is particularly true of educational and healthcare establishments which currently represent the bulk of CPI's sales. This is also increasingly the case in other sectors where violence and trauma in the workplace are commonplace. In addition to continuing these initiatives aimed at expanding in the United States, CPI is also investing in increasing its international presence, which accounted for around 20% of sales in 2023, mainly to clients in Canada, the United Kingdom and Australia. The company is constantly evaluating and improving its training programs and teaching methods. It will continue to suggest improvements, specialized services and new technological solutions over time in order to equip clients who are exposed to varying degrees of risk, enabling them to manage violence at work effectively.

In millions of US dollars	2023 after IFRS 16	2022 after IFRS 16	Δ
Sales	138.4	120.1	+15.2%
EBITDA(1)	68.6	61.9	+10.8%
As a % of sales	*49.6%*	*51.5%*	*-90 bp*
Net financial debt	284.5	300.6	-16.1

(1) Adjusted EBITDA before goodwill allocation entries, management fees and non-recurring items.

Top management

Tony Jace, Chief Executive Officer

Susan Driscoll, President

Joy Krausert, Chief Financial Officer

Wendel's team

Board of Directors:
Adam Reinmann (Chairman), Harper Mates,
Mel Immergut (Wendel Senior Advisor), Maud Funaro

Audit Committee:
Harper Mates (Chairperson), Adam Reinmann

For more information: https://www.crisisprevention.com/

(1) Recurring EBITDA post IFRS 16. Recurring EBITDA pre IFRS 16 was $67.6m.
(2) Post IFRS 16 impact. Net debt pre IFRS 16 impact was $280.8m.

1.4.5 Tarkett

Tarkett, a world leader in flooring and sports surface solutions

The Tarkett group's leadership position in the flooring industry is the result of 140 years of experience, and builds on the talent, values and commitment of generations of entrepreneurs. Tarkett develops, manufactures and sells one of the broadest ranges of flooring products and addresses diversified commercial and residential end-markets, mainly focusing on renovation.

Tarkett in brief

(equity-method investment)

3rd largest manufacturer of flooring solutions worldwide	Approx. 12,000 employees	Sales in over 100 countries	34 industrial sites, 25 R&D laboratories and 8 recycling centers
€3,363 million in sales in 2023	EBITDA of €287.8 million in 2023[(1)]	Stake[(2)] held by Wendel: 23.4%	Amount invested by Wendel[(3)]: €222 million since April 2021

(1) Adjusted EBITDA. Including the impact of IFRS 16.
(2) Share of equity owned by Wendel as of December 31, 2023, net of treasury stock. Stake held via Tarkett Participation as part of the partnership with the Deconinck family.
(3) Amount of equity invested by Wendel as of December 31, 2022, for the stake held at that date through Tarkett Participation.

Why did we invest in Tarkett?

Wendel announced on April 23, 2021 that it had partnered with the Deconinck family to form Tarkett Participation to support Tarkett's growth. The Deconinck family will maintain a controlling stake in the company. Wendel is represented by an observer on Tarkett's Board of Directors and has governance rights commensurate with the level of its minority shareholding.

On October 26, 2021, Tarkett Participation announced that it held, directly or indirectly, 90.41% of Tarkett's share capital (compared with 86.27% following the close of the simplified tender offer on July 9, 2021). Minority shareholders of Tarkett now hold less than 10% of share capital and voting rights.

Tarkett Participation could contemplate a potential squeeze-out procedure, in accordance with the regulations, but this is not on the table at this time. Tarkett Participation is controlled by the Deconinck family.

Wendel has invested a total of €222 million for a total stake of 25.9% of Tarkett Participation's capital, representing a 23.4% ownership of Tarkett.

Tarkett has many strategic assets:

- a leading position as the world's 3rd largest flooring supplier worldwide (based on 2022 sales);
- balanced geographical exposure and diversified market segments;
- a product range among the widest in the flooring and sports surface industry;
- long-term relationships with customers;
- special long-term relationships with fitters and contractors;
- a "GloCal" positioning;
- an eco-innovation pioneer; and
- an international and experienced management team.

For more information please visit: https://www.tarkett-group.com/en/investors/

For more information on sustainability: https://www.tarkett-group.com/en/climate-circular-economy/

Top management

Fabrice Barthelemy, Chief Executive Officer

Raphaël Bauer, Chief Financial Officer

Eric La Bonnardière, Chairman

Wendel's team

Board of Directors of Tarkett Participation:
Claud Ehlinger, David Varet

Board of Directors of Tarkett SA: Claude Ehlinger (Observer)

For more information: https://www.tarkett-group.com/

1.4.6 ACAMS

ACAMS is the world's largest[1] membership organization dedicated to fighting financial crime.

ACAMS is the world's largest membership organization dedicated to ending financial crime through continuing professional education, training and certifications, in the areas of Anti-Money Laundering (AML), financial crime prevention and sanctions compliance.

ACAMS in brief

(fully consolidated company)

312 employees	Over 110,000 members	Presence in 200 countries and jurisdictions	Global leader in anti-financial crime professional education, training and certifications
$102.9 million in sales in 2023[1]	EBITDA of $24.6 million in 2023[2]	Stake held by Wendel: 98%	Amount invested[3] by Wendel: $338 million

(1) Including a $1.0 million one-time benefit associated with an updated revenue recognition policy.
(2) EBITDA post IFRS 16. 2023 EBITDA is adjusted to (i) exclude the $1.0 million one-time benefit associated with an updated revenue recognition policy, and (ii) exclude $1.5 million of non-recurring expenses on outside consultants.
(3) Amount of equity invested by Wendel in ACAMS in March 2022, representing €303 million.

Why did we invest in ACAMS?

On March 10, 2022, Wendel completed the acquisition of ACAMS (Association of Certified Anti-Money Laundering Specialists) from Adtalem Global Education (NYSE ATGE). This transaction valued ACAMS' enterprise value at approximately $500 million[2]. Wendel invested $338 million in equity and holds 98% of the company's share capital alongside the company's management and a minority shareholder.

ACAMS is the world's largest membership organization dedicated to ending financial crime through continuing professional education, training and certifications, in the areas of Anti-Money Laundering (AML), financial crime prevention and sanctions compliance. The company benefits from a large global network of over 110,000 members in more than 200 countries and jurisdictions. Of these members, more than 60,000 professionals hold CAMS certifications that require rigorous preparation, periodic renewals, and continuing education and training, including webinars and conference attendance. ACAMS employs 312 people, mainly in the United States, United Kingdom and Hong Kong, who together serve a global customer base. The company generates around 50% of its sales outside of the United States and has a long history of organic growth through global expansion and the introduction of new programs aimed at supporting its customers' and members' fight against an increasingly complex financial-crime environment.

Wendel's investment is in line with Wendel's stated objective of accelerating the redeployment of capital to higher-growth companies that share the ESG values of the Wendel Group.

Highlights of 2023

ACAMS, the global leader in training, certifications, thought leadership and conferences for anti-money laundering and financial-crime prevention professionals, reported 2023 revenue of $102.9 million[3], up +4.5% vs. 2022, and +8.3% when excluding the revenue of a large, European banking customer that implemented an usually large firm-wide training program in 2022 and has since normalized to include only employee groups focused on financial crime. The year-over-year growth reflects expansion within existing and new banking customers globally, as well as in adjacencies in governments and new geographies, many of which are increasing their investment in compliance training in response to developing regulatory activity in their regional markets.

(1) According available public information.
(2) Net adjusted acquisition price of $487.5 million.
(3) Including a $1.0 million one-time benefit associated with an updated revenue recognition policy.

EBITDA[1] for the year was c. $24.6 million, up +26.8% vs. 2022 and reflecting a 23.9% margin, up 420 bps year-over-year. The increased profitability reflects improved price and cost discipline, better productivity from recent technology investments and more experience operating as a stand-alone company.

As of December 31, 2023, net debt totaled $156.4 million[2], up from $143.4 million at the end of 2022, which represents 5.8x EBITDA as defined in ACAMS' credit agreement. The increased borrowings were used to fund residual consulting costs and working capital payments related to the separation from Adtalem.

ACAMS has also finalized the addition of several key members to its senior leadership team in the first quarter of 2024, including the appointment of Neil Sternthal as Chief Executive Officer, and the hire of Yuctan Hodge II as new Chief Financial Officer. Mr. Sternthal joins ACAMS after a long career as an executive with Thomson Reuters (NYSE: TRI) and will join Mariah Gause, COO and previously interim CEO, as the two executive officers of the Company's Board of Directors.

For 2024, ACAMS expects growth to accelerate in 2024, in line with its historical performance, and to maintain stable margins.

Outlook for development

Over the past twelve months, ACAMS has successfully managed its separation from its prior owner while accelerating investment in the membership organization, including resuming its global conference activity, introducing new webinars, training and certifications centered on emerging threat areas such as sanctions and cryptocurrencies, and accelerating the expansion of its membership base. The combination of these factors, supported by the growing global need to stay ahead of an ever-changing threat and regulatory environment, has supported ACAMS' recent results.

The company is targeting double-digit organic revenue growth and >20% EBITDA margins over the next several years through additional investments in enterprise sales, enhanced engagement with a growing membership base and the continued introduction of new programs and subject-matter expertise, which it intends to develop organically or through acquisitions.

In millions of US dollars	2023 after IFRS 16	2022 after IFRS 16	Δ
Sales	102.9	98.4	+4.5%
EBITDA[1]	24.6	19.4	+26.8%
As a % of sales	*23.9%*	*19.7%*	*+420 bp*
Net financial debt	156.4	143.4	+13

(1) Estimated 2022 EBITDA, including Wendel's estimate of the operating expenses required to manage ACAMS' operations on an independent basis.

Top management

Neil Sternthal, Chief Executive Officer

Mariah Gause, Chief Operating Officer

Yuctan Hodge II, Chief Financial Officer

Wendel's team

Board of Directors: Adam Reinmann (Chairman),
Harper Mates, Jamie Fletcher,
Mel Immergut (Wendel Senior Advisor)

Audit Committee: Jamie Fletcher (Chairman),
Adam Reinmann, Harper Mates

For more information: acams.org

(1) EBITDA post IFRS 16. There was no IFRS 16 impact on ACAMS in 2022. 2022 EBITDA was calculated on a pro forma basis that reflects full anticipated cost structure required to operate on a standalone basis. EBITDA is before non-recurring items and goodwill allocation entries. In 2023, there is IFRS 16 impact. 2023 EBITDA is adjusted to (i) exclude the $1.0 million one-time benefit associated with an updated revenue recognition policy, and (ii) exclude $1.5 million of non-recurring expenses on outside consultants.

(2) Net debt pre IFRS 16 was $155.8 million.

1.4.7 Scalian

Scalian, a leading European consulting firm in digital transformation, project management and operational performance

Ranked among France's leading ten engineering consulting firms, Scalian is also active internationally, providing industrial project management services for issues pertaining to supply chains (costs, quality, deadlines, performance), digital engineering from architecture to embedded digital systems development and system applications, big data and AI.

Scalian also addresses optimization and performance of projects and organizations, as well as providing digital transformation support for industry and service sector leaders.

Scalian in brief

(fully consolidated company from July 2023)

Over 5,500 employees	Over 500 customers	Presence in 11 countries	A leading European consulting firm in digital transformation, project management and operational performance
€541.4 million in sales in 2023[(1)]	EBITDA of €65.8 million in 2023[(1)]	Stake held by Wendel: 82%	Amount invested[(2)] by Wendel: €557 million

(1) Full consolidation since July 2023. Full Year 2023 are like-for-like unaudited figures. EBITDA and Net debt are post IFRS 16.
(2) Amount of equity invested by Wendel as of December 31, 2023, for the stake held at that date.

Why did we invest in Scalian?

A major player in management consulting, digital systems and the digital transformation, Scalian has more than 5,500 employees worldwide. On July 27, 2023, Wendel completed the acquisition of Scalian, investing €557 million of equity, i.e., an Enterprise Value of c. €965 million. Wendel holds a c. 82% interest in Scalian, alongside management of the company.

Since 2015, the company has delivered average annual growth of around 30% of its revenues, including 12% of organic growth despite Covid. The company's growth has been amplified by a selective external growth strategy, in France and internationally, with eleven acquisitions completed over the 2015-2023 period.

With the implementation of its 2028 Strategic Plan, Scalian aims to achieve revenue of €1.5 billion, by gaining a critical mass in the main European countries and a solid North American platform. This plan aims to continue developing the core business combining Management Consulting and Digital Technologies through (i) the enhancement of Scalian's innovative technological solutions (Data, AI, Drones, Simulation, etc.), (ii) the integration of today's major societal challenges (CSR, etc.) and (iii) the support of its best shore platforms (India, Morocco, etc.). The goal is to provide efficient, global solutions to meet its clients' major manufacturing challenges.

Scalian's ESG policy resulted in several certifications (ISO 9100, 9001, 14001, 27001) and the Group obtained an Ecovadis Silver Medal in 2022. Scalian's performance and commitment to corporate social responsibility are totally in line with Wendel's values.

This majority investment in an unlisted company is fully in line with the strategic roadmap announced in March 2023 through the redeployment of capital to higher-growth companies.

Highlights of 2023

Scalian, a European leader in digital transformation, project management and operational performance consulting, reported like-for-like growth of +15.7% in 2023, with annual sales at December 31, 2023 of €541.4 million. This performance, above that of its peers, is particularly remarkable given the slowdown in growth observed in its industry since March 2023.

Scalian generated EBITDA[(1)] of €65.8 million in 2023, up 22.7% in 2023 on a like-for-like basis. The EBITDA margin thus stood at 12.2%, slightly up compared to 2022. Compared with H1 2023, EBITDA margin is slightly down, mainly due to the slippage of expected projects by Scalian's customers, translating into lower utilization rate. Since September 2023, Scalian has adapted to the market conditions by limiting its recruitment volume to optimize its utilization rate, while adjusting its initially planned SG&A investments.

Net debt[(2)] stands at €303.6 million, representing a leverage of 5.9x[(3)] EBITDA, giving Scalian a comfortable headroom in relation to its covenants (limit of 8.5x).

In terms of recent news, Scalian announced the acquisition of Dulin Technology in January 2024, a Spanish-based consulting firm specializing in cybersecurity for the financial sector, and the recruitment of Nathalie Senechault, former CFO of the Atos Group, as its new CFO in January 2024.

Outlook for development

Scalian aims to position itself among the world leaders in management consulting and digital technologies, and to achieve revenue of €1.5 billion by 2028, through organic and external growth.

In millions of euros	2023 after IFRS 16	2022 after IFRS 16	Δ
Sales	541.4	468.1	+15.7%
EBITDA[(1)]	65.8	53.7	+22.7%
As a % of sales	*12.2%*	*11.5%*	*+70 bp*
Net financial debt[(1)]	303.6	na	na

Full consolidation since July 2023. Full Year 2022 and Full Year 2023 are like-for-like unaudited figures.

(1) EBITDA and net debt are post IFRS 16.

Top management

Yvan Chabanne, CEO

Nathalie Senechault, CFO

Wendel's team

Board of Directors: David Darmon, Jérôme Michiels, Sarah Masson, Jérôme Richard (Observer)

Audit Committee: Jérôme Michiels, Sarah Masson

Nomination & Compensation Committee:
David Darmon, Jérôme Richard

For more information: scalian.com

(1) EBITDA after IFRS 16 impact..
(2) Net debt after IFRS 16 impact.
(3) As defined in Scalian's credit agreement (pre-IFRS).

1.4.8 Wendel Growth[1]

Investing in high-growth companies

With Wendel Growth, Wendel invests directly or via funds in innovative, high-growth companies. Initiated in 2013, Wendel Growth has, to date, mainly made commitments to several high-quality technology and growth investment funds.

Wendel Growth is now looking for direct investment and co-investment opportunities in start-ups. Wendel's ambition is to invest up to €50 million per investment in scale-ups in Europe and North America. Priority is given to direct investments, while in parallel, Wendel Growth will continue to invest in funds.

Wendel Growth key figures

>20 investments in funds	5 direct investments[1]	€235 million in capital committed[2]

(1) As of December 31, 2023, €55 million has been committed.
(2) As of December 31, 2023, of which €55 million in direct investments, and €180 million committed in funds (called at approximately 70%).

Why did we create Wendel Growth?

With Wendel Growth, Wendel aims to increase its exposure to the high-growth company sector.

Wendel Growth invests directly or through funds in innovative and high-growth companies. Wendel Growth should enable the Group to be involved (via funds or directly) in the development of hundreds of start-ups, mainly in the digital field.

Wendel Growth's objective is two-fold:

- to diversify Wendel's portfolio by gaining exposure to high-growth assets, generally with a digital component or with disruptive business models; and
- to develop the expertise of Wendel's teams and those of its portfolio companies in terms of technological innovations that can impact or improve the Group's value creation profile.

Wendel's permanent capital is attractive to entrepreneurs who are looking for a partner capable of supporting them over the long term.

Wendel Growth also seeks to add value to its investments by working closely with four renowned Senior Advisors in technology development and by relying on the significant expertise of Wendel's operational teams in structuring, M&A acquisitions or business connections. Wendel's international footprint, with its network in the United States and its New York office, is a real asset in helping entrepreneurs develop their companies.

Direct investments: Since 2022, Wendel Growth has been accelerating its direct investments in order to build up a portfolio of innovative, high-growth companies over the medium term by investing in two to four companies per year.

Wendel targets:

- direct investments, as leader or follower, from €10 million to €50 million in scale-ups (up to four investments per year);
- companies with high-growth, high-margin businesses and double-digit annual growth with a target return of >25% IRR;
- start-ups in growth sectors such as BtoB SaaS software, marketplaces, fintech, digital health, defense, deeptech, technology-based services, etc.;
- start-ups located in countries where Wendel already has experience, mainly in Europe and the United States, where Wendel has a large office in New York.

Investments in funds: Wendel Growth's fund investment strategy is to invest primarily in funds located in the United States and Europe, in a diversified manner, from venture capital to growth capital, while maintaining a steady investment rate to mitigate vintage risk.

Through its funds activity, Wendel Growth has access to renowned institutions such as: Accel Partners, Andreessen Horowitz (a16z), Bond Capital, Innovation Endeavors, Kleiner Perkins, Quadrille, Northzone, Redpoint and Insight.

(1) Formerly Wendel Lab.

Investments

This new team has already made four direct investments in 2023:

- in January, €15 million invested in Tadaweb, which delivers open-source intelligence (OSINT) platforms that enable organizations to generate actionable intelligence by making analysts' investigative methods hyper-efficient, reducing time to insight from days to minutes;
- in February, €7 million invested in Brigad, an online tool connecting self-employed professionals with hospitality and care establishments;
- Wendel signed an agreement in March 2023 to invest approximately €15 million in convertible bonds and warrants in Preligens, the French pioneer in AI technology to empower intelligence and other defense applications. Preligens develops solutions to automate the analysis of multi-source data and cue users towards unusual events requiring their tradecraft;
- in December 2023, Wendel entered into a definitive agreement to acquire a minority interest of Aqemia. Wendel made an equity investment of €15.5 million to support the Company's growth. Aqemia develops a first-in-class technological platform (the Launchpad) combining quantum-inspired physics and machine learning. The technology developed by the Company aims to quickly and accurately predict the affinity between a molecule and a target, hence accelerating drug discovery.

AlphaSense, the leading AI powered market intelligence and search platform, of which Wendel is a minority shareholder ($2.7 million invested since 2019), announced two financing rounds in 2023, leading its valuation to $2.5 billion.

Total investments and commitments to date stand at €235 million, of which €180 million committed in funds and around €55 million in direct investments.

ESG

Investments made by Wendel Growth are in line with Wendel's ESG values and ethics. Investment opportunities are subject to ESG due diligence during the investment phase. In particular, they are subject to Wendel's exclusion list. Where possible, more in-depth ESG due diligence is undertaken (HR policies, Code of Conduct, consideration of climate change, etc.). This practice is also implemented as part of direct investments in growth companies.

1.4.9 Constantia Flexibles

(Sold on January 4, 2024)

Constantia Flexibles is a global leader in the fragmented flexible packaging market. The Group produces flexible packaging solutions for a diversified portfolio of blue-chip customers and local champions in the pharmaceutical and consumer industries.

On July 31, 2023, Wendel signed an agreement to sell Constantia Flexibles to an affiliate of One Rock Capital Partners, LLC. On January 4, 2024, after obtaining the necessary regulatory authorizations, Wendel completed the sale of Constantia Flexibles to One Rock Capital Partners, LLC. For Wendel, the transaction generated net proceeds of €1,094 million. Wendel earned upon closing additional proceeds of €27 million from the sale of some of the company's ancillary assets bringing total proceeds to Wendel to €1,121 million, i.e., a valuation over 10% higher than the latest NAV on record before the announcement of the transaction (as at March 31, 2023). The total amount of this operation reflects a multiple of c. 2.0x Wendel's net total investment in Constantia Flexibles since 2015 and is one of the largest on the European private equity market in 2023.

1.5 Third-party asset management

In 2023, Wendel set out its new strategic directions, with the ambition of building a dual business model based on permanent capital and private asset management, generating an attractive and recurring shareholder return. With its new third-party asset management business, its ambition is to generate €150 million in FRE by 2027. Wendel plans to reach this level through double-digit organic growth of its activities, supplemented by external growth in new asset classes.

1.5.1 IK Partners

IK Partners in brief

(acquisition pending)

190+ employees	Present in 7 countries	Assets under management: approximately €11.8 billion	General Partner active in the European mid-market
Approximately €150 million in Management Fees projected for 2024	Approximately €60 million of FRE projected for 2024	Stake held by Wendel: 51% at closing of the 1st tranche of the transaction	Amount invested[(1)] by Wendel: €383 million

(1) Amount of equity invested by Wendel up to 2027 (1st tranche of the transaction) for 51% of the capital held at closing. See structure of the operation below.

A European leader in private equity

Founded in 1989, IK is one of Europe's most recognized PE firms, with teams across a number of European countries focusing on the mid-market segment. The company invests in the Business Services, Healthcare, Consumer and Industrials sectors in Benelux, DACH, France, Nordics and the UK.

IK manages approximately €11.8[(1)] billion of private assets on behalf of third-party investors and since inception, has invested in over 180 companies.

IK supports high-potential companies, working closely with management teams to build strong, well-positioned businesses with solid long-term prospects. The company's investment teams have an excellent track record, both in terms of performance, with an average gross IRR of around 26%[(2)] on exit, and in terms of their ability to return capital to investors (DPI: Distributed to Paid-In Capital), 2023 being a record year.

In 2024, IK Partners' activities are expected to generate around €150 million in management fees and some €60 million in pre-tax Fee Related Earnings (FRE).

(1) Including co-invest direct investments from significant LPs, and from third-party co-control co-investment.
(2) Gross IRR. Across fully exited companies in the IK VII and IK VIII funds.

A transaction aligning strategic interests of all stakeholders, over the long term

The proposed transaction is a strategic partnership in which Wendel will participate in the Group's strategic decisions and IK Partners' teams – who remain committed for the long term – will continue to operate autonomously in existing and new markets under the same brand. A key feature of the envisaged partnership will be the commitment of significant capital by Wendel to support IK's present and future platform funds as well as the development of new strategies defined in agreement with IK. The envisaged transaction would lead to the full acquisition of IK over time.

The transaction would encompass (i) an initial transaction and (ii) subsequent transactions structured to ensure alignment of interests of all stakeholders:

i. Initial transaction

As part of the initial transaction (expected to be finalized in the first half of 2024), Wendel would invest €383 million, or 12.5 times the estimated 2024 pre-tax Fee Related Earnings ("FRE"), to acquire 51% of IK Partners' shares and rights to 20% of the carried interest generated on all future funds raised by IK Partners, starting with the X fund.

The €383 million would be paid by Wendel in two stages:

- €255 million at the time of closing,
- €128 million 3 years after closing, subject to certain conditions;

ii. Subsequent transactions

The remaining 49% of IK Partners' capital would be acquired by Wendel in subsequent transactions, which would take place between 2029 and 2032. These subsequent acquisitions of IK Partners shares by Wendel would be payable in cash or in Wendel shares, at Wendel's discretion. The price of these additional transactions would depend on the growth of FRE over the period.

In addition, Wendel would participate in future IK fundraising activities up to a maximum of 10% of the capital raised, thus diversifying its investments in asset classes whose past performance has regularly exceeded 20% IRR, thereby further accelerating IK's growth. IK Partners' team will remain autonomous in its day-to-day management and its Investment Committee will remain fully independent.

2

CORPORATE GOVERNANCE

This “Corporate governance” section includes extracts from the Supervisory Board’s report on Corporate Governance prepared pursuant to Articles L. 22-10-20 and L. 22-10-34 of the French Commercial Code *(Code de commerce)*. The Supervisory Board’s report also includes information pertaining to Shareholders’ Meetings (section 8.4.4) and information that could have an impact in the event of a takeover bid (section 8.3.11). Lastly, it includes information regarding delegations of powers and authority for capital increases (section 8.3.7), and the observations of the Supervisory Board (section 9.3). This report was issued by the Supervisory Board at its meeting on February 28, 2024, following the Governance and Sustainability Committee's review.

2.1 Governing and supervisory bodies

Since 2005, the Company has been governed by an Executive Board and a Supervisory Board. The Company’s governance structure was chosen to separate the executive functions, performed by the Executive Board, from the non-executive functions of control and supervision, performed by the Supervisory Board on behalf of shareholders.

This section explains how the Company’s governing bodies operate, their composition and the rules of ethics that apply to them.

2.1.1 The Supervisory Board and its operations

2.1.1.1 Composition of the Supervisory Board

The Supervisory Board is composed of no less than 3 and no more than 18 members, all of whom are non-executive.

The members of the Supervisory Board are appointed by the shareholders, voting at the Ordinary Shareholders’ Meeting, for a four-year term. They may be reappointed. In order to foster a harmonious turnover on the Supervisory Board and enable a smooth transition between the members of the Supervisory Board, staggered renewals were implemented in 2005 following the move towards a dual structure.

The number of Supervisory Board members aged 70 or more may not, after each Ordinary Shareholders’ Meeting, exceed one-third of the number of Board members in office. Should this proportion be exceeded, the term of the oldest member of the Supervisory Board, except for the Chairman, will end at the close of the following Ordinary Shareholders’ Meeting.

Changes in the composition of the Supervisory Board

The composition of the Supervisory Board has not changed since the Shareholders’ Meeting of June 15, 2023. The Supervisory Board is composed of 10 members appointed by the Shareholders’ Meeting and 2 members representing employees, appointed by Wendel’s Social and Economic Committee.

As of December 31, 2023, the expiration dates for the terms of the current Supervisory Board members were as follows:

2024 Shareholders’ Meeting	2025 Shareholders’ Meeting	2026 Shareholders’ Meeting	2027 Shareholders’ Meeting
■ Thomas de Villeneuve	■ Bénédicte Coste ■ François de Mitry ■ Priscilla de Moustier ■ Nicolas ver Hulst	■ Franca Bertagnin Benetton ■ William Torchiana	■ Fabienne Lecorvaisier ■ Gervais Pellissier ■ Humbert de Wendel

Since 2014, the Company has been in compliance with the French legal requirement of having at least a 40% proportion of women on the Supervisory Board since this proportion is 40% excluding members representing employees, and 50% when they are included. As of the publication of this Universal Registration Document, 4 women sit on the Supervisory Board (excluding members representing employees): Franca Bertagnin Benetton, Bénédicte Coste, Fabienne Lecorvaisier and Priscilla de Moustier.

The renewal of the term of office of Thomas de Villeneuve will be subject to the approval of the Shareholders' Meeting of May 16, 2024. For more information concerning this proposed renewal, see the "Succession plan for the Supervisory Board" section below.

Subject to the approval of the Shareholders' Meeting on May 16, 2024, after the meeting, the Supervisory Board will still be composed of 12 members, including 2 members representing employees, as follows:

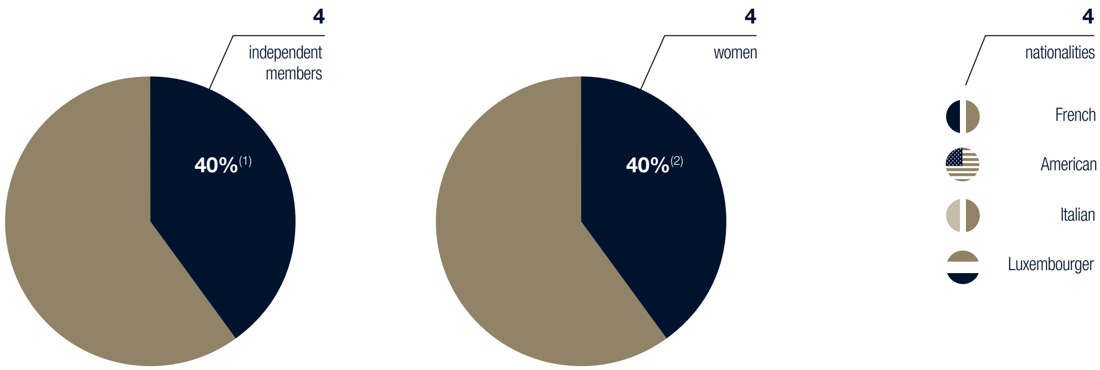
- 40% of women excluding members representing employees and 50% when they are included; and
- 40% independent members, excluding members representing employees.

Supervisory Board members at the date of the Universal Registration Document

Name	Gender	Age	Nationality	Number of offices held in other listed companies	Position on the Supervisory Board	Date first appointed to the Supervisory Board	Date current term ends	Years of service on the Board	Number of Wendel SE shares held as of Dec. 31, 2023	Committee member	Independent as defined in the Afep-Medef Code
Nicolas ver HULST	M	70	French	-	Chairman	May 18, 2017	2025 AGM	6	906	-	
Gervais PELLISSIER	M	64	French	-	Vice-Chairman and Lead Member	June 5, 2015	2027 AGM	8	500	ARCC and GSC	●
Franca BERTAGNIN BENETTON	F	55	Italian	-	Member	May 17, 2018	2026 AGM	5	500	ARCC	●
Bénédicte COSTE	F	66	French	-	Member	May 28, 2013	2025 AGM	10	1,060	GSC	
Fabienne LECORVAISIER	F	61	French	2	Member	June 15, 2023	2027 AGM	0	500	ARCC	●
Harper MATES	F	41	American	-	Member representing employees	January 1, 2021	December 31, 2024	3	2,243	-	
François de MITRY	M	58	Luxembourger	-	Member	June 29, 2021	2025 AGM	2	3,000	ARCC	
Priscilla de MOUSTIER	F	71	French	-	Member	May 28, 2013	2025 AGM	10	144,193	GSC	
Sophie TOMASI	F	45	French	-	Member representing employees	September 5, 2018	November 20, 2026	5	5,015	GSC	
William TORCHIANA	M	65	American	-	Member	June 15, 2022	2026 AGM	1	2,000	ARCC and GSC	●
Thomas de VILLENEUVE	M	51	French	-	Member	July 2, 2020	2024 AGM	3	500	GSC	
Humbert de WENDEL	M	67	French	-	Member	May 30, 2011	2027 AGM	12	225,064	ARCC	

AGM = Annual General Meeting; GSC = Governance and Sustainability Committee; ARCC = Audit, Risks and Compliance Committee.

12 members including **2** employee representatives



(1) Excluding members representing employees

(2) Excluding members representing employees (50% when these are included)

The Supervisory Board's diversity policy

The Supervisory Board considers that the diversity and the range of necessary expertise of its members' profiles are strengths and enhance its contribution to good governance. The Governance and Sustainability Committee conducts its search and selection of new members with a view to promoting a variety of skills and nationalities, gender diversity and a balanced representation of independent members. The key skills of each member of the Supervisory Board are summarized in the table below.

Skills of the Supervisory Board members

	Private equity & investment	Third-party asset management	Leadership	Finance	ESG	International experience
Nicolas ver Hulst	✓	✓	✓	✓		
Gervais Pellissier			✓	✓		✓
Franca Bertagnin Benetton	✓		✓			✓
Bénédicte Coste			✓	✓		
Fabienne Lecorvaisier			✓	✓	✓	✓
Harper Mates	✓	✓		✓		✓
François de Mitry	✓	✓	✓			✓
Priscilla de Moustier			✓		✓	✓
Sophie Tomasi						
William Torchiana		✓	✓		✓	✓
Thomas de Villeneuve	✓	✓	✓			✓
Humbert de Wendel			✓	✓		✓
TOTAL	**41.7%**	**41.7%**	**83.3%**	**50%**	**25%**	**75%**

The Supervisory Board periodically reviews the skills matrix to identify the experiences and qualifications that should be strengthened within the Board, in particular with regard to changes in strategic objectives.

Skills focus

Third-party asset management

Through their current or past roles involving asset management for third-party investors, several Board members have developed the necessary skills to support Wendel's strategic shift towards third-party asset management. These include:

- Thomas de Villeneuve, Managing Partner of Seven2 (formerly Apax Partners in France), a private equity firm with approximately €5 billion of private assets under management;
- François de Mitry, Managing Partner of Astorg, a private equity fund with approximately €21 billion of private assets under management;

- Nicolas ver Hulst, former CEO and Chairman of Alpha Associés Conseil, a private equity firm with approximately €2 billion of private assets under management.

In addition, William Torchiana, a partner with the law firm Sullivan & Cromwell LLP, has advised numerous entities in this field.

ESG

The Board's ESG expertise was strengthened with the arrival in June 2023 of Fabienne Lecorvaisier, who was previously Executive Vice-President, principally in charge of sustainable development at Air Liquide.

Independence of Supervisory Board members

The Supervisory Board is designed to guarantee impartial deliberation and includes members who qualify as independent. It reviews the independence of its members every year. The aim is for the Board to have at least as many independent members as specified in recommendation 10.3 of the Afep-Medef Code, which recommends that at least one-third of the Board members of controlled companies be independent.

The Supervisory Board adopts the following definition of "independent member", as per recommendation 10.2 of the Afep-Medef Code: "A director is independent when he or she has no relationship of any kind whatsoever with the corporation, its group or its management that may interfere with his or her freedom of judgment."

At their respective meetings on January 31 and February 28, 2024, the Governance and Sustainability Committee and the Supervisory Board reviewed the independence of each member based on the following criteria, in accordance with recommendation 10.5 of the Afep-Medef Code, to establish that they:

- were not employees or executive corporate officers of the Company, employees, executive corporate officers or directors of the parent company or of a company consolidated by it, either currently or at any time in the five previous years;
- were not executive corporate officers of a company in which the Company holds, directly or indirectly, a directorship, or in which an employee designated as such or an executive corporate officer of the Company (current or in the last five years) holds a directorship;
- were not a customer, supplier, commercial banker, investment banker or consultant (or be directly or indirectly related to any of the above):
  - of the Company or the Group to a significant extent, or
  - for which the Company or the Group accounts for a significant portion of the business;
- did not have family ties with a corporate officer of the Company;
- have not been a Statutory Auditor of the Company during the previous five years; and
- have not been directors of the Company for more than 12 years. Directors may no longer be classified as independent after 12 years.

With regard to the criterion relating to a business relationship with the Group, the Supervisory Board – following the recommendation of the Governance and Sustainability Committee – carries out a quantitative and qualitative review of the situation of each member concerned, based on the following criteria:

- the companies involved in the business relationship;
- the nature of the business relationship (customer/supplier/management position/member of a governance body), as well as its frequency; and
- the significance of the business relationship with regard to (i) the revenue generated between the parties concerned, and (ii) the existence or absence of economic dependence or exclusivity between the parties.

Following the review of the independence of its members, the Supervisory Board estimated that on February 28, 2024, 4 out of 10 members, i.e., 40%[(1)], met the independence criteria set by the Afep-Medef Code: Franca Bertagnin Benetton, Fabienne Lecorvaisier, Gervais Pellissier and William Torchiana. The composition of the Supervisory Board therefore complies with recommendation 10.3 of the Afep-Medef Code.

Lead Member of the Supervisory Board

Gervais Pellissier, independent Vice-Chairman of the Board, has also been Lead Member of the Supervisory Board since 2018. His role is to:

- interact with Wendel shareholders who request it;
- represent the independent members of the Board *vis-à-vis* the other members of the Board and the Executive Board; convene and chair meetings of the independent members; and
- manage potential or actual conflicts of interest with the majority shareholder.

In 2023, Gervais Pellissier chaired a meeting of independent members and then reported back to the Board at an executive session.

(1) It is specified that the Supervisory Board members representing employees are not included in the calculation of the proportion of independent Board members, in accordance with the Afep-Medef Code.

Succession plan for the Supervisory Board

The succession plan for the Supervisory Board was drawn up following the work carried out by the Governance and Sustainability Committee in early 2022. It was adopted by the Supervisory Board at an executive session during its meeting on March 9, 2022, and then amended on January 31, 2023 and on February 28, 2024.

It is reviewed by the Committee and the Chairman of the Supervisory Board at least once a year and whenever necessary.

The plan specifies the characteristics of the Board's composition, as well as the data that will make it possible to monitor changes. It describes the assumptions leading to the organization of the succession of Board members, according to different time-frames:

- short-term situations: unforeseen circumstances such as incapacity, resignation or death;
- medium-term situations: dismissal from office; and
- long-term situations: expiration of the term of office, reaching the age limit or loss of independent status due to the length of the term of office.

Where appropriate, the plan provides for the replacement of the member(s) concerned, and describes the role of the Governance and Sustainability Committee. The process for selecting new member(s) is also set forth, and is based on the preparation of a candidate profile by the Board, taking into account the Supervisory Board's diversity policy, general personal and professional criteria expected of all candidates, as well as specific criteria to tailor the search to particular needs, taking into account, in particular, changes in the Group's governance, its strategic orientations and new trends and priorities.

The Committee may call on an outside firm to assist it, and may also ask the members of the Executive Board for their opinion. The selection procedure is adapted to the type of appointment - independent member or member of the Wendel family. Whenever possible, the Committee submits one (or ideally, two) candidates to the Board for a decision. The appointment of the candidate selected by the Supervisory Board is then placed on the agenda of the next Shareholders' Meeting.

This year, no new appointments will be submitted to the Shareholders' Meeting of May 16, 2024, but shareholders will be asked to renew Thomas de Villeneuve's term of office. The Board particularly emphasizes his expertise in the fields of investment, private equity and third-party asset management, acquired over almost 23 years with Seven2 (formerly Apax Partners in France), where he is Managing Partner. Seven2 is a private equity firm with €5 billion in private assets under management for third-party investors. This expertise is particularly aligned with Wendel's strategic development. The Supervisory Board also appreciated the quality of his contributions to the work of the Board and the Governance and Sustainability Committee throughout his first term of office.

No conviction for fraud, official public incrimination and/or public sanction or liability for bankruptcy during the previous five years

To the best of the Company's knowledge and as of the date of this Universal Registration Document, subject to the clarification below, no member of the Supervisory Board has, during the last five years: (i) been convicted of fraud or been the subject of an official indictment and/or official public sanction pronounced by statutory or regulatory authorities; (ii) been associated with any bankruptcy, receivership, liquidation or placement under court administration; or (iii) been disqualified by a court from serving as a member of an administrative, management or supervisory body of an issuer or from acting in the management or conduct of the affairs of an issuer.

Nicolas ver Hulst is Chairman of the Board of Directors of BR Gaming, which is subject to court-ordered liquidation proceedings which began on September 2, 2015. These proceedings are ongoing.

Conflicts of interest, family ties and service contracts

To the best of the Company's knowledge as of the date of this Universal Registration Document, subject to the clarifications below, there is no actual or potential conflict of interest between, on the one hand, private or other interests of the members of the Supervisory Board and, on the other hand, their obligations with regard to the Company:

- Nicolas ver Hulst, Bénédicte Coste, François de Mitry, Priscilla de Moustier, Thomas de Villeneuve and Humbert de Wendel are members of the Wendel family. They are also directors of Wendel-Participations SE, the Company's main shareholder, which represents the interests of Wendel family members. Priscilla de Moustier is Chairman and CEO of Wendel-Participations SE; and
- Thomas de Villeneuve and François de Mitry hold positions in investment firms/funds that may compete with Wendel.

To the Company's knowledge, there is no existing or potential conflict of interest that has not been handled in accordance with the conflict of interest management procedure specified in the internal regulations of the Supervisory Board and described in section 2.1.8.2 – Business ethics, under "Conflicts of interest".

The Supervisory Board members have no family ties with the Executive Board members.

Restrictions on the sale of shares held by the members of the Supervisory Board are described in section 2.1.8.1 – Market ethics.

2.1.1.2 Information regarding members of the Supervisory Board

Nicolas ver HULST

Chairman

Date first appointed: May 18, 2017

Current term expires: 2025 AGM

Born on August 21, 1953

French nationality

Business address:
Wendel
2-4 rue Paul Cézanne
75008 Paris, France

Career path:

Nicolas ver Hulst is a engineering graduate of École Polytechnique and holds an MBA from INSEAD.

He began his career at the French department of Telecommunications before joining BNP. From 1985 to 1995, he worked in various positions at CGIP, including as head of business development.

From 1989 to 2017, Nicolas ver Hulst held management positions at Alpha Associés Conseil, notably as CEO and Chairman. His term of office at Alpha Group ended in October 2017.

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Director of Wendel-Participations SE

Member of the Supervisory Board: Qovetia, MPM Advisors

Director: Septagon Sicav, Midas Wealth Management, Centre Pompidou Metz

Manager: Milkyway Capital Soparfi, Northstar SC, Orion SC

Appointments expired in the last five years: None.

Number of Wendel shares held as of December 31, 2023: 906

Gervais PELLISSIER

Vice-Chairman and Lead Member

Chairman of the Audit, Risks and Compliance Committee, member of the Governance and Sustainability Committee

Independent member

Date first appointed: June 5, 2015

Current term expires: 2027 AGM

Born on May 14, 1959

French nationality

Business address:
Wendel
2-4 rue Paul Cézanne
75008 Paris
France

Career path:

Gervais Pellissier is a graduate of HEC, as well as the University of California Berkeley and the University of Cologne in Germany.

From 1983 to 2008, Gervais held various executive and Board positions within the Bull Group. From 2005 to 2023, he held various positions within the France Telecom Group, now Orange, including that of Deputy CEO from 2011 to 2021.

He holds two of France's highest honors: Knight of the Legion of Honor and Officer of the National Order of Merit.

Other appointments and positions held as of December 31, 2023:

Founder and director of the Fondation des Amis de Médecins du Monde

Appointments expired in the last five years:

Chairman: Orange Business Services, Orange Spain

Group Managing Director: Orange SA

Member of the Supervisory Board: Orange Polska SA

Director: Orange Horizons, Mobistar/Orange Belgique

Number of Wendel shares held as of December 31, 2023: 500

Franca BERTAGNIN BENETTON

Member of the Audit, Risks and Compliance Committee

Independent member

Date first appointed: May 17, 2018

Current term expires: 2026 AGM

Born on October 23, 1968

Italian nationality

Business address:
Evoluzione 2 Srl
Piazza Rinaldi, 10
31100 Treviso
Italy

Career path:

Franca Bertagnin Benetton is a graduate of Boston University and holds an MBA from Harvard University (1996).

She started her career at Colgate Palmolive, before working at Bain & Co before joining the Benetton group in 1997.

Since 2003, Franca Bertagnin Benetton has managed a diversified portfolio of private and public investments. She is the CEO of her family office Evoluzione 2 and of BCapital.

Other appointments and positions held as of December 31, 2023:

CEO: Evoluzione 2 Srl, BCapital Srl

Member: European Advisory Board of Harvard Business School

Appointments expired in the last five years:

Director: Edizione Srl, Autogrill Spa, Benetton Srl, Telepass Spa, Fondazione Benetton, International Advisory Board of Boston University

CEO: Evoluzione Spa

Number of Wendel shares held as of December 31, 2023: 500

Bénédicte COSTE

Member of the Governance and Sustainability Committee

Date first appointed: May 28, 2013

Current term expires: 2025 AGM

Born on August 2, 1957

French nationality

Business address:
Wendel
2-4 rue Paul Cézanne
75008 Paris
France

Career path:

Bénédicte Coste is a graduate of the École des hautes études commerciales (HEC) (with a major in finance) and holds a degree in law and a BTS in agricultural management from l'École supérieure d'agriculture d'Angers.

She began her career in 1980 in the finance division of Elf Aquitaine. She then moved into portfolio management, creating Financière Lamartine in 1990. From 2004 to 2007, Bénédicte Coste was also President of the French Savings and Retirement Association (Afer).

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Director of Wendel-Participations SE

Chairman and Chief Executive Officer: Financière Lamartine

Chairwoman: Association samarienne de défense contre les éoliennes industrielles, Fédération Stop Eoliennes Hauts de France

Manager: SCEA domaine de Tailly (farm), Groupement forestier de la Faude

Member: Association HEC ("Banking and Capital Management" group), *Conseil Économique, Social et Environnemental de la région Hauts-de-France* (Economic, Social and Environmental Council of the Hauts de France region)

Town councillor, Tailly l'Arbre à Mouches

Appointments expired in the last five years: none

Number of Wendel shares held as of December 31, 2023: 1,060

Fabienne LECORVAISIER

Member of the Audit, Risks and Compliance Committee

Independent member

Date first appointed: June 15, 2023

Current term expires: 2027 AGM

Born on August 27, 1962

French nationality

Business address:
Wendel
2-4 rue Paul Cézanne
75008 Paris
France

Career path:

Fabienne Lecorvaisier is a graduate of École Nationale des Ponts et Chaussées, with a degree in civil engineering.

After eight years in banking (Société Générale, Barclays, Banque du Louvre), Fabienne Lecorvaisier joined the Essilor group in September 1993, where she held the positions of Chief Financial Officer and then Chief Strategy and Acquisitions Officer.

In 2008, she joined the Air Liquide Group, where she held the positions of Chief Financial Officer and then Executive Vice-President in charge of Sustainable Development, Public and International Affairs, Social Programs and General Secretariat, until 2023.

Other appointments and positions held as of December 31, 2023:

Director: Safran (listed company), Sanofi (listed company), Rexecode *(Institut privé d'études économiques)*, Helen Keller Europe (non-profit association)

Appointments expired in the last five years:

Executive Vice-President: Air Liquide (listed company)

Executive Vice-President: Air Liquide International Corporation

Chairwoman: Air Liquide US LLC

Director: The Hydrogen Company, American Air Liquide Holdings Inc., Air Liquide Eastern Europe, Air Liquide International, Air Liquide Finance, ANSA *(Association Nationale des Sociétés par Actions)*

Chairman and Chief Executive Officer: Air Liquide Finance

Number of Wendel shares held as of December 31, 2023: 500

Harper MATES

Member of the Board representing employees

Date first appointed: January 1, 2021

Current term expires: December 31, 2024

Born on June 10, 1982

American nationality

Business address:
Wendel North America
101 Park Avenue, 46th Floor
New York, NY 10178
USA

Career path:

Harper holds an MBA from Harvard Business School and a BA from the University of Wisconsin-Madison.

She began her career at J.P. Morgan Chase as an analyst, then worked as an associate at Citi Private Equity. Prior to joining the Wendel New York office in 2015, Harper was a Vice-President at the private equity fund MidOcean Partners.

Harper Mates is currently a Managing Director and member of the Investment Committee and the Coordination Committee of Wendel.

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Managing Director of Wendel

[Wendel Group] Director: Elevator Holdco Inc. (Crisis Prevention Institute), Avalon Parent Holdco, Inc. (ACAMS)

Appointments expired in the last five years: none

Number of Wendel shares held as of December 31, 2023: 2,243

François de MITRY

Member of the Audit, Risks and Compliance Committee

Date first appointed: June 29, 2021

Date current term ends: 2025 AGM

Born on January 27, 1966
Luxembourg nationality

Business address:
Astorg
3 St James Square
London, SW1 Y4JU3
United Kingdom

Career path:

François de Mitry holds a Master's degree in Economics and a postgraduate diploma in Finance from Dauphine Paris University and the Institut d'études politiques in Paris.

He began his career with HSBC, before joining Société Générale in 1991. He then joined Intermediate Capital Group Plc (ICG) in 1997, becoming Managing Director in 2005. In 2012, he joined the investment fund Astorg, where he has been a managing partner since 2018.

Between 2004 and 2012, François de Mitry was a member of the Wendel Supervisory Board.

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Director of Wendel-Participations SE

Manager: Astorg Asset Management, Astorg Group, Astorg Advisory Services, Astorg Advisory Services Growth Luxembourg, Astorg Advisory Services Growth UK Branch, Astorg Advisory Services Niederlassung Deutschland, AAM UK Branch, AAS UK Branch

Class A Manager: Astorg Advisory Services Mid-Cap, Saphilux GP

Member of the Supervisory Board: Saphilux, Loire UK Holdco Ltd, Solina Group Holding

Director: Axiom UK Midco Ltd, Axiom UK Topco Ltd, Axiom UK Nominee Ltd, A7 Invest Bidco Ltd, Cidron Healthcare IT 4 Ltd, TopNexus Ltd, Cronos Holdings Ltd

Director A: Greyhound Dutch Topco BV

Manager: Foreigner Topco S.à.r.l, Infinity Luxco

Appointments expired in the last five years:

Class A Manager: Hosta/Megadyne

Advisor: Megadyne Spa

Director: Audiotonix Group Ltd, Audio UK 2, Audio UK 3, A6 Audio Bidco Ltd, Tremolo Holdco Ltd, Tremolo Bidco Ltd, Tremolo Midco Ltd

Executive Director: Astorg Partners UK Branch

Chairman of the Board of Directors: French Park 1/Parkeon

Member of the Supervisory Board: Flowbird Holding 1

Number of Wendel shares held as of December 31, 2023: 3,000

Priscilla de MOUSTIER

Member of the Governance and Sustainability Committee

Date first appointed: May 28, 2013

Current term expires: 2025 AGM

Born on May 15, 1952

French nationality

Business address:
Wendel
2-4 rue Paul Cézanne
75008 Paris
France

Career path:

Priscilla de Moustier holds an MBA from Insead, a Bachelor's degree in mathematics and a Master's degree in economics from the Paris University as well as the diploma of the Institut d'études politiques.

She began her career at Creusot-Loire-Entreprises, before then working as a consultant at McKinsey. Following this, she joined Berger-Levrault to work on the development of the Metz technology park.

Since 1997, Priscilla de Moustier has been the interface between Wendel and Insead within the Wendel International Center for Family Enterprise (formerly the Wendel Chair dedicated to family-owned businesses). She also represents Wendel-Participations in the Family Business Network.

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Chairman and CEO of Wendel-Participations SE

Chairwoman: Supervisory Board of Oxus Holding, Fondation Acted

Vice-President: French chapter of the Family Business Network

Member of the Supervisory Board: F-451

Director: Acted, Marais de Larchant SA

Appointments expired in the last five years:

Director: American Library of Paris, FBN International

Number of Wendel shares held as of December 31, 2023: 144,193

Sophie TOMASI

Member of the Board representing employees

Member of the Governance and Sustainability Committee

Date first appointed: September 5, 2018

Current term expires: November 20, 2026

Born on April 19, 1978

French nationality

Business address:
Wendel
2-4 rue Paul Cézanne
75008 Paris
France

Career path:

Sophie Tomasi holds postgraduate degrees in corporate and tax law from the University of Cergy Pontoise and the University of Montpellier.

She started her professional career with Wendel (CGIP at the time) in 2001 as a junior member of the tax team.

Sophie Tomasi has gradually taken charge of tax audits, the supervision of tax compliance and the tax coordination of certain M&A projects and deals.

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Wendel Deputy Tax Director

Appointments expired in the last five years: none

Number of Wendel shares held as of December 31, 2023:
3,612 shares and 8,465.6208 FCPE Wendel shares
(equivalent to 1,403 Wendel shares at that date)

William D. TORCHIANA

Chairman of the Governance and Sustainability Committee, member of the Audit, Risks and Compliance Committee

Independent member

Date first appointed: June 16, 2022

Date current term ends: 2026 AGM

Born on September 19, 1958

American nationality

Business address:
Sullivan & Cromwell
51 rue de la Boétie
75008 Paris
France

Career path:

William D. Torchiana holds a BA from Stanford University and a Juris Doctor from the University of Pennsylvania Law School.

He has spent his entire career with the law firm Sullivan & Cromwell LLP, which he joined as an associate in 1986 and where he has been a partner since 1995, in the Financial Institutions department. He was also Managing Partner of the Paris office from 2004 to 2018. He is a member of the New York and Paris bars.

Other appointments and positions held as of December 31, 2023:

Director and member of the Executive Committee of the American Hospital of Paris

Member: Insurance Policy Advisory Committee (IPAC) of the United States Federal Reserve

Chairman of the Board: the American Library of Paris Foundation

Member of the Executive Committee of the Fondation pour le rayonnement de l'Opéra national de Paris

Appointments expired in the last five years: none

Number of Wendel shares held as of December 31, 2023: 2,000

Thomas de VILLENEUVE

Member of the Governance and Sustainability Committee

Date first appointed: July 2, 2020

Date current term ends: 2024 AGM (renewal proposed)

Born on May 19, 1972

French nationality

Business address:
Seven2
1 rue Paul Cézanne
75008 Paris
France

Career path:

Thomas de Villeneuve is a graduate of École des hautes études commerciales (HEC).

He began his career in 1994 as a consultant for The Boston Consulting Group. He then joined the private equity firm Apax Partners, now Seven2, where he is currently Managing Director responsible for investments in the Tech & Telecom sector.

In the course of his career he has been a member of a number of company Boards, in particular Altran Technologies.

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Director of Wendel-Participations SE

Director: Seven2 SAS, Clarisse SA, We2Go, Destilink BV, Efficy SA

Managing Director: Société Civile Hermine, SCI La Valentine

Member of the Supervisory Board: Oditop SAS, Ristretto Topco BV

Supervisory Board member: Grailink SAS

Chairman (Seven2 representative): Apax Avenir SAS, Graifin SAS

Appointments expired in the last five years:

Chairman and board member A: STAK ShadesofGreen Capital, ShadesofGreen Capital, ShadesofGreen Capital BV

Permanent representative: Destilink Finco BV

Director: Altran Technologies (listed company), Comitium SAS, Comitium HoldCo SAS

Chairman and non-Executive Board member: Experlink Holding BV

Director: Stichting Administratiekantoor KB, MelitaLink Limited, Knight Advisors Limited, Knight Management Limited

Sole Director: Destilink BV

Chairman: Grailink SAS, OpenIPLink SAS

Number of Wendel shares held as of December 31, 2023: 500

Humbert de WENDEL

Member of the Audit, Risks and Compliance Committee

Date first appointed: May 30, 2011

Current term expires: 2027 AGM

Born on April 20, 1956

French nationality

Business address:
Wendel
2-4 rue Paul Cézanne
75008 Paris
France

Career path:

Humbert de Wendel is a graduate of the Institut d'études politiques de Paris and ESSEC.

Humbert de Wendel has spent his entire career with the Total Group, which he joined in 1982, working mainly in the Finance department. He also spent several years in London at the finance division of one of Total's joint ventures.

Director of acquisitions and divestments and in charge of the group's corporate business development from 2006 to 2011, he was Director of Financing and Cash Management and Treasurer of the group until 2016.

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Director of Wendel-Participations SE

Manager: OGQ-Bis SÀRL

Appointments expired in the last five years: none

Number of Wendel shares held as of December 31, 2023: 225,064

2.1.1.3 Preparation and organization of the Board's proceedings

The Supervisory Board's internal regulations set forth the rights and responsibilities of the members of the Board, state the criteria for evaluating the independence of said members, and describe the composition and the duties of the Board and its Committees. They also provide the rules for managing conflicts of interest and market ethics (see section 2.1.8 – Compliance and ethical issues involving the Group's governing and supervisory bodies). They are regularly reviewed and updated. The latest changes, dated December 11, 2023, concerned updates to the provisions on compensation and ethics.

The members of the Supervisory Board agree to comply with all legal and regulatory obligations that apply to them, as well as all requirements set forth in the Company's by-laws, the Board's internal regulations, the Company's Market Confidentiality and Ethics Code, the Company's Code of Ethics and the Company's policies for combating bribery and corruption.

The Supervisory Board meets as often as the interests of the Company require, and at least once a quarter, as convened by its Chairman. At its meeting on February 26, 2024, the Governance and Sustainability Committee reviewed the attendance rates of the Supervisory Board members at the meetings of the Supervisory Board and its Committees in 2023. The Committee notes that there was a very good attendance level.

The Chairman of the Supervisory Board is responsible for convening the Board and chairing its discussions. Meetings are held and decisions are made according to the quorum and majority conditions required by law. In the event of a tie, the Chairman casts the deciding vote. Notices of meeting and all the necessary information are sent via a secure electronic platform and, whenever possible, one week in advance. In case of emergency, the Board may be convened without advance notice. The members attend the most important meetings that are scheduled in advance in person, and the other meetings remotely (by telephone or videoconference), which allows for increased flexibility and reduces international travel.

The Statutory Auditors are invited to all meetings of the Supervisory Board at which the annual or half-year financial statements are examined, attending the parts of the meeting during which those financial statements are discussed.

The Supervisory Board holds regular meetings, for which attendance registers are kept. The Supervisory Board met 9 times in 2023: 6 scheduled meetings and 3 *ad hoc* meetings for specific projects. The average attendance rate was 96.2% for scheduled meetings and 92.3% for *ad hoc* meetings. 1 meeting was held in person, 4 were held remotely, and 4 were held in hybrid format (in person/remotely). They lasted on average 3 hours. The attendance rate for each Supervisory Board member was as follows:

	Scheduled meetings	*Ad hoc* meetings
Nicolas ver Hulst (Chairman of the Supervisory Board)	100%	100%
Gervais Pellissier (Vice-Chairman and Lead Member of the Supervisory Board)	100%	100%
Franca Bertagnin Benetton	100%	100%
Bénédicte Coste	100%	100%
Fabienne Lecorvaisier (from June 15, 2023)	66.7%	100%
Harper Mates	100%	33.3%
François de Mitry	83.3%	100%
Priscilla de Moustier	100%	100%
Jacqueline Tammenoms Bakker (until June 15, 2023)	100%	100%
Sophie Tomasi	100%	100%
William Torchiana	100%	100%
Thomas de Villeneuve	100%	66.7%
Humbert de Wendel	100%	100%

The Supervisory Board members also met three times during 2023 to work on strategy.

Training of the Supervisory Board members

In 2023, the members of the Board benefited from a training session dedicated to ESG, given by a specialized external instructor, following their expressed wish during the Supervisory Board's 2022 assessment. This training enabled the Supervisory Board members to deepen their knowledge of taxonomy regulations, and to better understand their role in this area.

An induction program is organized for the new members of the Supervisory Board. This program allows them to meet with the Company's senior executives who present relevant information about Wendel's business and operations. Fabienne Lecorvaisier benefited from this program when she joined the Supervisory Board.

Meetings held without the presence of the Executive Board (executive sessions)

In 2023, five of the six scheduled Supervisory Board meetings were executive sessions.

During these sessions, the subjects mentioned below were discussed by the members of the Supervisory Board without the presence of the members of the Executive Board:

- strategic projects in progress;
- evaluation of the operations and work of the Supervisory Board and its Committees;
- changes in the composition of the Supervisory Board and its Committees;
- compensation of the Executive Board;
- the Lead Member reports on a meeting of the independent members.

With regard to the Committees:

- all meetings of the Governance and Sustainability Committee were held without the presence of the Executive Board, except to obtain precisions from the Executive Board on specific topics; and
- executive sessions were proposed at each meeting of the Audit, Risks and Compliance Committee.

Other information relating to Supervisory Board meetings

The Supervisory Board's Secretary is Caroline Bertin Delacour, General Counsel.

Considerable care is taken to provide Supervisory Board members with comprehensive, high-quality information in preparation for meetings and to send them these information packages in a timely manner. The Board Secretary prepares minutes of each meeting. They are distributed prior to the following meeting, during which they are submitted for approval.

Board members also receive all information published by the Company (press releases) at the time of its release. The press review is distributed to them every day at the same time as to the Company, and the main analyst studies are given to them at the next Supervisory Board meeting.

2.1.1.4 Responsibilities of the Supervisory Board

As specified in its internal regulations, the Supervisory Board individually and collectively represents all shareholders. The Board must conduct its business in the common interest of the Company. It is a collegial body in which decisions as well as comments on the decisions of the Executive Board are made collectively.

In its role of supervising the management of the Company, the Supervisory Board pays particular attention to social and environmental issues, which are inherent to the Company's value creation strategy and are factored into the Group's main decisions, particularly where they relate to proposed investments and divestments.

The main items discussed at Supervisory Board meetings in 2023 were as follows:

Strategy and operations

- Implementation of the 2021-24 strategic plan and monitoring of the Executive Board's roadmap.
- Changes to the policy for distributing dividends to shareholders.
- Proposed investments and divestments, including the acquisition of interests in Scalian and IK Partners, and the sale of Constantia Flexibles.
- Activity of the portfolio companies (including presentations and discussion with their CEOs).
- Authorization to transfer the registered office to a new address in Paris.

Finance and risks

- Net Asset Value.
- Parent company and consolidated financial statements at December 31, 2022 and June 30, 2023, and Statutory Auditors' reports.
- Dividends.
- Presentation of the management report.
- Reports of the Audit, Risks and Compliance Committee.
- Quarterly financial information.
- Financing.
- Share buybacks.
- Authorization of the capital increase reserved for members of the Group savings plan.

- Authorization to issue bonds exchangeable into ordinary shares of Bureau Veritas.
- Authorization for a bond issue and an offer to redeem existing bonds.
- Authorization to modify the credit facility.
- Monitoring the portfolio companies' work in the field of cybersecurity, and any changes to their corresponding ratings.

Governance

- Succession plans for the Supervisory Board.
- Selection of Fabienne Lecorvaisier as independent member of the Board as of the Shareholders' Meeting of June 15, 2023, and changes in the composition of the Committees.
- Short-term and long-term compensation of the Executive Board.
- Reports of the Governance and Sustainability Committee.
- Review of the Company's compliance with the Afep-Medef Code.
- Evaluation of the operations and work of the Supervisory Board and its Committees.
- Amendment of the Supervisory Board's internal regulations.
- Authorization of related-party agreements.
- Annual review of related-party agreements that remained in force and review of agreements relating to ordinary transactions entered into under arm's length conditions.
- Supervisory Board's report on Corporate Governance.
- Preparation of the Shareholders' Meeting and authorization of resolutions submitted to the Board.
- Review of the gender diversity policy in governing bodies.
- Gender and pay equality.

2.1.1.5 Evaluation of the Supervisory Board and its Committees

Recommendation 11 of the Afep-Medef Code advises the Board to "evaluate its ability to meet the expectations of the shareholders [...] by periodically reviewing its membership, organization and operations [...]". In particular, it recommends that the Board discuss its functioning once a year and perform a formal evaluation at least once every three years.

Following two years of self-assessment, the assessment of the Supervisory Board was entrusted to an independent firm. This firm, which is not the same firm that carried out the assessment in 2020, was selected by the Chairman of the Board and the Chairman of the Governance and Sustainability Committee, following a call for tenders. Its responsibilities were defined in order to meet the specific needs of the Supervisory Board. The assessment focused on the composition, organization and operation of the Board and each of the two Committees, as well as their respective Chairmen and the Lead Member. The individual contributions of each Board member were also evaluated, with each member receiving individual feedback from the Chairman of the Supervisory Board.

The assessment process was carried out in two stages: firstly, the Board members responded to a questionnaire, and then individual interviews were held with the Board members and members of the Executive Board, in order to get feedback on what they thought was satisfactory, what could be improved, and what the main focus points should be for the coming years.

The firm then issued a report presenting its findings, which was reviewed in detail by the Governance and Sustainability Committee, and the Committee's Chairman presented its conclusions at the Supervisory Board's meeting on February 28, 2024. At this session, the Board established a series of actions designed to improve its functioning and its contribution to good governance, including some with immediate effect.

The main conclusions of the 2023 evaluation are as follows:

Main strengths of the Board:

Functioning: the assessment of the Board shows a high level of satisfaction among its members with the functioning of the Board and its two Committees. The Chairman's efforts are particularly appreciated, with all members encouraged to express their opinions and the interests of all shareholders represented. The quality of the Chairman's relationship with the Executive Board and with the Chair of Wendel-Participations is also commended. The Board's culture is described as inclusive, open and transparent.

Composition: one of the major strengths of the Board identified during the assessment is the quality and diversity of its members' profiles. The Board members welcome the variety of professional experience and expertise on the Board, the knowledge of family-owned companies and the presence of international profiles. The gender balance is also appreciated.

Food for thought for the future:

Strategy: the success of the announced shift in Wendel's business model was identified as a major challenge by Board members during the assessment. The Supervisory Board's role will be to support the Executive Board in developing the third-party asset management business launched following the acquisition of IK Partners.

Succession: the assessment highlights the fact that the terms of office of four family members expire at the 2025 Shareholders' Meeting, including that of the Chairman of the Supervisory Board. The Supervisory Board will put in place the provisions set out in its succession plan, which it reviewed at its meeting of February 28, 2024.

CSRD regulations: the assessment also highlights the importance and complexity of implementing CSRD regulations in terms of non-financial reporting. Board members are keen to keep abreast of developments in this area.

2.1.2 Supervisory Board Committees

For the Board to fulfill its responsibilities under optimal conditions, its internal regulations stipulate that discussions on certain topics should be prepared in advance by standing committees. There are two such committees: the Audit, Risks and Compliance Committee and the Governance and Sustainability Committee. The responsibilities of each Committee are specified in the internal regulations of the Supervisory Board.

With regard to ESG, after analyzing the specific characteristics of Wendel SE in this area, it was decided to entrust the work related to this topic to the Board's two current Committees, rather than create a dedicated Committee. The main ESG issues, particularly related to the environment, concern and are handled by the portfolio companies. The responsibilities of the Supervisory Board focus on (i) ESG strategy (purpose and values, roadmap and priorities), (ii) consideration of ESG factors in investments and (iii) review of the Committees' work on ESG. The Committees' responsibilities were clarified in the internal regulations of the Supervisory Board, as follows:

- the Audit, Risks and Compliance Committee's role is to:
  - review non-financial information to be published ("non-financial performance statement" or equivalent), including the follow-up on the achievement of the main ESG performance indicators and the taxonomy reporting,
  - ensure that the process used to produce non-financial information is rigorous,
  - be informed of the selection process of the independent third party, and its annual audit,
  - inform the Supervisory Board of any observations it considers relevant on ESG reporting;
- the Governance and Sustainability Committee's role is to:
  - ensure that the Board has the required skills to assess ESG issues, risks and opportunities, and to understand applicable rules and standards for ESG matters,
  - review the choice of the main ESG performance indicators made by management,
  - define and assess ESG objectives applicable to the short-term and long-term compensation items of Executive Board members.

The Supervisory Board regularly reviews the relevance of this ESG governance structure, particularly in relation to the next ESG roadmap and changes in applicable regulatory requirements.

2.1.2.1 The Audit, Risks and Compliance Committee

Composition of the Audit, Risks and Compliance Committee

As of the date of the Universal Registration Document, the Audit, Risks and Compliance Committee has 6 members. The Chairman of the Supervisory Board is also invited to each Committee meeting.

The members of the Committee have the necessary skills to perform their duties. Gervais Pellissier was Deputy Chief Executive Officer of Orange and previously Chief Financial Officer of the same company. He has also held the post of Chief Financial Officer of Bull. Fabienne Lecorvaisier was Chief Financial Officer of the Essilor group and then subsequently of Air Liquide Group, before becoming Executive Vice-President in charge of Sustainable Development of the latter. François de Mitry is managing partner of the investment fund Astorg. Humbert de Wendel was Treasurer of the Total Group. William Torchiana has extensive knowledge and expertise in risk management, law and compliance.

The Committee is chaired by Gervais Pellissier, an independent member. Franca Bertagnin Benetton, Fabienne Lecorvaisier and William Torchiana are the other independent members of the Committee. With four independent members out of six, the composition of the Committee is in line with recommendation 17.1 of the Afep-Medef Code, which recommends that at least two-thirds of members be independent.

Responsibilities of the Audit, Risks and Compliance Committee

The main task of Wendel's Audit, Risks and Compliance Committee is to monitor:

- the process for preparing financial and non-financial information;
- the effectiveness of internal control and risk management systems;
- the audit of parent company and consolidated financial statements by the Statutory Auditors; and
- the independence of the Statutory Auditors.

More specifically, and pursuant to Article 15.1.2 of the internal regulations of the Supervisory Board, the main tasks of Wendel's Audit, Risks and Compliance Committee are as follows:

- **Accounting and financial information:**
  - review all accounting and financial documents to be issued by the Company before they are published (in particular the periodic calculation of Net Asset Value and the applicable methodology),

- ensure that the accounting policies chosen are appropriate and properly applied in the preparation of the parent company and consolidated financial statements,
- ensure that the processes used to produce financial information are sufficiently rigorous so as to guarantee the reliability of this information,
- ensure that internal data collection and control procedures guarantee the quality and reliability of the Company's financial statements,
- ensure the appropriate accounting methods are used for any significant or complex transaction carried out by the Company,
- inform the Supervisory Board of any observations it considers relevant from an accounting and financial point of view, in particular when the half-year and annual parent company and consolidated financial statements are approved,
- review the Company's earnings releases;

- **Risks, internal control and compliance:**
  - ensure that a process is in place for identifying and analyzing risks liable to have a material impact on accounting and financial information and particularly on the Company's assets,
  - review risk exposure and ensure that appropriate insurance programs,
  - follow-up the main ongoing litigations involving the Company and their potential accounting impact,
  - regarding anti-corruption measures, review risk assessment and follow-up implementation of action plans,
  - approve the annual internal audit plan,
  - interview the persons in charge of internal audit and risk control, and provide advice on the organization of their departments;
- **ESG:**
  - review non-financial information to be published ("non-financial performance statement" or equivalent), including the follow-up on the achievement of the main ESG performance indicators and the taxonomy reporting,
  - ensure that the process used to produce non-financial information is rigorous,
  - be informed of the selection process of the independent third party, and its annual audit,
  - inform the Supervisory Board of any observations it considers relevant on ESG reporting;
- **Statutory Auditors:**
  - serve as a liaison with the Statutory Auditors and consult them regularly,
  - oversee the Statutory Auditor selection process, submit its findings to the Supervisory Board, and issue a recommendation on the Statutory Auditors nominated for shareholder approval at the Shareholders' Meeting,
  - review the audit and consulting fees paid by the Group and Group-controlled companies to the Statutory Auditors and their networks and submit a report thereon to the Supervisory Board,
  - examine any work that is accessory to or directly complementary to the audit of the financial statements (work directly related to the audit),
  - approve the non-audit services of the Statutory Auditors of the Group and Group-controlled companies, in accordance with laws and regulations applying to the Statutory Auditors' independence.

The Audit, Risks and Compliance Committee may also review any issues within its remit at the request of the Supervisory Board.

Organization and procedure

The Audit, Risks and Compliance Committee meets as frequently as it deems necessary, and at least twice a year, prior to the Supervisory Board's review of the annual and half-year financial statements. It has access to all the resources it considers necessary to fulfill its responsibilities.

The Chief Financial Officer presents the items on the agenda to Committee members as well as any risks the Company faces and any off-balance-sheet commitments. Financial matters are presented by the Financial department. Compliance risks, including anti-corruption measures, are presented by the Group Chief Compliance Officer and non-financial risk by the Director of Sustainable Development. The Director of Internal Audit attends each Audit, Risks and Compliance Committee meeting and reports to it directly. He regularly presents risk maps, audit plans and monitoring updates. He also acts as Secretary of the Committee.

The Statutory Auditors are invited to each meeting. The Committee may interview any member of management as well as the Statutory Auditors in the absence of the Company's management.

The Committee may also hire experts to perform specific tasks falling within its remit.

Documents are addressed to Committee members sufficiently in advance of each meeting. The Chairman of the Committee presents a report of each meeting at the following Supervisory Board meeting. The minutes of the Committee are approved at the next meeting.

In 2023, the Audit, Risks and Compliance Committee met 7 times at scheduled meetings, with an average attendance rate of 93.2%. 3 meetings were held remotely and 4 were held in hybrid format. They lasted on average 2 hours and 30 minutes.

The attendance rate for each member of the Committee is as follows:

		Scheduled meetings
Gervais Pellissier, Committee Chairman[1]	Member since June 5, 2015 Chairman since June 16, 2022	100%
Franca Bertagnin Benetton[1]	Since September 4, 2018	100%
Fabienne Lecorvaisier[1]	Since June 15, 2023	66.7%
François de Mitry	Since June 29, 2021	100%
Jacqueline Tammenoms Bakker[1]	From May 17, 2018 to June 15, 2023	100%
William Torchiana[1], Chairman of the Governance and Sustainability Committee	Since June 16, 2022	85.7%
Humbert de Wendel	Since May 30, 2011	100%

(1) Independent members.

In 2023, the Committee examined the following points:

- Net Asset Value and its calculation method;
- parent company and consolidated financial statements as of December 31, 2022;
- first-half 2023 consolidated financial statements;
- the Statutory Auditors' reports;
- Wendel's liquidity and debt situation and that of its subsidiaries;
- review of risks and compliance procedures;
- review of certain subsidiary risks;
- risk mapping and internal control measures;
- internal audit plan;
- validation of the quantitative factors used to determine the extent to which the Executive Board has met its variable compensation objectives;
- verification of the achievement of the performance conditions of the stock option and performance share plans;
- monitoring the liquidity of Wendel managers' co-investment in Constantia Flexibles;
- non-financial reporting and monitoring of non-financial ratings;
- monitoring of non-financial performance indicators, in particular ESG, and monitoring of new regulatory requirements for the publication of non-financial information (particularly in relation to Taxonomy and CSRD issues);
- monitoring the controlled portfolio companies' implementation of corrective action plans to address climate risks;
- preparation of the sustainability auditor selection process;
- review of disputes, the tax situation and off-balance sheet commitments;
- review of certain insurance coverage in place at the Company and its portfolio companies;
- monitoring of the implementation of Wendel's IT roadmap and progress on cybersecurity;
- review of the cybersecurity program at portfolio companies;
- approval of non-audit assignments for the Statutory Auditors and monitoring of their work;
- review of audit and non-audit fees and the Statutory Auditors' statement of independence; and
- preparation of the Statutory Auditor selection process, following the expiry of the current terms of office.

2.1.2.2 Governance and Sustainability Committee

Composition of the Governance and Sustainability Committee

The Governance and Sustainability Committee combines the functions of the nomination committee and the compensation committee. Since 2020, it also has ESG-related duties.

As of the date of the Universal Registration Document, it is composed of 6 members, including one member representing employees. 2 members (not including the member representing employees), or 40%, are independent: William Torchiana, Chairman, and Gervais Pellissier (see section 2.1.4 – Corporate governance statement).

The Chairman of the Supervisory Board is invited to attend each Governance and Sustainability Committee meeting.

Remit of the Governance and Sustainability Committee

Pursuant to Article 15.2.2 of the internal regulations of the Supervisory Board, the tasks of the Governance and Sustainability are as follows:

- **Governance organization:**
  - prepare succession plans for the Supervisory Board and the Executive Board,
  - propose changes in the composition of the Supervisory Board and of its Committees,
  - propose new members of the Executive Board or the renewal of the Executive Board to the Supervisory Board,
  - define the appropriate profiles of Executive Board and Supervisory Board candidates taking into account a variety of experience and new priorities (e.g., ESG),
  - monitor the evaluation of the Supervisory Board's composition and proceedings,
  - express an opinion on any question related to the governance of the Company or the functioning of its governing bodies;
- **Compensation of corporate officers and co-investment:**
  - periodically review the adequacy of the overall compensation budget for the Supervisory Board members and, as the case may be, propose to add a resolution to the Shareholders' Meeting agenda in order to change its amount,
  - propose the methods for apportionment of director's fees among the members of the Supervisory Board,
  - propose the compensation package for the Chairman of the Supervisory Board and for the Lead Independent Member,
  - propose the current or deferred compensation of Executive Board members, whether fixed or variable, long term or short term, including benefits in kind, the granting of stock options or performance shares, retirement benefits and termination benefits,
  - examine Executive Board proposals involving the grant of stock options and performance shares for Company employees,
  - propose to the Supervisory Board the general principles of the co-investment policy for Executive Board members and Wendel teams, and examine the terms and conditions proposed by the Executive Board;
- **ESG:**
  - ensure that the Board has the required skills to assess ESG issues, risks and opportunities, and to understand applicable rules and standards for ESG matters,
  - review the choice of the main ESG performance indicators made by management,
  - define and assess ESG objectives applicable to the short-term and long-term compensation items of Executive Board members;
- **Ethics and compliance:**
  - review the Supervisory Board Internal Rules and, as the case may be, propose amendments,
  - review the compliance to the Afep-Medef Code and to best governance practices,
  - ensure the existence of an adequate compliance program (in particular with the Code of Ethics, the anti-corruption program, the protection of personal data), and
  - review any question concerning business ethics of Supervisory Board and Executive Board members, raised by the Supervisory Board.

The Governance and Sustainability Committee may also review any issues within its remit at the request of the Supervisory Board.

Organization and procedure

The Governance and Sustainability Committee met 6 times in 2023: 5 scheduled meetings and 1 *ad hoc* meeting for specific issues. The average attendance rate was 94.3% for scheduled meetings and 87.5% for the *ad hoc* meeting. 2 meetings were held in person, 2 were held remotely, and 2 were held in hybrid format (in person/remotely). They lasted around 2 hours on average.

The member of the Supervisory Board representing employees participates in meetings relating to compensation.

The attendance rate for each member of the Committee is as follows:

		Scheduled meetings	*Ad hoc* meetings
William Torchiana[(1)], Committee Chairman	Member since June 16, 2022 Chairman since June 15, 2023	80%	100%
Jacqueline Tammenoms Bakker[(1)]	From June 5, 2015 to June 15, 2023	100%	100%
Bénédicte Coste	Since July 2, 2020	100%	100%
Priscilla de Moustier	Since October 23, 2013	100%	100%
Gervais Pellissier[(1)]	Since June 16, 2022	100%	100%
Sophie Tomasi, member representing employees	Since September 5, 2018	80%	0%[(2)]
Thomas de Villeneuve	Since June 29, 2021	100%	100%

(1) Independent members.
(2) Sophie Tomasi, as a member representing employees, did not participate in the meeting relating to the selection process of Fabienne Lecorvaisier.

The Committee may call upon recognized independent experts to help it carry out its assignments.

The agenda and the necessary documents and reports are sent to Committee members several days before the meeting. The Chairwoman of the Committee presents a report at the following Supervisory Board meeting. The minutes of the Committee are approved at the next meeting.

Caroline Bertin Delacour, General Counsel, is secretary of the Committee.

In 2023, the following topics were addressed at meetings:

- setting variable compensation of Executive Board members for 2022;
- setting the 2023 compensation policy for the members of the Executive Board;
- assessment of the achievement of the performance conditions of the stock option and performance share plans;
- reviewing the succession plan for the Supervisory Board;
- changes in the composition of the Supervisory Board and Committees;
- amendment of the Board's internal regulations;
- analysis of the Company's compliance with the Afep-Medef Code, and particularly changes in the independence of Board members;
- Supervisory Board's report on Corporate Governance;
- preparation of governance and compensation issues for the 2023 Shareholders' Meeting, review and analysis of comments from major investors and proxy advisor firms;
- monitoring of non-financial ratings;
- review of the results of the assessment of the functioning and work of the Supervisory Board and its Committees and presentation of recommendations to the Board.

To further improve dialogue with Wendel's main investors who wanted to, as well as with the main proxy advisors, the Committee Chairman participated in governance roadshows organized by the Investor Relations department and the General Secretariat in January 2024.

This direct dialogue, which allows for a better mutual understanding of expectations, was initiated more than eight years ago. The various topics covered include the composition of the Supervisory Board, succession plans, the compensation of members of the Executive Board and consideration of ESG-related issues. The topics covered and the investors' comments were reported to the Supervisory Board.

2.1.3 Gender diversity policy in governing bodies

In accordance with recommendation 8 of the Afep-Medef Code, this section describes the diversity policy of Wendel's governing bodies, as set by the Executive Board on March 10, 2021.

Each year, the Executive Board informs the Supervisory Board of the results obtained in the past fiscal year. These will then be described in the report of the Supervisory Board on Corporate governance.

Governing bodies

The collective functioning of Wendel's management team draws on two key committees: the Investment and Development Committee and the Management Committee. These two committees, which reflect Wendel's leadership, were selected by the Executive Board as governing bodies.

As of the date of the Universal Registration Document, 20% of the Investment and Development Committee and 44.4% of the Management Committee are women.

Targets

The following gender equality targets were set over a period aligned with the duration of the term of office of the members of the Executive Board:

- Investment and Development Committee: target of **30%** women by March 2025; and
- Management Committee: target of **45%** women by March 2025.

Action plan

In coordination with the Human Resources department, the Executive Board has set up an action plan for the implementation of these targets, based on the three pillars below:

Career development, training and empowerment

This pillar includes the following measures:

- development of the mentoring system and individual coaching programs within Wendel's teams;
- development of training programs with recognized educational institutions, to gain new skills;
- no impact on individual career development, maternity/paternity leave or any personal or family obligations;
- family policy to support parenthood; and
- creation of a job description for each salaried position, outlining the expected experience, skills and performance, for employee career planning and development purposes.

Recruitment

This pillar includes the following measures:

- continued promotion of gender diversity of profiles in recruitment procedures, and a proactive approach to ensuring the presence of women candidates throughout the process, while prioritizing the right skills fit;
- use of selection criteria based exclusively on the professional experience, skills and qualifications of the candidates; recruitment firms are contractually required to apply these criteria.

Compensation

This pillar includes the following measures:

- before the start of any recruitment procedure, the compensation for the position to be filled is set according to a market benchmark and will be applied identically to each candidate; and
- in the event of maternity/paternity leave, Wendel supplements social security benefits and maintains the employee's level of compensation, with no impact on future increases.

2023 in review

The actions undertaken by Wendel have been rewarded by a significant improvement in the results of the gender equality index calculated in accordance with French law no. 2018-771 of September 5, 2018, known as the "Freedom to Choose a Career" (*Avenir Professionnel*) law. Wendel obtained a score of 93 out of 100 for 2023, applying a job rating method typically used in its year-end performance reviews.

As the Investment and Development Committee has few members, the departure of a Managing Director during 2023 (not replaced) significantly reduced the proportion of women members, which currently stands at 20% (one in five members).

The representation of women on the Management Committee is stable at 44.4%, enabling Wendel to maintain its target of having 45% women members by 2025. The proportion of women on the Coordination Committee was up slightly on the previous year, reflecting the efficiency of Wendel's policy to promote female talent and its appeal among women. These positive results were achieved thanks to the implementation of all the actions considered in the plan described above, in particular:

- all job descriptions are created in conjunction with each employee and shared if recruitment is exclusively based on the role, skills or experience desired. This also makes it possible to set down clear and transparent career development plans, and to develop bespoke training programs so that everyone can participate according to the format and frequency of their choice, and thereby manage their personal constraints as effectively as possible;
- since July 1, 2021, Wendel has applied the paternity leave reform and has maintained, for many years, the salary for the entire duration of maternity and paternity leave; Wendel continued to fund places in inter-company crèches for parents of young children under the age of three, which can be chosen freely by employees;
- all recruitment contracts are reviewed upstream to ensure compliance with Wendel's expectations;
- for each new hire, a salary range for the position was determined prior to the search for candidates and the publication of the offer, based on cross-market benchmarks. Wendel also continues to participate in studies of market comparables (company size, sector of activity, business lines) and used four complementary benchmarks for all Wendel functions. These data are used for hiring purposes but also during the salary review campaign that take place at the end of each year; and
- lastly, as is the case every year, the assessment of the Wendel 2023 action plan on gender equality was presented to the Social and Economic Committee in December 2023, which validated the plan and noted that all the criteria envisaged had been met.

2.1.4 Corporate governance statement

In 2008 the Company adopted the Afep-Medef Corporate Governance Code for listed companies. This Code is available on the Medef website at the following address: *www.consultation.codeafepmedef.fr*.

At its meeting of February 28, 2024, the Supervisory Board reviewed the Company's situation with regard to the Afep-Medef Code.

In accordance with AMF recommendation 2012-02 on Corporate governance and executive compensation, the table below summarizes the recommendations of the Code that the Company does not apply:

Proportion of independent members of the nomination and compensation committee	The Afep-Medef Code recommends that a majority of the nomination committee and compensation committee be composed of independent members. The Governance and Sustainability Committee combines the functions of the nomination committee and the compensation committee. Since the end of Jacqueline Tammenoms Bakker's term of office at the close of the 2023 Shareholders' Meeting, the proportion of independent members on the Committee fell to 40% (2 members out of 5)[(1)]. The Supervisory Board will take the Afep-Medef Code's recommendation into account in any future changes to its composition. In any case, the Committee has no executive members, and is chaired by an independent member of the Supervisory Board, William Torchiana. As a result, it operates independently from both the principal shareholder and Wendel's management.

(1) The member representing employees is not taken into account.

2.1.5 The Executive Board and its operations

2.1.5.1 Composition of the Executive Board

The Executive Board must comprise a minimum of 2 and a maximum of 7 members, and currently has a total of 2 members: Laurent Mignon, Chairman and Group CEO, and David Darmon, Member and CEO.

During its September 16, 2022 meeting, the Supervisory Board appointed Laurent Mignon as Chairman and member of Wendel's Executive Board with effect from December 2, 2022, and for the remainder of his predecessor André François-Poncet's term, i.e., until April 6, 2025.

During its September 9, 2019 meeting, the Supervisory Board appointed David Darmon as member of Wendel's Executive Board, effective from that date until April 6, 2021. The term of office was then renewed for a period of 4 years until April 6, 2025, by a decision of the Supervisory Board on December 9, 2020.

David Darmon has also been CEO since the Supervisory Board's decision of October 27, 2021.

Executive Board members, with the exception of the Chairman, may have an employment contract with the Company which remains in force during and after the member's term on the Executive Board. This is the case for David Darmon (see section 2.2.2.2, paragraph "Executive corporate officers' situation with respect to Afep-Medef recommendations"). In accordance with the recommendations of the Afep-Medef Code, the Chairman of the Executive Board, Laurent Mignon, does not have an employment contract.

Members of the Executive Board are appointed and may be removed by the Supervisory Board. Their term is 4 years. The age limit for members of the Executive Board is 70. Removal of a member of the Executive Board does not cause his or her employment contract, if applicable, to be terminated.

Christine Anglade, Director of Sustainable Development and Communications, is Executive Board Secretary and Advisor.

Executive Board succession plan

The Governance and Sustainability Committee draws up and regularly reviews the Executive Board's succession plan, which covers long-term situations and emergency situations.

The Company's governance structure, with a collegial Executive Board, is an asset in terms of succession. Each member of the Executive Board can act as the Company's legal representative, is empowered to make all day-to-day decisions *vis-à-vis* third parties, and is fully informed of current issues, in order that each member can ensure the necessary continuity.

In the event of a vacancy on the Executive Board, the Supervisory Board must provide for a replacement within two months. Future members of the Executive Board may be chosen from among the Group's employees or from outside the Group, in which case the Committee may call on a recruitment firm to assist it in its search.

The Executive Board draws up and regularly reviews the career, development and succession plans for Wendel's top management. In this context, it sets up individual training programs that aim to enrich the experience of high-potential profiles and give them promotion prospects aligned with the Group's needs. This plan takes into account current and future needs for the main positions, gender diversity and the identification of internal and external skills. The Executive Board's work is shared with the Governance and Sustainability Committee, meaning that it has accurate and up-to-date information to inform its deliberations on the succession plan for the Executive Board.

No conviction for fraud, official public incrimination and/or public sanction or liability for bankruptcy during the previous five years

To the best of the Company's knowledge and as of the date of this Universal Registration Document, subject to the clarification below, no member of the Executive Board has, during the past five years: (i) been convicted of fraud or been the subject of an official indictment and/or official public sanction pronounced by statutory or regulatory authorities; (ii) been associated with any bankruptcy, receivership, liquidation or placement under court administration; or (iii) been disqualified by a court from serving as a member of an administrative, management or supervisory body of an issuer or from acting in the management or conduct of the affairs of an issuer.

In the context of the unwinding in 2007 of a mechanism linking employees to the Group's performance, the Paris Judicial Tribunal ruled against current and former employees of Wendel in 2022 in judicial proceedings concerning their personal tax situation. David Darmon has appealed the judgment and the case is currently before the Paris Court of Appeal.

Conflicts of interest, family ties and service contracts

As part of their duties at Wendel, Laurent Mignon and David Darmon have held and hold directorships in some of the Group's portfolio companies.

To the Company's knowledge, as of the date of issue of this Universal Registration Document, there is no conflict of interest between the private interests or other obligations of the members of the Executive Board and their obligations with regard to the Company.

No Executive Board member has been selected during his term of office as a Wendel client or supplier nor is any member tied to the Company or to one of its subsidiaries by a service contract.

Executive Board members have no family ties with the Supervisory Board members.

Restrictions on the sale of shares held by the members of the Executive Board are described in section 2.1.8.1 – Market ethics.

Laurent MIGNON

Group CEO/Chairman of the Executive Board

Date first appointed to the Executive Board: December 2, 2022

Current term expires: April 6, 2025

Born on December 28, 1963

French nationality

Business address:
Wendel
2-4 rue Paul Cézanne
75008 Paris
France

Career path:

Laurent graduated from HEC in 1986 and from the Stanford Executive Program.

He worked for Banque Indosuez for over 10 years, first in capital markets, then in corporate and investment banking. In 1996, he joined Schroders bank in London, before joining AGF (Assurances Générales de France) in 1997 as Chief Financial Officer. He was appointed to the Executive Committee of AGF in 1998, becoming Deputy Chief Executive Officer in charge of Banque AGF, AGF Asset Management and AGF Immobilier in 2002, then in charge of life insurance, financial services and credit insurance in 2003. In 2006, he was appointed Chief Executive Officer and Chairman of the Executive Committee. From 2007 to 2009, he was Managing Partner at Oddo & Cie.

Laurent then served at BPCE Group from 2009 to 2022. From 2009 to 2018, he was Chief Executive Officer of Natixis and a member of the Executive Management Committee of BPCE (including a member of the Executive Board from 2013), and then Chairman of the Executive Board of BPCE Group until December 2022.

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Chairman of the Board of Directors: Bureau Veritas (listed company)

Director: LVMH (listed company), FIDAT

Observer: Oddo BHF SCA

Appointments expired in the last five years:

Chairman: French Banking Association *(Association Française Bancaire)*, CE Holding Participations, French Association of Credit Institutions and Investment Companies (*Association Française des Etablissements de Crédit et des Entreprises d'Investissement)*

Director: CNP Assurances, Sopassure, Arkema (listed company), Association pour le Rayonnement de l'Opéra National de Paris

Observer: Fimalac

Group CEO/Chairman of the Executive Board: BPCE

Chairman of the Board of Directors Crédit Foncier

Chairman and Member of the Executive Committee: French Banking Federation (*Fédération Française Bancaire*)

Number of Wendel shares held as of December 31, 2023: 5,980

David DARMON

CEO/Member of the Executive Board

Date first appointed to the Executive Board: September 9, 2019

Current term expires: April 6, 2025

Born on December 18, 1973

French nationality

Business address:
Wendel
2-4 rue Paul Cézanne
75008 Paris
France

Career path:

David Darmon is a graduate of ESSEC and holds an MBA from INSEAD.

He began his career in London at Goldman Sachs in mergers and acquisitions in 1996 before joining Apax Partners in 1999 as Principal, where he specialized in LBO transactions for 6 years.

David Darmon joined Wendel in 2005 and has managed numerous investments for the Group over the past 18 years. He opened the New York office (Wendel North America), which he managed from 2013 to 2019. David has also served as Wendel's corporate Secretary to the Supervisory Board.

He became a member of Wendel's Executive Board in September 2019.

Other appointments and positions held as of December 31, 2023:

[Wendel Group] Chairman of the Board: Constantia Lux Parent SA, Constantia Flexibles Holding GmbH

[Wendel Group] Chairman of the Supervisory Board of Upscale Group SAS (Scalian)

Manager of non-trading companies *(sociétés civiles)*: Compagnie des sables d'or, Compagnie de Mare e Sole, Villa la Calanque Verte

Appointments expired in the last five years:

[Wendel Group] Director of HIS

Number of Wendel shares held as of December 31, 2023:
53,805 shares and 47,651.4136 FCPE Wendel shares
(equivalent to 7,896 Wendel shares at that date)

2.1.5.2 Operation of the Executive Board

In accordance with Article 20 of the by-laws, Executive Board meetings are held at the head office or at any other venue specified by the Chairman in the meeting notice. The agenda may be amended during the meeting. Meeting notices can be sent out by any means, including verbally, without advance notice if necessary. In the event of a tie, the Chairman casts the deciding vote. Minutes of Executive Board meetings are signed by the Executive Board members who took part in the meeting.

In 2023, the Executive Board met 20 times.

During its meetings, it discussed the following issues in particular:

- the Group's financial position; and
- portfolio companies and their acquisitions or divestments.

The following topics were addressed on a regular basis during the year:

- the Company's general strategy and positioning;
- the performance of portfolio companies;
- the accounts close and Net Asset Value;
- the share buyback program;
- follow-up of the deployment of the ESG strategy;
- cash management;
- risk mapping;
- financial communication issues:
  - Net Asset Value,
  - roadshows,
  - Investor Day;
- internal organization and labor issues:
  - the career development of the Company's employees,
  - ethics and the compliance program, in particular monitoring the implementation of the Sapin II law on the prevention of corruption and influence peddling and the GDPR regulation on the protection of personal data,
  - the allocation of stock options and performance shares and capital increases reserved for employee members of the Group savings plan, subject to approval by shareholders at the Shareholders' Meeting,
- insurance and pension plans;
- Group governance and the preparation of the Executive Board's quarterly reports to the Supervisory Board;
- preparation for the Shareholders' Meeting and the dividend policy;
- IT, cybersecurity and digital; and
- the follow-up of the transfer of the head office in Paris.

2.1.6 Internal organization

Led by the Executive Board, Wendel's team is composed of around 100 professionals spread between its three offices, a mixture of men and women with diverse and complementary career paths. The team is articulated around two key committees: the Investment and Development Committee and the Management Committee.

2.1.6.1 Executive Vice-Presidents

The Executive Board is assisted by two Executive Vice-Presidents. They do not have corporate officer status and may not enter into binding agreements on behalf of the Company, unless specifically delegated.

Jérôme Michiels

Executive Vice-President, Head of Wendel Growth

Jérôme joined Wendel at the end of 2006. From 2002 to 2006, he was a *chargé d'affaires* with the investment fund BC Partners. Prior to that, he worked as a consultant in the Boston Consulting Group from 1999 to 2002, carrying out strategic missions in Europe, particularly in the fields of distribution, transportation, telecommunications, and financial services. After ten years on the investment team, he then oversaw Wendel's Finance department from 2015 to 2023. He is a graduate of HEC.

Cyril Marie

Executive Vice-President, Strategy and Corporate Development

Joining Wendel in 2023, Cyril was previously Chief Financial Officer, Head of Strategy & Corporate Development and member of the Executive Committee of Natixis Investment Managers. Cyril began his career in 1999 with BBSP as a financial analyst. He joined Groupe BPCE in 2002, where he held several positions in the Finance and Strategy department. In 2009, he joined Natixis Investment Manager to oversee the group's global strategy and development opportunities. He became Chief Financial Officer in 2017. He is a graduate of Paris-Dauphine University (DEA Finance).

2.1.6.2 The Investment and Development Committee

Composed of the Executive Board, 1 Executive Vice-President and 2 Managing Directors, with the CEO of Wendel Luxembourg as secretary and permanent participant, the Investment and Development Committee meets periodically to work on selecting the Group's investments. It reviews Wendel's investment policy, plans to acquire and divest assets and the performance of the investment team's employees. At the date of the Universal Registration Document, it was composed of 5 members, of which 1 woman and 4 men.

2.1.6.3 The Wendel Growth Investment Committee

An Investment Committee meets to work on the selection and development of Wendel Growth's investments. It examines plans to acquire and divest assets, and issues recommendations. Depending on the nature of the investment, the committee is composed of:

- for direct investments: the Executive Board, the Head of Wendel Growth, the Director of Wendel Growth Direct, a Managing Director, and where appropriate a Senior Advisor on the matter in question. At the date of the Universal Registration Document, this committee is composed of 5 men;
- for investments via funds: the Executive Board and the Head of Wendel Growth. At the date of the Universal Registration Document, this committee is composed of 3 men.

The CEO of Wendel Luxembourg is secretary and a permanent participant of these committees.

2.1.6.4 The Management Committee

At least every 2 weeks, the Management Committee brings together the members of the Executive Board, the Executive Vice-Presidents, the General Counsel, the Tax Director, the Director of Sustainable Development and Communications, the Human Resources and General Resources Director, and the Chief Financial Officer. It makes day-to-day decisions regarding the Group's organization and operations, calling on other people concerned when necessary. At the date of the Universal Registration Document, it was composed of 9 members, of which 4 women and 5 men.

2.1.6.5 The Coordination Committee

The Coordination Committee meets twice a month and is made up of the members of the Investment and Development Committee and the Management Committee as well as key managers at Wendel and its international offices. Its role is to act as a hub to collect and share cross-company information to ensure that it flows freely throughout the Group. At the date of the Universal Registration Document, it was composed of 20 members, of which 5 women and 15 men.

2.1.6.6 The ESG Steering Committee

The committee is chaired by David Darmon, CEO and Member of the Executive Board, and is made up of two Operating Partners and of representatives of Wendel's different operational and support divisions: Internal Audit department, General Secretariat, Sustainable Development and Communications department, Financial Communications department, Human Resources and General Resources department. The committee meets every six weeks to carry out monitoring of the Group's ESG ratings, progress made on rolling out the ESG roadmap for Wendel and its portfolio companies, and changes in non-financial reporting standards. At the date of the Universal Registration Document, it was composed of 12 members, of which 7 women and 5 men.

2.1.6.7 Locations

Wendel has offices for its holding companies and service activities. The oldest are in Paris (since 1704) and Luxembourg (since 1931). The Group has also been present in New York since 2013.

Paris

Wendel's registered office transferred in March 2023 from the 9th to the 8th *arrondissement* of Paris. The Paris office is home to part of the Group's corporate and investment teams.

Luxembourg

Wendel has been established in Luxembourg since 1931 through Wendel Luxembourg (resulting from the merger-absorption of Winvest Conseil by Trief Corporation, completed in 2021). This company indirectly holds the Group's unlisted investments and certain listed investments through Reserved Alternative Investment Funds (RAIF), which it manages as an alternative investment fund manager approved by the CSSF.

New York

Wendel has had an office in New York since 2013. Wendel North America examines and advises the Group on investments in North America, which is the world's biggest private equity market in terms of investment opportunities. Wendel North America is also directly in charge of monitoring local investments (e.g., CPI and ACAMS) and helps Wendel Growth identify opportunities.

2.1.7 Division of powers between the Executive and Supervisory Boards

At the Shareholders' Meeting of May 31, 2005, Wendel adopted a dual governance structure with an Executive Board and a Supervisory Board.

The Executive Board has the broadest powers to act on the Company's behalf under all circumstances. It exercises these powers within the limits of the Company's purpose, except for those powers that have not been expressly attributed by law or the by-laws to shareholders or the Supervisory Board. It sets and oversees the Company's strategic priorities, in accordance with its corporate interests and taking into consideration the social and environmental implications of its business. The Chairman of the Executive Board and, if applicable, the Executive Board members designated as CEO by the Supervisory Board, represent the Company in its relations with outside parties.

Currently, only Laurent Mignon, Chairman of the Executive Board, and David Darmon, Member of the Executive Board and CEO, represent the Company with regard to third parties, unless specifically delegated.

The Executive Board may vest one or more of its members or any non-member with special, ongoing or temporary assignments that it has determined and may delegate to them for one or more set purposes, with or without the option to sub-delegate, the powers that it deems necessary.

Among its duties towards the Supervisory Board, the Executive Board:

- prepares and presents the strategy and annual and interim financial statements to the Supervisory Board;
- following discussions with the Supervisory Board, sends out the notice of Shareholders' Meetings and, where applicable, any other meeting, and draws up the agenda for these meetings. It also ensures that the draft resolutions it submits to shareholders at the Shareholders' Meeting regarding the composition or the proceedings of the Supervisory Board comply with the Supervisory Board's decisions, before implementing the decisions made at these meetings;
- presents the Supervisory Board, at least once every quarter, with a detailed report on the Company's situation and outlook. In particular, it reports on the performance of the companies in its portfolio, their development strategy, their financial position, their external growth transactions and any other transaction likely to have a significant impact on the Company;
- submits the parent company and consolidated financial statements for the year to the Supervisory Board for verification within 3 months of the close of each fiscal year, along with the management report to be presented to shareholders at the Shareholders' Meeting. The Executive Board also presents the half-year financial statements to the Supervisory Board, as well as the documents containing management forecasts;
- finalizes and presents to the Supervisory Board the Net Asset Value (NAV) per share, which measures the Company's creation of value (see section 5.3). As often as necessary, it also reports to the Supervisory Board on the Company's financial position and the type and maturity of its bank and bond debt.

Among its duties towards the Executive Board, the Supervisory Board:

- oversees the Executive Board's management of the Company on an ongoing basis. It conducts the controls and verifications it deems appropriate, at any time during the year, and can obtain access to any documents it considers necessary to fulfill its duties;
- approves the transactions listed in Article 15 of the Company's by-laws, as described below;
- appoints, and has the power to remove, members of the Executive Board. It sets their level of compensation as well as the terms of said compensation. It sets stock option and performance share grants allocated to Executive Board members, and sets any presence, performance and holding conditions. In all these cases, the Board acts based on the recommendation of the Governance and Sustainability Committee;
- based on the recommendation of the Governance and Sustainability Committee, sets the general principles of the co-investment policy for the members of the Executive Board and authorizes the co-investment of Executive Board members (see note 4-1 to the consolidated financial statements);
- reports its observations on the Executive Board's management report and on the annual parent company and consolidated financial statements to the shareholders;
- has the power to convene a Shareholders' Meeting and set the meeting's agenda, wherever it deems it necessary;
- is kept regularly informed of the financial and non-financial risks the Company is exposed to and the measures the Executive Board takes to address them (see Chapter 3 below and note 5 to the consolidated financial statements), and is informed each year by the Executive Board of the results obtained in the past fiscal year pursuant to (i) the gender diversity policy in governing bodies, and (ii) the ESG strategy.

Transactions requiring the prior authorization of the Supervisory Board:

- any transaction, including the acquisition or divestment by the Company (or an intermediate holding company), amounting to more than €100 million, as well as any decision binding the Company or its subsidiaries for the long term;
- divestment of real property of more than €10 million per transaction;
- granting of security interests, guarantees, endorsements and collateral of more than €100 million per transaction;
- any proposal to change the by-laws, submitted to shareholders at their General Meeting;
- any transaction that may lead, immediately or at a later date, to a capital increase or reduction of capital through the issuance of securities or cancellation of shares;
- any proposal to shareholders at their General Meeting regarding the appropriation of earnings or the distribution of dividends, as well as any interim dividend;
- any merger or spin-off that the Company is party to;
- any proposal to shareholders at their General Meeting regarding a share buyback program;
- any proposal to shareholders at their General Meeting regarding the appointment or reappointment of the Statutory Auditors; and
- any agreement subject to Article L. 225-86 of the French Commercial Code.

2.1.8 Compliance and ethical issues involving the Group's governing and supervisory bodies

Obligations in terms of confidentiality, abstention from transactions involving Wendel shares and its investees, market information and the responsibilities of the Company's Ethics Officer are governed by the Market Confidentiality and Ethics Code. The Ethics Officer is Caroline Bertin Delacour, General Counsel of Wendel.

The Code applies in particular to members of the Executive Board and Supervisory Board, and was last updated in September 2023.

The Executive Board has also adopted a Code of Ethics, last amended in June 2023, and a compliance program through targeted policies (relating to the fight against corruption and influence peddling, the fight against money laundering and the financing of terrorism, compliance with international sanctions and personal data protection) (see section 4.3.3). This compliance program applies in particular to corporate officers.

2.1.8.1 Market ethics

Registered shares

Members of the Executive Board and Supervisory Board, as well as their spouses (where not legally separated) and dependent children, must hold all their shares in the Company and its subsidiaries in registered form.

Confidentiality and abstention obligations

The Supervisory Board members are bound by a strict confidentiality obligation, which goes beyond the simple obligation of discretion provided for by law, concerning (i) the content of the discussions and deliberations of the Board and its Committees, and (ii) all information and documents presented, or provided to them for the preparation of their work, or of which they may have become aware in the course of their duties. This information may not be shared or used for personal purposes. The Board members must take all necessary measures to ensure that this confidentiality is maintained. This confidentiality obligation applies as a matter of principle, whether or not the Chairman has clearly stated the confidential nature of the information.

If the members of the governing and supervisory bodies are in possession of inside information, they must refrain from carrying out, directly or indirectly, on their own behalf or on behalf of another party, on or off-market, any transaction in securities issued by Wendel, until the information is no longer considered to be inside information (e.g., information made public or concerning an abandoned project). They are entered on the insider lists drawn up by the Group Ethics Officer. These lists are made available to the AMF and kept for at least 5 years from the date they were drawn up or updated.

This same restriction on trading is required during certain so-called "blackout" periods during which the Company publishes its annual and half-year financial statements, quarterly revenue, and Net Asset Value (NAV, see section 5.3). These periods are as follows: for the publication of annual and half-year financial statements, the 30 days before their publication; for quarterly revenue and NAV, the 15 days before their publication. These blackout periods end upon the publication of the information in question, in an official notice and/or a press release that is effectively and fully disseminated.

An obligation to abstain may also apply at any other period communicated by the Group Ethics Officer, notably in the context of registration on a confidentiality list with an obligation to abstain.

In addition, the members of the Executive Board and Supervisory Board must also refrain from trading in the securities of the Wendel Group's listed or unlisted portfolio companies (subject to applicable exceptions).

Restriction on the sale of Wendel shares by Supervisory and Executive Board members

To the Company's knowledge, members of the Supervisory and Executive Boards have accepted no restrictions on the divestment of their shareholdings in the Company, with the following exceptions:

- in accordance with the by-laws of the Company, each member of the Supervisory Board must hold 500 fully paid-up shares;
- each member of the Executive Board must retain a number of shares, in particular those resulting from the exercise of their stock options or the vesting of their performance shares, corresponding, for the Chairman and the Member of the Executive Board respectively, to a value equal to 200% and 100% of the fixed portion of their annual compensation;
- Executive Board members may not exercise their options or sell the corresponding shares during blackout periods or in the event of possession of inside information, in accordance with the Company's Market Confidentiality and Ethics Code and with recommendation 26.3.3 of the Afep-Medef Code;
- certain abstention obligations imposed by Wendel's Market Confidentiality and Ethics Code; and
- certain corporate officers have entered into collective lock-up commitments *(Pactes Dutreil)* under Article 787 B of the French Tax Code *(Code général des impôts)*, described in section 8.3.10.1 of this Universal Registration Document.

2.1.8.2 Business ethics

Conflicts of interest

A number of procedures are in place within the Wendel Group to prevent and manage any conflicts of interest: the Market Confidentiality and Ethics Code, the anti-corruption policy, the internal regulations of the Supervisory Board and the procedure for evaluating related-party agreements and ordinary agreements (see paragraph below "Related-party agreements and ordinary agreements").

The members of the Executive and Supervisory Boards must look into any actual, potential or future conflicts of interest and bring them to the attention of the Group Ethics Officer or the Supervisory Board Chairman. The Supervisory Board members must also inform the Lead Member of the Supervisory Board of any conflict of interest with the majority shareholder. In the case of a conflict or potential conflict of interest, the Board member abstains from taking part in the discussions or from participating in the vote of the corresponding deliberation, and does not receive information related to the agenda item giving rise to a conflict of interest.

For members of the Executive Board, specific processes for handling conflicts of interest have been implemented.

The proper functioning of the Board requires the presence of members with investment experience. In this respect, some members of the Board may hold positions – in addition to their term of office as members of the Supervisory Board – with Wendel's competitors. An increased level of vigilance is then required and implemented as part of the application of the conflict of interest management procedure.

Finally, all members of the Supervisory Board must inform the Chairman of the Supervisory Board of their intention to accept a new appointment or a new position in a company that does not belong to a Group of which they are executives. If the Chairman of the Supervisory Board believes that the new appointment could create a conflict of interest, the Chairman puts the issue before the Supervisory Board. In this case, the Board decides whether or not the new appointment or position is compatible with the position of the Wendel Supervisory Board member. Should the Board decide that there is a conflict of interest, it asks the Board member to choose between the new appointment and his/her appointment at Wendel. All decisions declared incompatible are duly justified.

Related-party agreements and ordinary agreements

In accordance with Article L. 22-10-29 of the French Commercial Code and recommendation 4.1 of AMF Recommendation No. 2012-05, the Supervisory Board has adopted a charter for the evaluation of related-party agreements and agreements relating to ordinary transactions entered into under arm's length conditions. This charter:

- reiterates the regulatory framework applicable to related-party agreements and commitments and offers additional guidance on the methodology used internally to classify the various agreements entered into;
- sets out a typology of agreements which, due to their nature and terms, are not subject to formalities; and
- sets out an internal procedure for the regular review of Wendel's agreements relating to ordinary transactions entered into under arm's length conditions.

The procedure applicable to agreements relating to ordinary transactions entered into under arm's length conditions is described below:

The charter first sets out the various criteria to be met by the agreements to which the valuation procedure is applied, related to (i) the parties to the agreement, (ii) the ordinary nature of the agreement or transaction, and (iii) the arm's length conditions provided for in the agreement.

It then describes the different steps to be implemented for the valuation of the agreements, particularly:

1. **Pre-assessment of these criteria by the functions involved in drawing up an agreement**

Prior to signature, the functions initially involved in drawing up the agreement, depending on its purpose (hereinafter the "Involved Function(s)") will, at the time of entering into an agreement, an amendment or renewal, assess whether the conditions meet the criteria of ordinary transactions entered into under arm's length conditions.

2. **Retrospective review of the application of criteria by the Group Chief Compliance Officer**

The Group Chief Compliance Officer regularly reviews how the charter is applied by the Involved Functions. If they retrospectively consider that an agreement on the list of agreements relating to ordinary transactions entered into under arm's length conditions should fall within the scope of regulated related-party agreements, she must notify the Supervisory Board and obtain confirmation that the regulated related-party agreement procedure set out in the French Commercial Code shall apply. During its annual review of regulated related-party agreements, the Supervisory Board may decide to correct the situation and follow the relevant procedure.

Parties with a direct or indirect interest in any of the agreements under review do not take part in the Supervisory Board's discussions on this matter. Each year, the Group Chief Compliance Officer reports on the findings of her review to the Company's Supervisory Board. Parties with a direct or indirect interest in one of the agreements under review do not take part in the Supervisory Board's discussion on the matter.

Moreover, if the Group Chief Compliance Officer deems it necessary to modify the charter, she refers any proposed modifications to the Supervisory Board for approval.

3. Information on agreements relating to ordinary transactions entered into under arm's length conditions

The Supervisory Board's annual report on Corporate Governance contains:

- a description of the procedure for reviewing agreements relating to ordinary transactions entered into under arm's length conditions; and
- a description of its implementation by the Company, including the Supervisory Board's conclusions following the Group Chief Compliance Officer's annual report and any follow-up.

The implementation of the procedure in 2023 is described below:

The Group Chief Compliance Officer obtained the list of ordinary agreements entered into by Wendel under arm's length conditions during the year from the Involved Functions. After analyzing them, it reported on its assessment to the Supervisory Board at the meeting of February 28, 2024, as follows:

- as a precautionary measure and a concern for transparency, all agreements entered into with a member of the Executive Board or a member of the Supervisory Board, and those entered into with Wendel-Participations SE (the only shareholder with more than 10% of the voting rights attached to the Wendel shares) were classified as related-party agreements and subject to the corresponding procedure. These agreements are described in the Statutory Auditors' special report on related-party agreements; and
- the agreement entered into with a company identified as a company with top management individuals in common with Wendel met the cumulative criteria of "ordinary transaction" and "arm's length conditions".

The Supervisory Board concluded that there was no need to reclassify the agreement referred to in the second list item above as a regulated related-party agreement. It also considered that no changes should be made to the applicable charter.

Information regarding agreements entered into between a director or significant shareholder and a subsidiary

In accordance with Article L. 225-37-4, paragraph 2 of the French Commercial Code, described below are agreements entered into directly or through an intermediary between (i) one of the members of the Executive Board or Supervisory Board or one of the shareholders with a fraction of voting rights exceeding 10% of the Company, and (ii) another company controlled by Wendel according to the definition under Article L. 233-3, with the exception of agreements relating to ordinary transactions entered into under arm's length conditions.

To the best of the Company's knowledge, the following new agreements were entered into during 2023 and early 2024 (see also note 4-1 to the consolidated financial statements):

- February-December 2023: in accordance with the co-investment principles for the 2021-2025 period, Laurent Mignon, Chairman of the Executive Board; David Darmon, Member of the Executive Board; and Harper Mates and Sophie Tomasi, members of the Supervisory Board representing employees, subscribed to co-investment units in the Brigad, Tadaweb, Preligens and Aqemia sub-fund of the Expansion 17 SCA FIAR fund and in the Millésime III sub-fund of the Global Performance 17 SCA FIAR fund, respectively;
- September 2023: in accordance with the co-investment principles for the 2021-2025 period, these same persons subscribed to co-investment units in the Scalian sub-fund of the Expansion 17 SCA FIAR fund and in the Millésime III sub-fund of the Global Performance 17 SCA FIAR fund.

The Company has applied the regulated related-party agreements process to these agreements. They were authorized by the Supervisory Board and are described in the Statutory Auditors' report on related-party agreements, submitted for approval to the Shareholders' Meeting of May 16, 2024, under the terms of the 4th resolution.

2.2 Compensation of corporate officers

2.2.1 Compensation policy for corporate officers

The compensation policy for members of the Executive Board (section 2.2.1.2) and the compensation policy for members of the Supervisory Board (section 2.2.1.3), pursuant to Article L. 22-10-26 of the French Commercial Code, are described below. These compensation policies are subject to the approval of the Shareholders' Meeting of May 16, 2024, pursuant to the 13th to 15th resolutions.

2.2.1.1 General principles relating to the compensation policy for corporate officers

Identification, review and implementation process

Executive Board members

The compensation of the members of the Executive Board is set by the Supervisory Board on the recommendation of the Governance and Sustainability Committee. It is established with a general view to providing stability during the four-year term of the Executive Board and is submitted each year to the approval of the Shareholders' Meeting.

As part of the renewal of the Executive Board's term of office in 2021 for a further period of four years, the compensation policy was fully reviewed. The process followed is detailed in section 2.2.1.2 of the 2020 Universal Registration Document, with an overview of the work of the Governance and Sustainability Committee, as well as the proposed changes compared to the previous compensation policy.

The policy is implemented in accordance with the terms approved by the Shareholders' Meeting, subject to any exemptions applied in accordance with the principles set out in this section. The implementation of the policy is discussed during meetings of the Governance and Sustainability Committee, with the support of the Director of Internal Audit to verify the calculations used to estimate the achievement rate of each of the financial criteria.

Detailed information describing the compensation of the Executive Board members is set out in the Universal Registration Document relating to the fiscal year during which the compensation items were awarded and/or paid.

Supervisory Board members

The total compensation for members of the Supervisory Board is determined by the Shareholders' Meeting. It is then the responsibility of the Supervisory Board to allocate such compensation among its members, in the form of a fixed portion and a variable portion based on actual attendance at meetings of the Supervisory Board and its Committees, the variable portion being preponderant.

Compliance

The Supervisory Board follows the recommendations of the Afep-Medef Code for setting the compensation and benefits to be paid to members of the Executive Board and members of the Supervisory Board.

It thus seeks to ensure that the compensation policy for corporate officers complies with the principles of comprehensiveness, balance, comparability, consistency, intelligibility and prudence.

Principles and objectives

The principles and objectives that have guided the determination of the 2021-2024 compensation policy for corporate officers are as follows:

- performance requirement;
- alignment of interests with shareholders;
- motivation of corporate officers;
- importance of retaining teams and attracting the best talents (the Executive Board's compensation policy is applied to approximately 20% of Wendel's workforce);
- alignment with Wendel's values, notably in terms of ESG;
- consideration of the general context; and
- transparency and readability.

Respect for the Company's interests and link with the Company's strategy, sustainability and employee compensation

The compensation policy set by the Supervisory Board contributes to the Company's long-term interests in that it is based, on the one hand, on the performance of Wendel and its portfolio companies and, on the other hand, on the implementation of its strategy. To this end, certain short-term compensation objectives are based on the performance of the companies in which Wendel has invested and the performance of the third-party asset management business, while others are based on the achievement of strategic and ESG roadmaps. Long-term compensation, which gives corporate officers a stake in Wendel's share capital, is linked to the Company's performance over four years. This includes financial performance, based on the increase in the TSR and dividend, and non-financial performance, based on ESG criteria.

Through these criteria, the compensation policy is in line with the best interests of the Company, contributes to the Company's sustainability and aligns the interests of management and shareholders. It is also consistent with Wendel's mission statement, as defined in 2020: "Engaging with entrepreneurial teams to build sustainable leading companies".

Compensation conditions for the Company's teams are also taken into account, insofar as:

- the targets used to determine the annual variable compensation of the Executive Board are also applied to a portion of the variable compensation of approximately 20% of Wendel's workforce; and
- performance conditions attached to the Executive Board's stock options and performance shares are used in the share allocation plans for employees.

Conflicts of interest

In view of the Company's two-tier system, no conflict of interest is likely to arise in the determination, review and implementation of the compensation policy of the Executive Board, as this policy is determined and evaluated by the Supervisory Board on the recommendation of the Governance and Sustainability Committee, and the members of the Executive Board are not members of these bodies, nor do they attend deliberations on this subject.

It should also be noted that the compensation of the Director of Internal Audit is not subject to the compensation objectives of the Executive Board.

For the determination, review and implementation of the compensation policy for members of the Supervisory Board, the Supervisory Board, where necessary, applies the measures for managing conflicts of interest stated in its internal regulations.

Exemptions

In accordance with Article L. 22-10-26 III paragraph 2 of the French Commercial Code, an exemption to the application of the compensation policy may be granted if it is temporary, subject to the occurrence of exceptional circumstances, consistent with the Company's interests and necessary to ensure the Group's continued existence or viability.

Accordingly, on the recommendation of the Governance and Sustainability Committee, the Supervisory Board may take into account unforeseeable and significant circumstances likely to affect the assessment of the Executive Board's performance, such as a substantial change in the Group's scope or in the missions entrusted to it, a major event affecting the markets or structural changes impacting Wendel's business.

This allows the Supervisory Board to ensure that the compensation policy is appropriate in view of the management of these events by the members of the Executive Board, the performance of the Group and the relevant exceptional circumstances. However, it can only be used within the following limits:

- the only compensation items that may be amended are annual variable compensation, options and performance shares;
- the maximum amounts that can be granted in respect of these items cannot be amended.

Any exemption from one of the compensation policy items must be decided by the Supervisory Board on the prior recommendation of the Governance and Sustainability Committee and any such exemptions will be set forth in the Universal Registration Document for the fiscal year in which they were applied.

2.2.1.2 Compensation policy for members of the Executive Board

Determination of the compensation policy for 2024

The 2024 compensation policy is in line with the policy established in 2021 in the framework of the renewal of the Executive Board's term of office for four years, subject to the modifications outlined below.

As a reminder, the principles of compensation for the Executive Board were reviewed in depth in 2021 using a comprehensive approach, to ensure that compensation is in line with the individual and collective performance of the members of the Executive Board (pay for performance), as well as with Wendel's mission statement and strategy. These changes were also intended to motivate and retain members of the Executive Board, whose actions significantly contribute to the Company's performance.

The methodology and outcome of the overhaul of the compensation policy in 2021 are set out in section 2.2.1.2 of the 2020 Universal Registration Document. A rigorous process was followed, based on:

- dedicated benchmarks developed by a specialized external consultant (use of three company panels to analyze data adapted to Wendel's hybrid nature: SBF 120 companies in a market capitalization range close to that of Wendel, listed investment and holding companies based in Europe, and private equity funds);
- analysis of best practices and compensation recommendations;
- discussions with shareholders, as part of governance roadshows during which the Chair of the Committee met with Wendel's main investors and the main proxy advisor firms; and
- discussions with each member of the Executive Board.

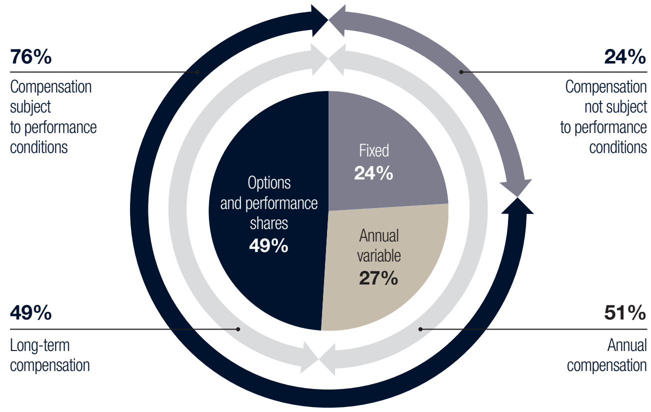
Proposed changes for 2024

At its meeting of February 28, 2024, the Supervisory Board, on the recommendation of the Governance and Sustainability Committee, maintained the structure of the Executive Board's compensation while proposing the following adjustments:

- annual variable compensation: the structure of financial objectives has been modified to reflect Wendel's new dual business model, consisting of Principal investments and Third-party asset management businesses. The financial criteria are now divided into 4 objectives: the performance of Bureau Veritas (weighted at 20%), the performance of the other Principal investments (whose weighting has been reduced from 25% to 20%), that of the Third-party asset management business (10% - new objective) and maintaining Wendel's Investment Grade rating (15% instead of 20% previously). The list of companies whose financial performance is measured in the Principal investments category has evolved to take into account changes in scope, and now includes Scalian. The non-financial objective has been renewed using the same criteria (strategic plan, human resources and ESG) and the same weighting, but with an update of the initiatives and expected measures;
- options: the performance condition for options remains an ESG condition based, as in 2022 and 2023, on a 4-year training cycle on the "S" (social) pillar of ESG. The changes made in 2024 concern the training cycle theme, which will focus on generative artificial intelligence and its potential for Wendel's teams. The achievement rate is unchanged at 85% of all employees (the condition is described in the section "Compensation items", in the paragraph "Allocation of stock options").

2024 compensation structure

The four main compensation elements for the members of the Executive Board are balanced (approximately 50/50) between annual compensation and long-term compensation, and three-quarters of the compensation is subject to performance conditions. They are complementary and each of them serves different purposes.



Approximately 16.1% of the maximum compensation (fixed and variable portions, annual and long-term) and 21.1% of the maximum variable compensation (annual and long-term) of the members of the Executive Board are based on ESG criteria, including short-term and long-term objectives.

The members of the Executive Board are not entitled to: multi-year variable compensation, exceptional compensation, non-compete compensation, or a supplementary pension plan.

Compensation items

Fixed compensation

The fixed compensation for 2024 is as follows:

- €1,300,000 for the Chairman of the Executive Board; and
- €770,000 for the Member of the Executive Board.

Annual variable compensation

For 2024, the maximum amount of variable compensation remains set at 115% of the fixed compensation, unchanged since 2017. Variable compensation is not guaranteed and its amount varies each year according to financial and non-financial objectives. The achievement rate of these objectives for 2023 is detailed in section 2.2.2.2 – Total compensation and benefits in kind, "Summary of the compensation of each executive corporate officer".

The Supervisory Board chose five objectives for 2024, four financial and one non-financial, described below. The content of these objectives was determined by the Supervisory Board, on the recommendation of the Governance and Sustainability Committee at its meeting on February 28, 2024. For each financial criterion, the Supervisory Board set a target objective and a range of performance thresholds. As outlined below, these objectives are consistent with the Group's development strategy. For the non-financial objective, specific initiatives and actions have been set, so that its achievement can be evaluated at the end of the year.

Each performance objective on which the allocation of the annual variable compensation is based is capped, in order to avoid any effect of offsetting outperformance with possible underperformance.

These financial and non-financial objectives are also used to determine a portion of the variable compensation of approximately 20% of Wendel's workforce.

Description of the 2024 performance objectives:

The **financial objectives**, weighted and capped together at **65% of the maximum variable compensation**, are as follows:

- the **1st objective** concerns Bureau Veritas, with specific criteria regarding its performance, measured according to its organic growth and adjusted operating income; it is weighted and capped at **20%** of the maximum variable compensation;
- the **2nd objective** concerns the Principal investments business, namely the individual and collective performance of 5 other portfolio companies (Stahl, CPI, ACAMS, Scalian and Tarkett), measured according to their organic growth and EBITDA; the achievement rate of this objective is calculated on a consolidated basis, based on the achievement rates of each of the companies, weighted according to the average of the individual values of these five companies in Wendel's Net Asset Value as of December 31, 2023 and December 31, 2024. This objective itself is weighted and capped at **20%** of the maximum variable compensation;
- the **3rd objective** concerns the performance of the Third-party asset management business, measured according to the organic growth and fee-related earnings (FRE) of IK Partners and any other company operating in this field that Wendel may acquire; this objective is weighted and capped at **10%** of the maximum variable compensation;
- the **4th objective** is to maintain Wendel's Investment Grade rating, reflecting a high standard of credit quality; it is weighted and capped at **15%** of the maximum variable compensation.

For the first three financial objectives, the achievement rates are calculated, on the one hand, according to the individual budgets for the portfolio companies at the beginning of the year and, on the other hand, according to the following scale:

- if the results achieved are less than 90% of the target budget, the objective is considered not met;
- if the results achieved correspond to the target budget, the objective is only considered 85% met; and
- if the results achieved exceed the target budget, the objective is considered met at between 85% and 100% depending on the outperformance, without being able to exceed 100%.

It should be noted that the weighting of portfolio companies in the Net Asset Value is not disclosed, for reasons of confidentiality related to Wendel's competitive positioning.

The non-financial objective is based on quantifiable criteria; it is weighted and capped at **35% of the maximum variable compensation**. It is based on the satisfaction of three criteria, which represent respectively 65%, 20% and 15% of the non-financial objective:

- the implementation of the strategic plan (weighted and capped at 65% of the non-financial objective). Priorities for 2024 include: finalizing the acquisition of IK Partners and its integration, various achievements at the portfolio company level in terms of value creation and governance, deploying new investments in the principal investments business, and seeking new opportunities for the third-party asset management business;
- a human resources criterion (weighted and capped at 20% of the non-financial objective), aimed at aligning the organization of the Paris and Luxembourg teams with the needs of the new strategy, in terms of composition, skills and compensation;
- ESG criteria detailed as follows (weighted and capped at 15% of the non-financial objective):
  - climate: the development of a new ESG roadmap adapted to Wendel's dual business model;
  - non-financial reporting: preparing Wendel and its controlled portfolio companies for the implementation of the CSRD (Corporate Sustainability Reporting Directive) regulations.

The achievement rate of the non-financial objective will be calculated based on the effective completion of these initiatives and actions during the year.

Summary

Type of objective		Weighting
Financial objectives		**65%**
Performance of Bureau Veritas: organic growth and adjusted operating income		20%
Performance of the Principal investments business, i.e., performance of 5 other portfolio companies (Stahl, CPI, ACAMS, Tarkett, Scalian): organic growth and EBITDA		20%
Performance of the Third-party asset management business: organic growth and fee-related earnings		10%
Maintaining Wendel's Investment Grade rating		15%
Non-financial objective		**35%**
Criteria:		
Strategic plan and value creation initiatives	*65%*	22.75%
Human Resources	*20%*	7%
ESG	*15%*	5.25%
TOTAL		**100%**

Grants of stock options and performance shares

The members of the Executive Board are granted stock options and performance shares which are designed to encourage the achievement of the Group's medium- to long-term objectives and the resulting value created for shareholders.

Maximum grant amount

The total value of the options and performance shares, as determined on the date of their grant, for each of the two members of the Executive Board, may not exceed a maximum of 95% of the sum of the fixed and the maximum annual variable portions of their annual compensation.

Within these proportions, each member of the Executive Board receives a target allocation of 70% performance shares and 30% options.

Under the 28th and 29th resolutions, the Shareholders' Meeting of May 16, 2024 will be asked to authorize, for a period of 14 months, the allocation of an overall budget of options and performance shares capped at 1% of the Company's capital. For members of the Executive Board, a sub-ceiling stipulates that the total number of shares resulting from the exercise of the stock options and the vesting of the performance shares granted may not exceed 50% of this overall budget, within the limits in terms of compensation referred to above.

Holding obligation

In accordance with the law and the governance principles of the Afep-Medef Code, the members of the Executive Board are subject to a general and permanent obligation to hold Company shares that represent:

- for the Chairman of the Executive Board: 200% of the fixed portion of his annual compensation; and
- for the Member of the Executive Board: 100% of the fixed portion of his annual compensation.

The members of the Executive Board are also required to keep in registered form until the end of their terms of office: 500 shares resulting from the exercise of stock options and 500 performance shares granted under each plan they benefit from in their capacity as members of the Executive Board. It is specified that these shares are included in the calculation of the aforementioned general obligation.

If a member of the Executive Board does not hold shares representing the required value at the time of taking up his/her duties, he/she is not required to purchase shares on the market. However, he/she must keep all the shares acquired as and when options are exercised or performance shares vested until he/she holds the number of shares stipulated by the aforementioned general obligation, after deducting, for the shares resulting from the exercise of options, the exercise price of the said options.

Hedging

The members of the Executive Board have each undertaken not to use any hedging transactions for stock options and performance shares granted by the Company, until the end of their term of office.

Allocation of stock options

Members of the Executive Board may be granted stock subscription or purchase options.

The exercise price for the stock options is based on the average of the share price over the 20 trading days preceding the grant date, with no discount.

The presence condition is 4 years following the grant date, it being specified that, subject to the achievement of the performance condition described below, 50% of the options will be exercisable in the event of departure at the end of a period of 2 years, 75% of the options in the event of departure at the end of a period of 3 years, and 100% of the options in the event of departure at the end of a period of 4 years.

The Supervisory Board considers that the options include an intrinsic performance condition directly linked to the growth in the Company's share price, since the exercise of the options is only favorable to the beneficiaries if the share price on the exercise date is higher than the exercise price set on the grant date.

However, the Board has provided for the inclusion of an additional ESG performance condition: the options granted under the 2024 compensation policy will be exercisable if, over a period of 4 years, at least 85% of Wendel employees have attended each year a training course on generative artificial intelligence.

The Board believes that this performance condition linked to the "S" of ESG will enable the deployment of an ambitious training cycle to grasp the potential of generative artificial intelligence as well as all its challenges and limits. This will support the development of Wendel's employees and help to maintain their competitiveness.

The Supervisory Board also has noted that this condition is measurable, since a tool will make it possible to monitor and audit its achievement.

As the options are valid for 10 years, their exercise period begins at the end of a period of 4 years following their grant date and lasts for 6 years.

Allocation of performance shares

Members of the Executive Board may be granted performance shares. The presence condition is of 4 years following the grant date, it being specified that, subject to the achievement of the performance conditions described below, 50% of the performance shares may vest in the event of departure at the end of a period of 2 years, 75% of the performance shares in the event of departure at the end of a period of 3 years, and 100% of the performance shares in the event of departure at the end of a period of 4 years.

The Supervisory Board has set three performance conditions assessed over a period of 4 years that are aligned with the interests of shareholders. They are based on (i) Wendel's Total Shareholder Return (TSR), by applying both an absolute and a relative assessment, and (ii) growth in the ordinary dividend paid each year to shareholders. These conditions, and their weighting, are as follows:

- absolute TSR performance (25% of the allocation).

  The absolute performance of Wendel's annualized TSR is measured as follows:

  - if the TSR is greater than or equal to 9% per year, the condition is met at 100%,
  - if the TSR is less than 5% per year, the condition is not met,
  - between these two limits, vesting of the shares is calculated on a linear basis;

- relative TSR performance (50% of the allocation).

  The relative performance of Wendel's annualized TSR is measured against that of the CACMid60 index as follows:

  - if Wendel's TSR is greater than or equal to the median TSR of the index plus 3%, the condition is met at 100%,
  - if Wendel's TSR is equal to the median of the index's TSR, the condition is met at 50%,
  - between these two limits, vesting of the shares is calculated on a linear basis,
  - if Wendel's TSR is lower than the median of the index's TSR, the condition is not met;

- dividend growth (25% of the allocation).

  The ordinary dividend paid each year for 4 years must be greater than or equal to the dividend paid the previous year.

  Dividend growth each year is considered as a good indicator of Wendel's financial health and is one of the pillars of Wendel's long-term strategy towards its shareholders.

  It is specified that in the event of an exceptional distribution, the Supervisory Board reserves the right to assess the impact of such a distribution on the achievement of the performance condition.

Employment contract

In accordance with the recommendations of the Afep-Medef Code, the Chairman of the Executive Board does not have an employment contract.

David Darmon, Member of the Executive Board, holds a French law employment contract with the Company that entered into force on July 4, 2005. The contract has been suspended since May 31, 2013, and was last amended on March 4, 2020.

When David Darmon was appointed to the Executive Board, it was decided, in view of his seniority as an employee of Wendel, to maintain the suspension of his employment contract rather than terminate it. This employment contract will remain suspended for the duration of David Darmon's term of office.

In the event that David Darmon's term of office were to end, his employment contract with the Company would resume. It may be terminated under the conditions of ordinary law, at the initiative of David Darmon or the Company. The termination of the employment contract will be effective at the end of a notice period of 6 months (except in the event of serious misconduct) and may trigger the entitlement to legal and contractual indemnities for dismissal.

Benefits in kind

The members of the Executive Board can be covered by unemployment insurance through GSC (a specialized provider of unemployment insurance for senior management).

They also benefit, in the same way as all Wendel employees, from the agreements in force at the Company in terms of profit-sharing, savings plan and death and disability insurance, it being specified that they are not entitled to any supplementary pension plans.

Executive Board members can subscribe to capital increases reserved for members of the Group savings plan under the same conditions as all Wendel employees, in accordance with the applicable legal provisions (i.e., a capped company matching contribution and a discount of no more than 30% of the reference price on the share subscription price).

In the context of co-investments made in accordance with the applicable rules for the period 2021-2025 (see note 4 to the consolidated financial statements), the subscription price is the same for Wendel and other co-investors, Executive Board members included, and does not take into account carried interest rights.

Appointment of a new Executive Board member

In the event of the arrival of a new Executive Board member, the principles and criteria defined in this policy will apply, except in exceptional circumstances. The Supervisory Board, on the recommendation of the Governance and Sustainability Committee, shall determine the fixed and variable items of the compensation and the objectives of variable compensation, within that framework and according to the specific situation of the person concerned. If necessary, any changes to the compensation policy shall be submitted for approval at the next Shareholders' Meeting.

If the new Executive Board member is appointed from outside the Company, the Supervisory Board, on the recommendation of the Governance and Sustainability Committee, may decide to pay benefits to the new Executive Board member as compensation for any benefits he or she may lose as the result of leaving his or her prior position.

Departure of an Executive Board member

In the event of the departure of an Executive Board member, several compensation items would be impacted, as follows:

Fixed compensation	Prorated amount paid.
Annual variable compensation	Amount of variable compensation to be paid is prorated and assessed after the end of the fiscal year by the Supervisory Board according to the achievement of the targets set, on the recommendation of the Governance and Sustainability Committee.
Options and performance shares	Options not yet exercisable and performance shares not yet vested are forfeited. However, in certain circumstances, the Supervisory Board may, on the recommendation of the Governance and Sustainability Committee, decide to waive the applicable presence condition. In any event, there may be no exemptions from the application of the performance conditions governing the exercise of the options and/or the vesting of the performance shares.
Termination benefits	The Supervisory Board shall assess the fulfillment of the conditions of application and performance conditions set for the payment of termination benefits.

Termination benefits

Laurent Mignon

In the event of termination of his term of office on the Executive Board, Laurent Mignon would receive a payment equal to (i) the sum of his gross fixed monthly compensation at the time of departure and 1/12th of his variable compensation actually paid for the last fiscal year preceding his departure, (ii) multiplied by the number of months he served as Chairman of the Executive Board, without this payment exceeding 18 months of such fixed and variable compensation.

Payment of the benefits would also be subject to the fulfillment of both of the following two performance conditions:

- Laurent Mignon having obtained, for the last 2 years preceding his departure, variable compensation at least equal to 70% of his maximum variable compensation; and
- the amount of the last known ordinary dividend on the date of departure must be higher than or equal to the dividend for the previous year.

Any such indemnity would be due only in the event of forced departure, i.e., in any of the following situations:

- departure linked to the dismissal as Chairman and member of the Executive Board;
- non-renewal of the term of office as Chairman and member of the Executive Board at the request of the Supervisory Board; and
- resignation as Chairman and member of the Executive Board within 6 months following a substantial change in responsibilities or a significant divergence in strategy with the Supervisory Board.

Such indemnity would not be due in the event of:

- resignation, except in the aforementioned cases;
- retirement or eligibility for a full pension within the 6 months following the departure;
- serious or gross misconduct; and
- a situation of failure recognized by the Supervisory Board. A "Situation of failure" is established where (i) Wendel no longer benefits from an Investment Grade rating and (ii) for two consecutive years, Wendel's TSR is in the bottom quartile in terms of relative performance compared to the CACmid60 index.

David Darmon

In the event of termination of his term of office on the Executive Board and of his employment position with the Company, David Darmon would receive, in addition to any legal and contractual indemnities payable in respect of the termination of his employment contract, a payment equal to 18 months of his gross fixed monthly compensation at the time of his departure.

Payment of the benefits is subject to the fulfillment of both of the following two performance conditions:

- David Darmon must have obtained, for the last 2 years preceding his departure, variable compensation at least equal to 70% of his maximum variable compensation; and
- the amount of the last known ordinary dividend on the date of departure must be higher than or equal to the dividend for the previous year.

Any such indemnity would be due only in the event of forced departure, i.e., in any of the following situations:

- departure linked to the dismissal as member of the Executive Board;
- non-renewal of the term of office as member of the Executive Board at the request of the Supervisory Board;
- resignation as member of the Executive Board within 6 months following a substantial change in responsibilities or a significant divergence in strategy; and
- resignation from office as member of the Executive Board as a result of dismissal as employee (with the exception of dismissal for serious or gross misconduct).

Such indemnity would not be due in the event of:

- resignation, except in the aforementioned case;
- retirement within 6 months prior to eligibility for a full pension;
- serious or gross misconduct; and
- a situation of failure recognized by the Supervisory Board. A "Situation of failure" is established where (i) the Wendel Group's consolidated net debt is greater than €2.5 billion, and (ii) for two consecutive years, Wendel's TSR is in the bottom quartile in terms of relative performance compared to the CACmid60 index.

At the end of David Darmon's term of office as a member of the Executive Board, his employment contract would resume its effects with the Company and may trigger an entitlement to legal and contractual severance payments.

It is specified that the total amount of indemnities paid to David Darmon, including the legal and contractual severance payments related to his employment contract, may not exceed 18 months of his monthly average compensation determined as follows: sum of (i) his gross fixed monthly compensation at the time of his departure, and (ii) 1/12th of the variable compensation actually paid during the last year preceding his departure.

2.2.1.3 Compensation policy for members of the Supervisory Board

Since 2017, the maximum overall compensation budget as approved by the Shareholders' Meeting for the Supervisory Board members has been €900,000.

In accordance with the recommendations of the Afep-Medef Code, a criterion of variability based on actual attendance at Supervisory Board meetings and meetings of its Committees has been included since 2019 to calculate the awarding of compensation to Supervisory Board members.

The compensation policy for members of the Supervisory Board is based on a maximum amount of annual compensation, of which 55% is variable and linked to attendance and 45% is fixed. As a result, a member who fails to attend scheduled meetings could lose up to 55% of his or her maximum annual compensation.

The breakdown between members is as follows, unchanged from 2023:

	Maximum annual compensation	Variable portion (55%)	Fixed portion (45%)
Chairman of the Supervisory Board	€100,000	€55,000	€45,000
Member of the Supervisory Board	€50,000	€27,500	€22,500
Chair of a Committee(1)	€50,000	€27,500	€22,500
Member of a Committee(1)	€20,000	€11,000	€9,000

(1) Amount in addition to the compensation as a member of the Board.

In addition, the Chairman of the Supervisory Board and the Lead Member of the Supervisory Board receive specific compensation related to their functions:

- since 2018, the annual compensation of the Chairman of the Supervisory Board has amounted to €250,000. This compensation was set on the basis of a benchmark. It is reviewed periodically by the Governance and Sustainability Committee and the Supervisory Board;
- the Lead Member of the Supervisory Board receives compensation of €25,000 for his specific duties.

Members of the Supervisory Board do not receive any other compensation.

2.2.2 General information on the compensation of corporate officers for fiscal year 2023

The information mentioned in Article L. 22-10-9, I of the French Commercial Code is described below. In accordance with Article L. 22-10-34, I of the French Commercial Code, this information is submitted for approval to the Shareholders' Meeting of May 16, 2024, pursuant to the 8th resolution.

2.2.2.1 Application of the 2023 compensation policy

The 2023 compensation policy for the members of the Executive Board and the members of the Supervisory Board was approved as follows at the Shareholders' Meeting of June 15, 2023:

- Chairman of the Executive Board, the 16th resolution approved with 92.26% votes in favor;
- member of the Executive Board, the 17th resolution approved with 93.02% votes in favor; and
- members of the Supervisory Board, the 18th resolution approved with 99.46% votes in favor.

The total compensation of the Executive Board members and the Supervisory Board members paid in or awarded for 2023 fully complies with the provisions of the compensation policy for 2023.

Total compensation was structured to encourage performance and align the interests of the Executive Board members with the Company's objectives, thereby contributing to the Company's long-term performance.

2.2.2.2 Total compensation and benefits in kind

The compensation items of Executive Board and Supervisory Board members presented below are those paid during or allocated in 2023 in respect of their term of office.

Summary of compensation, options and performance shares granted in respect of 2023 to each executive corporate officer

Relative proportion of fixed and variable compensation

Annual variable compensation awarded to the Executive Board members for 2023 represented 104.3% of the fixed compensation respectively awarded to Laurent Mignon and David Darmon, for 2023. For more information on the achievement of the performance objectives attached to the payment of the annual variable compensation, see section "Summary of the compensation of each executive corporate officer".

The value of the options and performance shares awarded to Laurent Mignon and David Darmon in 2023 represents 95% of the sum of the fixed and maximum variable portions of their annual compensation. Detailed information is provided in Tables 4 and 6 of the Afep-Medef Code shown below.

André François-Poncet's term of office as a member of the Executive Board ended on December 1, 2022. The only compensation items paid to him in 2023 were the following:

- variable portion for 2022, paid in June 2023;
- gross profit share for 2022, paid in May 2023.

The compensation items paid to André François-Poncet for 2022, were approved at the Shareholders' Meeting on June 15, 2023.

Table 1 under the Afep-Medef Code

	2023	2022
Laurent Mignon		
Chairman of the Executive Board		
Total compensation awarded for the year (detailed in table 2)	**2,670,035**	**1,554,227**
Number of options granted during the year	35,403	37,085
Valuation of options granted during the year (detailed in table 4)	**796,568**	**530,316**
Number of performance shares granted during the year	37,701	19,095
Valuation of performance shares granted during the year (detailed in table 6)	**1,858,659**	**1,237,356**
TOTAL	**5,325,262**	**3,321,899**
David Darmon		
Member of the Executive Board		
Total compensation awarded for the year (detailed in table 2)	**1,587,245**	**1,717,230**
Number of options granted during the year	20,969	36,293
Valuation of options granted during the year (detailed in table 4)	**471,803**	**471,809**
Number of performance shares granted during the year	22,330	17,282
Valuation of performance shares granted during the year (detailed in table 6)	**1,100,869**	**1,100,863**
TOTAL	**3,159,917**	**3,289,902**
André François-Poncet		
Chairman of the Executive Board until December 1, 2022		
Total compensation awarded for the year (detailed in table 2)	**-**	**2,525,576**
Number of options granted during the year	-	0
Valuation of options granted during the year (detailed in table 4)	**-**	**-**
Number of performance shares granted during the year	-	0
Valuation of performance shares granted during the year (detailed in table 6)	**-**	**-**
TOTAL	**-**	**2,525,576**

The valuation of the options and performance shares corresponds to their fair value, calculated at the time they were granted and in accordance with IFRS:
- *the options and performance shares granted in July 2023 were valued at €22.5 and €49.3, respectively;*
- *the options and performance shares granted to David Darmon in August 2022 were valued at €13.0 and €63.7, respectively;*
- *the options and performance shares granted to Laurent Mignon in December 2022 were valued at €14.3 and €64.8, respectively.*

These optional valuations are theoretical and correspond neither to amounts actually received nor to the actual amounts that could be obtained if the presence and performance conditions enabled their beneficiaries to exercise their rights. See also note 31 to the 2023 consolidated financial statements for a description of the valuation methodology.

Summary of the compensation of each executive corporate officer

Overview:

- the fixed compensation of Laurent Mignon and David Darmon was set at €1,300,000 and €770,000 per year, respectively; and
- Executive Board members' variable compensation was set at a maximum of 115% of their fixed compensation, with no possibility of exceeding such limit. Variable compensation is not guaranteed, and is subject to the conditions set out below.

Variable compensation is paid after the Shareholders' Meeting in the year following the year for which it is awarded.

65% of the variable compensation for 2023 was subject to the achievement of financial objectives and 35% was subject to the achievement of non-financial objectives. The Supervisory Board, at its meeting of February 28, 2024, on the recommendation of the Governance and Sustainability Committee and after validation of the figures by the Audit, Risks and Compliance Committee, determined the level of achievement of the objectives as follows:

Type of objective	Weighting/ caps	Rate of achievement on 100%	Comments
FINANCIAL OBJECTIVES			**Comments for the first two objectives:** The achievement rates were calculated by comparing actual levels of organic growth and profitability with those included in the budgets set for each of the main companies in the portfolio at the beginning of the year, according to the following scale: ■ if the achieved result is less than 90% of the budget, the variable portion due in this respect is zero; ■ if the achieved result is equal to the budget, the variable portion due in this respect is only 85%; and ■ if the achieved result exceeds the budget, the variable portion due in this respect is between 85% and 100%.
Bureau Veritas performance with equal weightings for organic growth and adjusted operating profit	20%	100%	The organic growth and adjusted operating income achieved by Bureau Veritas in 2023 were compared to these same indicators as budgeted at the beginning of 2023.
Performance of 4 other portfolio companies (Stahl, CPI, Tarkett and ACAMS) with equal weightings for organic growth and EBITDA	25%	62.8%	The achievement rate of this objective was calculated on a consolidated basis, based on the performance achieved by each of the companies, weighted according to the average of their individual values in the revalued net assets at December 31, 2022 and at December 31, 2023. It is specified that: ■ in accordance with the applicable methodology, the performance of Constantia was not taken into account in the calculations due to the fact that a sale agreement was signed during the year; ■ the weighting of unlisted portfolio companies in the Net Asset Value is not disclosed, for reasons of confidentiality related to Wendel's competitive positioning.
Maintaining Wendel's Investment Grade rating	20%	100%	Wendel's rating remained the same in 2023: BBB stable outlook according to Standard & Poor's since January 25, 2019, and Baa2 stable outlook according to Moody's since September 5, 2018.
TOTAL FINANCIAL OBJECTIVES	**65%**	**85.7%**	

Type of objective	Weighting/ caps	Rate of achievement on 100%	Comments
NON-FINANCIAL OBJECTIVE			**General comment:**
Criteria:			Specific initiatives and actions were set for each criterion when the compensation policy was determined. The results obtained in this context are described below.
Definition of a new strategic plan and implementation of value-creating initiatives, notably: ■ implementing an active portfolio management and investment policy ■ active involvement with the Bureau Veritas Management team to accelerate value creation ■ optimizing Wendel's financial flexibility ■ ambition to develop an asset management business for third parties	65%	100%	■ The acquisition of Scalian was completed (Wendel invested €557 million). ■ The sale of Constantia Flexibles was completed, generating net proceeds for Wendel of approximately €1,121 million (finalized in early January 2024). ■ Through Wendel Growth, Wendel invested in Brigad, Tadaweb, Preligens and Aqemia for a total of approximately €55 million. ■ Stahl completed the acquisition of ICP Industrial Solutions Group (ISG) in the US. ■ On June 22, 2023, Laurent Mignon was appointed Chairman of the Board of Directors of Bureau Veritas, and now works closely with the new CEO, Hinda Gharbi. ■ Wendel's financial flexibility was optimized with the sale of Constantia Flexibles. A bond issue of €300 million was successfully launched, with a 4.5% coupon and a 7-year maturity. This issue allowed the early redemption of part of the bonds maturing in 2026. As a result, the average maturity of the debt was extended to 5.1 years and its weighted average cost increased to 2.4%. ■ Wendel launched its development into third-party asset management, by signing a definitive agreement to acquire a controlling stake in the European asset management company IK Partners (announced in October 2023 and scheduled for completion in the first half of 2024).
Human resources criterion, aimed at aligning the Paris and New York investment teams with the new strategic directions	20%	100%	■ In July 2023, Cyril Marie was hired as Executive Vice-President Strategy and Corporate Development, and led the acquisition of IK Partners. ■ A new Operating Partner joined the investment team in Paris in July 2023, providing digital transformation expertise to the portfolio companies. ■ The Human Resources team played an active role in the strategic developments throughout the year.
ESG objectives: ■ climate: development of a methodology for climate objectives that is consistent with the best international standards in this area and compatible with Wendel's business ■ risk management: improvement in cybersecurity at Wendel and its portfolio companies	15%	100%	■ climate: it was decided that the Group's greenhouse gas emissions reduction targets would be submitted to the SBTi (Science Based Target initiative). These targets, which were set both at the level of Wendel (Scopes 1 and 2) and the portfolio companies (Scope 3), were submitted to the SBTi in October 2023 and are currently being reviewed. ■ risk management: Wendel and its portfolio companies made progress in cybersecurity, as evidenced by the progression of NIST ratings.
TOTAL NON-FINANCIAL OBJECTIVE	**35%**	**100%**	
TOTAL	**100%**	**90.7%**	

The Supervisory Board did not use the adjustment clause of the compensation policy.

The Supervisory Board meeting held on February 28, 2024, on the advice of the Governance and Sustainability Committee, concluded that the achievement rate of Executive Board members' objectives was 90.7% in 2023. In order to determine this rate, the Supervisory Board specifically examined (i) for the financial objectives, the level of achievement of the performance thresholds set at the beginning of 2023 and (ii) for the non-financial objective, the achievement of the actions and progress expected for each criterion.

As a result, the Supervisory Board set the variable compensation of the Executive Board members for 2023 at 104.3% of their fixed compensation, i.e., €1,355,900 for Laurent Mignon and €803,110 for David Darmon.

Table 2 under the Afep-Medef Code

The amounts "paid during 2023" correspond to the amounts actually received by each executive corporate officer. The amounts "awarded for 2023" correspond to the compensation allocated to the executive corporate officers for duties performed during 2023, regardless of the payment date. These amounts include all compensation paid by Group companies during the year.

Laurent Mignon

	2023		2022[1]	
	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
Total fixed compensation	1,300,000	1,300,000	103,409	103,409
of which compensation from Group companies	*39,849*	*39,849*	-	-
Variable compensation	1,355,900	115,818	115,818	-
Other compensation	-	-	1,335,000[2]	1,335,000[2]
Benefits in kind[3]	14,135	14,135	-	-
TOTAL	**2,670,035**	**1,429,953**	**1,554,227**	**1,438,409**

(1) The compensation mentioned in these columns corresponds to the compensation awarded or paid to Laurent Mignon in his capacity as Chairman of the Executive Board from December 2 to December 31, 2022. For his fixed remuneration, this is the annual amount of €1,300,000, adjusted pro rata based on the time spent.
(2) Laurent Mignon received benefits of €1,335,000, to compensate for the loss of benefits linked to his previous role. For more information, see section 2.2.2.1 of the 2022 Universal Registration Document.
(3) Laurent Mignon benefited from unemployment insurance taken out with the GSC (coverage for company executives), amounting to €14,135 for 2023.

Laurent Mignon also receives health, death & disability insurance under the same terms and conditions as Wendel management employees. He also co-invested alongside the Group in several companies in 2023, in accordance with the applicable rules for the period 2021-2025 (for more information, see note 4 to the 2023 consolidated financial statements). The difference between the IFRS optional valuation of these co-investments at December 31, 2023 and their subscription price represents €761 thousand. This amount is theoretical and corresponds neither to amounts actually received, nor to actual amounts that could be obtained if the presence and performance conditions enabled their beneficiaries to exercise their rights.

David Darmon

	2023		2022	
	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
Total fixed compensation	770,000	770,000	770,000	770,000
of which compensation from Group companies	-	-	-	-
Variable compensation	803,110	862,400	862,400	834,297
Other compensation[1]	-	30,852	71,613	36,776
Benefits in kind[2]	14,135	14,135	13,217	13,217
TOTAL	**1,587,245**	**1,677,387**	**1,717,230**	**1,654,290**

(1) David Darmon benefits from the agreements in force at Wendel, including the Group profit sharing and savings plans, in the same manner as any Wendel employee. As the conditions were met, in 2023, he received a profit share of €30,852 (gross) in respect of 2022.
(2) David Darmon benefited from unemployment insurance taken out with the GSC (coverage for company executives), amounting to €14,135 for 2023.

David Darmon also receives health, death & disability insurance under the same terms and conditions as Wendel management employees. He also co-invested alongside the Group in several companies in 2023, in accordance with the applicable rules for the period 2021-2025 (for more information, see note 4 to the 2023 consolidated financial statements). The difference between the IFRS optional valuation of these co-investments at December 31, 2023 and their subscription price represents €761 thousand. This amount is theoretical and corresponds neither to amounts actually received, nor to actual amounts that could be obtained if the presence and performance conditions enabled their beneficiaries to exercise their rights.

André François-Poncet

	2023		2022	
	Amounts awarded	Amounts paid	Amounts awarded	Amounts paid
Total fixed compensation	-	-	1,150,000	1,150,000
of which compensation from Group companies	-	-	*70,167*	*70,167*
Variable compensation	-	1,288,000(1)	1,288,000	1,322,500
Other compensation	-	28,281(2)	74,359	36,776
Benefits in kind	-	-	13,217	13,217
TOTAL	**-**	**1,316,281**	**2,525,576**	**2,522,493**

(1) Variable compensation for 2022, paid in June 2023, subject to approval by the Shareholders' Meeting of June 15, 2023.
(2) André François-Poncet benefitted from the agreements in force at Wendel, including the Group profit sharing and savings plans, in the same manner as any Wendel employee. As the conditions were met, in 2023, he received a profit share of €28,281 (gross) in respect of 2022.

Subscription-type and purchase-type stock options granted to executive corporate officers for 2023 or exercised during 2023

1. Options granted for 2023

In 2023, in accordance with the compensation policy in force, David Darmon and Laurent Mignon were granted stock subscription options. These stock options, granted in July 2023, are shown in the table below.

The exercise price for the stock options was based on the average of the share price in the 20 trading days preceding the grant date, with no discount.

The exercise of these stock options is subject to the following conditions:

- a presence condition of 4 years following the grant date of the stock options, it being specified that subject to the achievement of the performance condition described below, 50% of the options may be exercised in the event of departure at the end of a two-year period, 75% of the options in the event of departure at the end of a three-year period and 100% of the options in the event of departure at the end of a four-year period. However, in exceptional circumstances, the Supervisory Board may, on the recommendation of the Governance and Sustainability Committee, decide to maintain the exercise of the stock options by waiving the applicable presence condition, in accordance with the compensation policy in force;
- a performance condition, assessed over a period of 4 years and linked to the Company's ESG strategy: the options granted under the 2023 compensation policy will be exercisable if, over a period of 4 years, at least 85% of Wendel employees have attended each year a training course on inclusion, to raise awareness on, and fight against, psycho-social risks; and
- a holding condition of at least 500 shares resulting from the exercise of the options of the 2023 plan.

Table 4 under the Afep-Medef Code – Stock subscription or purchase options granted for 2023

	Plan no. and date	Type of option (purchase or subscription)	Number of options granted during the year	% of corres-ponding capital(1)	Option valuation according to the method used for the consolidated financial statements	Exercise price(2)	Exercise period	Performance conditions
Laurent Mignon	Plan W-16 July 31, 2023	Subscription	35,403	0.080%	€22.5	€92.39	2027-2033	See above
David Darmon			20,969	0.047%				
TOTAL			**56,372**	**0.127%**				

(1) Share capital at the date of grant.
(2) The exercise price of the options was determined based on the average share price over the 20 days prior to the grant date, without a discount.

The options were valued by an independent expert using a Monte Carlo mathematical pricing model. The model takes into account various events that might take place while the options are valid, including various points in time at which the predetermined requirements for both performance and presence within the Company are tested. Based on this model, each stock option was worth €22.5 on the grant date. See also note 31 to the 2023 consolidated financial statements for a description of the valuation methodology.

This value takes into account the presence and demanding performance conditions that ensure alignment of the Executive Board's interests with the Company's objectives. This valuation does not reflect the blackout periods or other periods during which possession of inside information would prevent the beneficiaries from exercising their options and selling the corresponding shares. These factors would reduce the value of these options. In any event, this value is theoretical: the Company has paid no cash amount to the beneficiaries with regard to these shares.

The value of the stock options granted to Laurent Mignon and David Darmon in 2023 represents 28% of their fixed and maximum annual variable compensation and 30% of the total value of the options and performance shares granted to them in 2023.

A total of 34,672 stock options were granted in 2023 to the 10 non-corporate officer employees who received the highest number of stock options that year.

2. Options for which the performance conditions were met in 2023

The options of Plan W-13 granted on August 5, 2020 became exercisable on August 5, 2023. The performance condition, assessed over a 3-year period, has been met. It required that the ordinary dividend paid each year from 2021 must be greater than or equal to the ordinary dividend paid the previous year. Accordingly:

- the dividend paid in 2021 (€2.90) was higher than that paid in 2020 (€2.80);
- the dividend paid in 2022 (€3.00) was higher than that paid in 2021 (€2.90); and
- the dividend paid in 2023 (€3.20) was higher than that paid in 2022 (€3.00).

3. Options exercised in 2023

Table 5 under the Afep-Medef Code – Stock subscription or purchase options exercised in 2023

	Plan no. and date	Type of option (purchase or subscription)	Number of options exercised during the year	Exercise price
David Darmon	Plan W-6 July 1, 2013	Purchase	15,600	€82.90

These options were granted to David Darmon in his capacity as an employee, the grant having taken place prior to his appointment as Member of the Executive Board.

4. **Review of stock option grants**

Table 8 under the Afep-Medef Code – Review of stock subscription or purchase option grants

It should be noted that the plans with expired options have either been canceled or forfeited at the date of the Universal Registration Document and are not presented in the table below.

Situation as of Dec. 31, 2023	Plan 8	Plan 9	Plan 10	Plan 11	Plan 12	Plan 13	Plan 14	Plan 15	Plan 15A	Plan 16
Date of Shareholders' Meeting	06/05/15	06/01/16	05/18/17	05/17/18	05/16/19	07/02/20	06/29/21	06/16/22	06/16/22	06/15/23
Plans	W-8	W-9	W-10	W-11	W-12	W-13	W-14	W-15	W-15A	W-16
Grant date	07/15/15	07/07/16	07/07/17	07/06/18	07/08/19	08/05/20	07/30/21	08/02/22	12/06/22	07/31/23
Type of option	Purchase					Subscription				
Initial total number of shares that can be subscribed or purchased	268,314	68,814	235,895	152,744	145,944	270,342	131,795	72,573	37,085	129,901
of which:										
Laurent Mignon	-	-	-	-	-	-	-	-	37,085	35,403
David Darmon(1)	-	-	-	-	-	20,625	24,858	36,293	-	20,969
André François-Poncet	-	-	-	23,140	22,579	22,341	41,034	-	-	-
Bernard Gautier	34,500	-	33,968	33,784	32,965	-	-	-	-	-
Frédéric Lemoine	51,747	-	50,952	-	-	-	-	-	-	-
Start date for exercise of options	07/15/16	07/07/17	07/09/18	07/08/19	07/08/22	08/05/23	07/30/25	08/02/26	12/06/26	07/31/27
Option expiration date	07/15/25	07/06/26	07/06/27	07/05/28	07/08/29	08/02/30	07/29/31	08/01/32	12/05/32	07/30/33
Subscription or purchase price per share	€112.39	€94.38	€134.43	€120.61	€119.72	€82.05	€110.97	€84.27	€87.05	€92.39
Discount	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Performance conditions(2)	for all	for all	for all	for all	for all	for all	for all	for all	for all	for all
Aggregate number of shares subscribed or purchased	142,834	22,605	0	4,250	8,500	0	0	0	0	0
Aggregate number of canceled or expired options	16,005	5,565	144,279	26,002	32,965	6,761	32,816	508	0	0
Number of options remaining to be exercised(3)	**109,475**	**40,644**	**91,616**	**122,492**	**104,479**	**263,581**	**98,979**	**72,065**	**37,085**	**129,901**
Laurent Mignon	-	-	-	-	-	-	-	-	37,085	35,403
David Darmon(1)	-	-	-	-	-	20,625	24,858	36,293	-	20,969

(1) Prior to his appointment as Member of the Executive Board in September 2019, David Darmon was awarded stock purchase and subscription options in his capacity as an employee.
(2) The performance conditions applicable to executive corporate officers are described in the Registration Document or Universal Registration Document for the year during which the options were granted.
(3) Maximum number subject to fulfillment of performance conditions.

Over the last 5 years, employees of Wendel and its international offices have been granted options, regardless of the beneficiaries' gender, in the following proportions:

- 2023: 93% of workforce, including 57% of women, at the grant date;
- 2022: 88% of workforce, including 54% of women, at the grant date;
- 2021: 89% of workforce, including 53% of women, at the grant date;
- 2020: 80% of workforce, including 55% of women, at the grant date;
- 2019: 28% of workforce, including 26% of women, at the grant date (options granted only to Executive Board direct reports and top managers).

Table describing the performance conditions applicable to options not yet exercisable by corporate officers

	Plan 14	Plan 15	Plan 15A	Plan 16
OPTIONS NOT YET EXERCISABLE BY CORPORATE OFFICERS:				
Laurent Mignon	-	-	37,085	35,403
David Darmon	24,858	36,293	-	20,969
PERFORMANCE CONDITIONS:				
Start date for the exercise of stock options	07/30/2025	08/02/2026	12/06/2026	07/31/2027
Duration of condition	4 years			
Type of condition	If, at the end of the first year, all the companies controlled by Wendel have drawn up an analysis of their climate risk, the condition is met (25% of the allocation); if, at the end of the second year, at least half of the companies controlled by Wendel have defined and approved a corrective action plan to address the climate risks identified, the condition is met (25% of the allocation); if, at the end of the third year, all the companies controlled by Wendel have defined and approved a corrective action plan to address the climate risks identified, the condition is met (25% of the allocation); if, at the end of the fourth year, all the companies controlled by Wendel have implemented priority corrective actions as defined in their action plan and have presented the initial results of these corrective actions, the condition is met (25% of the allocation).	The options granted under the 2022 compensation policy will be exercisable if, over a period of 4 years, at least 90% of the members of the Wendel Coordination Committee have attended a yearly ESG training course.		The options granted under the 2023 compensation policy will be exercisable if, over a period of 4 years, at least 85% of Wendel employees have attended each year a training course on inclusion, to raise awareness on, and fight against, psycho-social risks.
Achievement of the condition	Achievement: Condition met for the first two tranches, i.e., 50% of the allocation (verified by the independent third party for the purposes of its report on the consolidated non-financial performance statement).	Achievement: Condition met for the first year of the plan, 100% of the members of the Wendel Coordination Committee have attended an ESG training course.		Achievement: not yet known.

Performance shares granted to executive corporate officers for 2023 or vested in 2023

1. Performance shares granted for 2023

In 2023, in accordance with the compensation policy in force, David Darmon and Laurent Mignon were granted performance shares. These performance shares, granted in July 2023, are shown in the table below.

The vesting of these performance shares is subject to the following conditions:

- presence condition of 4 years following their grant date, it being specified that, subject to the achievement of the performance conditions described below, 50% of the performance shares may vest in the event of departure at the end of a two-year period, 75% of the performance shares in the event of departure at the end of a three-year period and 100% of the performance shares in the event of departure at the end of a four-year period. However, in exceptional circumstances, the Supervisory Board may, on the recommendation of the Governance and Sustainability Committee, decide to maintain the vesting of the performance shares by waiving the applicable presence condition, in accordance with the compensation policy in force;
- 3 performance conditions, assessed over a 4-year period and respectively covering 25%, 50% and 25% of the allocation:
  - the first condition measures the absolute performance of Wendel's annualized TSR: if the TSR is greater than or equal to 9% per year, the condition is met at 100%; if the TSR is less than 5% per year, the condition is not met; between these two limits, vesting of the shares is calculated on a linear basis,
  - the second condition measures the relative performance of Wendel's TSR compared to that of the CACMid60 index: if Wendel's TSR is greater than or equal to the median TSR of the index plus 3%, the condition is met at 100%; if Wendel's TSR is equal to the median of the index's TSR, the condition is met at 50%; between these two limits, vesting of the shares is calculated on a linear basis; if Wendel's TSR is lower than the median of the index's TSR, the condition is not met,
  - the third condition is linked to dividend growth: the ordinary dividend paid (excluding any exceptional dividend) each year for 4 years must be greater than or equal to the dividend paid the previous year;
- a holding condition corresponding to at least 500 shares of the 2023 plan.

Table 6 under the Afep-Medef Code – Performance shares granted for 2023

	Plan no. and date	Number of performance shares granted during the year	% of corres-ponding capital(1)	Performance share valuation according to the method used for the consolidated financial statements	Vesting date	Availability date	Performance conditions
Laurent Mignon	Plan 15 07/31/2023	37,701	0.085%	€49.3	07/31/2027	07/31/2027	See above
David Darmon		22,330	0.050%				
TOTAL		**60,031**	**0.135%**				

(1) Share capital at the date of grant.

Performance shares were valued by an independent expert using a Monte Carlo mathematical pricing model. The model takes into account various events that might take place while the performance shares are valid, including various points in time at which the predetermined requirements for both performance and presence within the Company are tested. Based on this model, each performance share was worth €49.3 as of the grant date. See also note 31 to the 2023 consolidated financial statements for a description of the valuation methodology.

This value takes into account the presence and demanding performance conditions that ensure alignment of the Executive Board's interests with the Company's objectives. In any event, this value is theoretical: the Company has paid no cash amount to the beneficiaries with regard to these shares.

The value of the performance shares granted to Laurent Mignon and David Darmon in 2023 represents 66% of their fixed and maximum annual variable compensation, and 70% of the total value of the options and performance shares granted to them in 2023.

A total of 89,979 performance shares were granted in 2023 to the 10 non-corporate officer employees who received the highest number of shares that year.

2. Performance shares for which the performance conditions were met in 2023

Performance shares granted on July 8, 2019 (plan 11-2):

All the shares granted on July 8, 2019 under plan 11-2 vested on July 10, 2023. The performance condition, assessed over a 4-year period, has been met. It required that the ordinary dividend paid each year from 2020 must be greater than or equal to the ordinary dividend paid the previous year. Accordingly:

- the dividend paid in 2020 (€2.80) was equal to that paid in 2019 (€2.80);
- the dividend paid in 2021 (€2.90) was higher than that paid in 2020 (€2.80);
- the dividend paid in 2022 (€3.00) was higher than that paid in 2021 (€2.90); and
- the dividend paid in 2023 (€3.20) was higher than that paid in 2022 (€3.00).

Performance shares granted on August 5, 2020 (plan 12-1):

50.6% of the shares granted on August 5, 2020 under plan 12-1 vested on August 5, 2023. The vesting of these shares was subject to the absolute and relative performance trends of Wendel's TSR over 3 years. These conditions have been partially met, as outlined below:

- absolute TSR performance (1/3 of the allocation): with a performance of +10.6%, the condition is met (i.e., 33.3% of the allocated shares vested);
- relative performance of TSR compared to that of the SBF 120 (1/3 of the allocation): as Wendel's TSR is +35.3%, while the SBF 120's TSR is +65.3%, the condition is not met (i.e., none of allocated shares vested);
- performance of Wendel's TSR compared with the TSR of a basket of comparable listed investment and holding companies (1/3 of the allocation): with a +2.4% performance for the lowest decile and +23.0% for the highest decile, Wendel's TSR performance is +10.6%; accordingly, the condition is partially met (i.e., 17.3% of the allocated shares vested).

3. Performance shares that became available in 2023

Table 7 under the Afep-Medef Code – Performance shares that became available in 2023

	Plan no. and date	Number of shares that became available during the year
David Darmon	Plan 11-2 of July 8, 2019	5,000[(1)]
	Plan 12-1 of August 5, 2020	3,479[(2)]

(1) These performance shares were granted to David Darmon in his capacity as an employee, the grant having taken place prior to his appointment as Member of the Executive Board.
(2) In accordance with the plan, 500 shares are subject to a holding obligation until the end of his term of office.

4. Review of performance share grants

Table 9 under the Afep-Medef Code – Review of performance share grants to date

At the date of the Universal Registration Document, it should be noted that old plans under which no further shares will vest are not presented in the table below.

Situation as of Dec. 31, 2023	Plan 12-2	Plan 13-1	Plan 13-2	Plan 14-1	Plan 14-2	Plan 14-1A	Plan 15
Date of Shareholders' Meeting	07/02/20	06/29/21		06/16/22			06/15/23
No. of authorized shares (as % of capital)	0.5%	1%		1%			1%
Share grants (as % of capital)	0.123%	0.163%	0.104%	0.138%	0.314%	0.043%	0.573%
Grant date	08/05/20	07/30/21		08/02/22		12/06/22	07/31/23
Number of performance shares granted	**55,036**	**73,021**	**46,411**	**61,160**	**139,382**	**19,095**	**254,303**
of which, shares granted to corporate officers:							
Laurent Mignon	-	-	-	-	-	19,095	37,701
David Darmon[(1)]	-	14,188	-	17,282	-	-	22,330
André François-Poncet	-	23,421	-	-	-	-	-
Shares to be issued/existing shares	existing						
Vesting date / End of holding period	08/05/24	07/30/25		08/02/26	08/02/24	12/06/26	07/31/27
Performance conditions[(2)]	yes						
Share value at grant date	€82.05	€110.97		€84.27		€87.05	€92.39
Share value at vesting date	-	-	-	-	-	-	-
Number of shares vested	0	0	0	0	0	0	0
Aggregate number of canceled or expired shares	12,387	17,929	5,091	1,324	489	0	0
Number of shares not yet vested[(3)]	**42,649**	**55,092**	**41,320**	**59,836**	**138,893**	**19,095**	**254,303**
Remaining shares not yet vested for corporate officers[(3)]:							
Laurent Mignon	-	-	-	-	-	19,095	37,701
David Darmon[(1)]	-	14,188	-	17,282	-	-	22,330

(1) Prior to his appointment as Member of the Executive Board in September 2019, David Darmon was awarded stock purchase and subscription options in his capacity as an employee.
(2) The performance conditions applicable to corporate officers are described in the Registration Document or Universal Registration Document for the year during which the performance shares were granted.
(3) Maximum number subject to fulfillment of performance conditions.

Over the last 5 years, employees of Wendel and its international offices have been granted free shares, regardless of the beneficiaries' gender, in the following proportions:

- 2023: 93% of workforce, including 57% women, at the grant date;
- 2022: 88% of workforce, including 54% women, at the grant date;
- 2021: 89% of workforce, including 53% women, at the grant date;
- 2020: 80% of workforce, including 55% women, at the grant date;
- 2019: 88% of workforce, including 51% women, at the grant date.

Table describing the performance conditions applicable to performance shares not yet vested for corporate officers

	Plan 13-1	Plan 14-1	Plan 14-1A	Plan 15
SHARES NOT YET VESTED FOR CORPORATE OFFICERS:				
Laurent Mignon	-	-	19,095	37,701
David Darmon	14,188	17,282	-	22,330
PERFORMANCE CONDITIONS:				
Share vesting date	07/30/2025	08/02/2026	12/06/2026	07/31/2027
Duration of condition	4 years			
Type of condition	The following three conditions apply respectively to 25%, 50% and 25% of the total number of shares granted under the plan: 1. absolute performance of Wendel's annualized TSR: if the TSR is greater than or equal to 9% per year, the condition is met at 100%; if the TSR is less than 5% per year, the condition is not met; between these two limits, vesting of the shares is calculated on a linear basis; 2. relative performance of Wendel's TSR compared to that of the CACMid60 index: if Wendel's TSR is greater than or equal to the median TSR of the index plus 3%, the condition is met at 100%; if Wendel's TSR is equal to the median of the index's TSR, the condition is met at 50%; between these two limits, vesting of the shares is calculated on a linear basis; if Wendel's TSR is lower than the median of the index's TSR, the condition is not met; 3. dividend growth: the ordinary dividend paid (excluding any exceptional dividends) each year for 4 years must be greater than or equal to the dividend paid the previous year.			
Achievement of the condition	Not yet known.			

Multi-year variable compensation

Table 10 under the Afep-Medef Code – Summary table of the multi-year variable compensation of each executive corporate officer

Corporate officers do not receive any multi-year variable compensation. As a result, Table 10 of the Afep-Medef Code is not applicable.

Executive corporate officers' situation with respect to Afep-Medef recommendations

The situation of executive corporate officers complies in every respect with Afep-Medef recommendations.

Table 11 under the Afep-Medef Code

	Employment contract		Supplementary pension plan		Payments or benefits due or likely to be due upon departure or a change in responsibility		Non-compete clause payments	
Executive corporate officers	Yes	No	Yes	No	Yes	No	Yes	No
Laurent Mignon Chairman of the Executive Board (December 2, 2022 – April 6, 2025)		X		X	X			X
David Darmon Member of the Executive Board and CEO (September 9, 2019 – April 6, 2025)	X			X	X			X

Employment contract

For David Darmon's employment contract, see section 2.2.1.2 – Compensation policy for members of the Executive Board.

Termination benefits

See sections 2.2.1.2 – Compensation policy for members of the Executive Board and 2.2.2.4 – Termination benefits.

Compensation received by the members of the Supervisory Board

The annual compensation of the members of the Supervisory Board amounts to a maximum of €900,000, including a variable preponderant portion based on attendance. For 2023, the amount of compensation was as follows:

	Maximum annual compensation	Variable portion (55%)	Fixed portion (45%)
Chairman of the Supervisory Board	€100,000	€55,000	€45,000
Member of the Supervisory Board	€50,000	€27,500	€22,500
Chair of a Committee[1]	€50,000	€27,500	€22,500
Member of a Committee[1]	€20,000	€11,000	€9,000

(1) Amount in addition to the compensation as a member of the Board.

In addition, the Chairman of the Supervisory Board and the Lead Member of the Supervisory Board receive specific compensation related to their functions:

- €250,000 for the Chairman of the Supervisory Board; and
- €25,000 for the Lead Member of the Supervisory Board.

Members of the Board may be reimbursed for their travel expenses. The expense reimbursement policy for Supervisory Board members was approved by the Supervisory Board, on the recommendation of the Governance and Sustainability Committee.

The compensation received by the non-executive corporate officers in relation to their positions at Wendel and all companies in the Group are presented in the following table.

Table 3 under the Afep-Medef Code

The amounts awarded correspond to the amounts paid, as there is no time lag between the granting and payment of compensation to Supervisory Board members.

Non-executive corporate officers	Amounts paid in 2023	Amounts paid in 2022
NICOLAS VER HULST – CHAIRMAN		
Compensation for term of office	100,000	100,000
Compensation as Chairman of the Supervisory Board	250,000	250,000
Compensation for Wendel-Participations term of office	10,000	10,000
Total	**360,000**	**360,000**
FRANCA BERTAGNIN BENETTON		
Compensation for term of office	70,000	69,200
BÉNÉDICTE COSTE		
Compensation for term of office	70,000	70,900
Compensation for Wendel-Participations term of office	10,000	10,000
Total	**80,000**	**80,900**
FABIENNE LECORVAISIER		
Compensation for term of office	27,417	-
HARPER MATES[1]		
Compensation for term of office	-	-
FRANÇOIS DE MITRY		
Compensation for term of office	65,417	70,900
Compensation for Wendel-Participations term of office	10,000	10,000
Total	**75,417**	**80,900**

Non-executive corporate officers	Amounts paid in 2023	Amounts paid in 2022
PRISCILLA DE MOUSTIER		
Compensation for term of office	70,000	70,900
Compensation for Wendel-Participations term of office	10,000	10,000
Compensation as Chairwoman and CEO of Wendel-Participations	30,000	30,000
Total	**110,000**	**110,900**
GERVAIS PELLISSIER		
Compensation for term of office	120,000	93,600
Compensation as Lead Member of the Supervisory Board	25,000	25,000
Total	**145,000**	**118,600**
GUYLAINE SAUCIER (until June 16, 2022)		**-**
Compensation for term of office	-	62,400
JACQUELINE TAMMENOMS BAKKER (until June 15, 2023)		
Compensation for term of office	61,429	119,700
SOPHIE TOMASI(1)		
Compensation for term of office	-	-
WILLIAM TORCHIANA		
Compensation for term of office	98,229	44,700
THOMAS DE VILLENEUVE		
Compensation for term of office	70,000	70,900
Compensation for Wendel-Participations term of office	10,000	10,000
Total	**80,000**	**80,900**
HUMBERT DE WENDEL		
Compensation for term of office	70,000	70,900
Compensation for Wendel-Participations term of office	10,000	10,000
Total	**80,000**	**80,900**
TOTAL	**1,187,490**	**1,209,100**
Of which total compensation paid by Wendel	1,097,490	1,119,100

(1) As members of the Board representing employees, Harper Mates and Sophie Tomasi do not receive compensation for their duties as members of the Supervisory Board and the table above does not include the compensation paid to them by the Company under their employment contract.

2.2.2.3 Clawback clause

Neither the compensation policy for Executive Board members nor the policy for Supervisory Board members provide for the possibility, in some cases, of claiming the repayment of variable compensation (clawback clauses).

2.2.2.4 Termination benefits

The conditions for the termination benefits that may be paid to Laurent Mignon and David Darmon are described in section 2.2.1.2 – Compensation policy for members of the Executive Board.

2.2.2.5 Compensation paid or awarded by a company in the scope of consolidation

The compensation paid or granted by the companies included in the scope of consolidation is presented in the following tables:

- for Executive Board members: Tables 1 and 2 under the Afep-Medef Code; and
- for Supervisory Board members: Table 3 under the Afep-Medef Code.

This pertains solely to compensation granted or paid for corporate offices held in companies included in the Company's scope of consolidation.

2.2.2.6 Table monitoring changes in Wendel's compensation ratios and performance

In accordance with Article L. 22-10-9 I, paragraphs 6 and 7 of the French Commercial Code, the following are presented for the Chairman of the Executive Board, the Member of the Executive Board and the Chairman of the Supervisory Board:

- the ratios between the level of compensation of each of these corporate officers and, on the one hand, the average compensation on a full-time equivalent basis for the Company's employees (excluding said corporate officers), and on the other hand, the median compensation on a full-time equivalent basis for Company's employees (excluding said corporate officers); and
- the annual change in the compensation of each of these corporate officers, the average compensation on a full-time equivalent basis for the Company's employees (excluding said corporate officers) above-mentioned ratios, and the Company's performance over the last five fiscal years.

The amounts indicated were calculated according to the methodology set out below. For this purpose, the Company referred to the guidelines published by Afep as updated in February 2021. In particular, the table monitoring such changes is in line with the table proposed by Afep.

Methodology

Numerator (corporate officers) and denominator (employees)	Description
Compensation and benefits in kind paid or granted in 2023	■ Fixed compensation paid in 2023 ■ Variable compensation paid in 2023 for 2022 ■ Exceptional compensation paid in 2023 ■ Stock subscription or purchase options granted in 2023[1] ■ Performance shares granted in 2023[1] ■ Employee savings (profit-sharing, PEG and PERECOL contributions) paid in 2023 ■ Benefits in kind paid in 2023 ■ For the Chairman of the Supervisory Board (numerator): fixed and variable compensation for his term of office at Wendel

(1) *The options and performance shares were valued by an independent expert at the date of their grant using a Monte Carlo mathematical pricing model.*

In accordance with Afep guidelines, non-recurring compensation items were excluded from calculations to avoid distorting the ratios' comparability. The following items are excluded: benefits for taking up a position, termination benefits, non-compete payments and supplementary pension plans.

The scope taken into account for employees is 100% of the Wendel SE workforce in France (i.e., 61 people), subject to the methods detailed below. This approach was deemed most appropriate given that Wendel is an investment company, which acquires, holds and resells operating subsidiaries with diversified and unrelated activities, but does not constitute a centralized industrial or services Group.

Any employee who joined or left during the year was excluded from the calculations, except in the event of a seamless replacement, where the compensation of the departing employee and the replacement for their respective period of work was taken into account and counted as a single position.

For the Chairman of the Executive Board, the Member of the Executive Board and the Chairman of the Supervisory Board:

- in the event of termination of office during the year, the ratio was calculated by taking into account the aggregate compensation paid to the departing and incoming corporate officers, *pro rata* to the respective length of their terms of office (ratio expressed according to position and not individually);
- for the Chairman of the Executive Board and the Member of the Executive Board, the amount of compensation indicated below corresponds to the sum of (i) the total "amounts paid" for the last fiscal year presented in Table 2 under the Afep-Medef Code (net of non-recurring items, and (ii) the valuation of the options and performance shares indicated in Table 1 under the Afep-Medef Code; and
- for the Chairman of the Supervisory Board, the amount of compensation indicated below corresponds to the sum of the compensation paid by Wendel, indicated in Table 3 under the Afep-Medef Code.

Table for monitoring changes in Wendel's compensation ratios and performance

	2019	2020	2021	2022	2023
COMPENSATION AND RATIOS					
Average compensation of employees (excluding corporate officers)	290,463	321,984	307,655	385,011	306,117
Change vs previous year	*+18.5%*	*+10.9%*	*-4.5%*	*+25.1%*	*-20.5%*
Median compensation of employees (excluding corporate officers)	145,150	131,070	124,795	153,937	138,545
Change vs previous year	*+19.0%*	*-9.7%*	*-4.8%*	*+23.4%*	*-10.0%*
Chairman of the Executive Board (A)					
Compensation of the Chairman of the Executive Board	5,597,164	4,398,118	4,678,781	4,393,573	5,401,460
Change vs previous year	*+18.3%*	*-21.4%*	*+6.4%*	*- 6.1%*	*+22.9%*
Compared to average employee compensation	19.27	13.66	15.21	11.41	17.65
Change vs previous year	*-0.2%*	*-29.1%*	*+11.3%*	*-25.0%*	*+54.7%*
Compared to median employee compensation	38.56	33.56	37.49	28.54	38.99
Change vs previous year	*-0.6%*	*-13.0%*	*+11.7%*	*-23.9%*	*+36.6%*
Member of the Executive Board (B)					
Compensation of the Member of the Executive Board	3,337,411	1,487,176	2,794,008	3,226,962	3,250,058
Change vs previous year	*+15.3%*	*-55.4%*	*+87.9%*	*+15.5%*	*+0.7%*
Compared to average employee compensation	11.49	4.62	9.08	8.38	10.62
Change vs previous year	*-2.7%*	*-59.8%*	*+96.5%*	*-7.7%*	*+26.7%*
Compared to median employee compensation	22.99	11.35	22.39	20.96	23.46
Change vs previous year	*-3.1%*	*-50.6%*	*+97.3%*	*-6.4%*	*+11.9%*
Chairman of the Supervisory Board (C)					
Compensation as Chairman of the Supervisory Board	350,000	343,750	350,000	350,000	350,000
Change vs previous year	*+23.7%*	*-1.8%*	*+1.8%*	*=*	*=*
Compared to average employee compensation	1.20	1.07	1.17	0.91	1.14
Change vs previous year	*+7.1%*	*-10.8%*	*+9.3%*	*-22.2%*	*+25.3%*
Compared to median employee compensation	2.41	2.62	2.88	2.27	2.53
Change vs previous year	*+6.6%*	*+8.7%*	*+9.9%*	*-21.2%*	*+11.5%*
PERFORMANCE					
NAV per share as of December 31 (D)	**166.3**	**159.1**	**188.1**	**167.9**	**160.2**
Change vs previous year	*+12.8%*	*-4.3%*	*+18.2%*	*-10.7%*	*-4.6%*

(A) Chairman of the Executive Board during the period: Frédéric Lemoine (April 2009 – Dec. 2017), André François-Poncet (Jan. 2018 – Dec. 2022), Laurent Mignon (since Dec. 2022).
(B) Member of the Executive Board during the period: Bernard Gautier (May 2005 – Sept. 2019), David Darmon (since Sept. 2019).
(C) Chairman of the Supervisory Board during the period: Nicolas ver Hulst (since May 2018).
(D) Change in scope: NAV as of December 31 is based on the following investments:
- *December 31, 2019: Bureau Veritas, Cromology, Stahl, IHS, Constantia Flexibles, Allied Universal, Tsebo;*
- *December 31, 2020: Bureau Veritas, Cromology, Stahl, IHS, Constantia Flexibles, CPI;*
- *December 31, 2021: Bureau Veritas, Cromology, Stahl, IHS, Constantia Flexibles, CPI, Tarkett, indirect investments and debts;*
- *December 31, 2022: Bureau Veritas, Stahl, IHS, Constantia Flexibles, CPI, Tarkett, ACAMS, Wendel Growth, other assets and debts;*
- *December 31, 2023: Bureau Veritas, IHS, Tarkett, investments in unlisted assets (Stahl, Constantia Flexibles, CPI, ACAMS, Scalian and Wendel Growth), other assets and liabilities, and financial assets.*

Comments

The table below is accompanied by the following comments about:

- employees: due to the recruitment of several junior profiles, the employee count used for data calculation in 2023 is higher than that of 2022, which has resulted in a decrease in the compensation amounts reported for 2023;
- Chairman of the Executive Board: the increase in compensation in 2023 is primarily due to the impact of the managerial transition of 2022 on the allocation of stock options and performance shares. The outgoing Chairman did not receive any stock options or performance shares in 2022, whereas the new Chairman benefited from a partial allocation on his arrival (the amount of which was adjusted based on his presence in the first year of the 2022 plan, i.e., from December 2, 2022 to August 1, 2023);
- the Member of the Executive Board and the Chairman of the Supervisory Board: their respective compensation remains consistent with 2022. However, the ratios appear to have increased due to the decrease in the overall average and median employee compensation in 2023.

2.2.3 Breakdown of compensation paid in or awarded for 2023 to Executive Board members and to the Chairman of the Supervisory Board, subject to the shareholders' vote

In accordance with Article L. 22-10-34, II of the French Commercial Code, the following items of the compensation paid or granted, if applicable, to Executive Board members and to the Chairman of the Supervisory Board for 2023 must be submitted to the shareholders' vote:

- fixed compensation;
- variable compensation for the year, including any multi-year variable portion, together with the objectives contributing to the determination of said variable compensation;
- exceptional compensation;
- stock options, performance shares, and any other form of long-term compensation;
- benefits for taking up a position and termination benefits;
- supplementary pension plans; and
- benefits in kind.

It is proposed that the Shareholders' Meeting of May 16, 2024 vote on the items of compensation paid in or awarded for 2023 to Laurent Mignon, David Darmon, André François-Poncet and Nicolas ver Hulst in respect of their terms of office. This will be covered in the 9th, 10th, 11th and 12th resolutions of the Shareholders' Meeting (see section 9.5 – Draft resolutions).

Breakdown of compensation paid in or awarded for 2023 to Laurent Mignon, Chairman of the Executive Board, subject to the shareholders' vote

9th resolution

Form of compensation	Amounts	Comments
Gross fixed compensation	€1,300,000 (awarded/paid)	Fixed compensation awarded for 2023: The fixed compensation in an amount of €1,300,000 was approved by the Supervisory Board on September 16, 2022 and has remained unchanged since that date. A portion of this amount (€39,849) is paid as compensation for corporate offices held in companies included in the Company's scope of consolidation.
Gross annual variable compensation	€1,355,900 (awarded)	Annual variable compensation awarded for 2023: If all the financial (65%) and non-financial (35%) objectives were achieved, the variable compensation could have amounted to up to 115% of the fixed compensation. The financial objectives were as follows: performance of Bureau Veritas, performance of 4 other companies in the portfolio, maintaining of Wendel's Investment Grade rating. The non-financial objective was based on different criteria: ■ a criterion aimed at defining a new strategic plan and implementing value-creating initiatives (including implementing an active portfolio management and investment policy, optimizing Wendel's financial flexibility, active involvement with the Bureau Veritas management team to accelerate value creation, and ambition to develop a third-party asset management business); ■ a human resources criterion aimed at aligning the Paris and New York investment teams with the new strategic directions; ■ ESG criteria, including a Climate criterion aimed at developing a methodology for climate objectives that is consistent with the best international standards in this area and compatible with Wendel's business, and a Risk Management criterion aimed at improving cybersecurity at Wendel and its portfolio companies. For detailed information on the achievement of these various objectives, see section 2.2.2.2 – Total compensation and benefits in kind, paragraph "Summary of the compensation of each executive corporate officer" of the 2023 Universal Registration Document. On February 28, 2024, on the recommendation of the Governance and Sustainability Committee, the Supervisory Board set Laurent Mignon's variable compensation at 90.7% of his maximum variable compensation, i.e., €1,355,900. The amount of the variable compensation represents 104.3% of his gross fixed compensation awarded for 2023. The payment of Laurent Mignon's variable compensation is subject to the approval of the Shareholders' Meeting.
	€115,818 (paid)	Annual variable compensation paid in 2023: The gross annual variable compensation granted for 2022 was paid in 2023 following the approval of the Shareholders' Meeting of June 15, 2023 (13th resolution), based on an achievement rate of the objectives set at 97.4% of his maximum variable compensation by the Supervisory Board meeting of March 16, 2023, and *pro rata* to the time served as Chairman of the Executive Board, from December 2, to December 31, 2022.

Form of compensation	Amounts	Comments
Performance shares	37,701 performance shares valued at their grant date at €1,858,659*	In accordance with the authorization of the Shareholders' Meeting of June 15, 2023, performance shares were granted to Laurent Mignon. The vesting of these shares is subject to performance conditions, assessed over a period of 4 years and covering respectively 25%, 50% and 25% of the allocation: ■ the first condition measures the absolute performance of Wendel's annualized TSR: if the TSR is greater than or equal to 9% per year, the condition is met at 100%; if the TSR is less than 5% per year, the condition is not met; between these two limits, vesting of the shares is calculated on a linear basis, ■ the second condition measures the relative performance of Wendel's TSR compared to that of the CACMid60 index: if Wendel's TSR is greater than or equal to the median TSR of the index plus 3%, the condition is met at 100%; if Wendel's TSR is equal to the median of the index's TSR, the condition is met at 50%; between these two limits, vesting of the shares is calculated on a linear basis; if Wendel's TSR is lower than the median of the index's TSR, the condition is not met, ■ the third condition is linked to dividend growth: the ordinary dividend paid (excluding any exceptional dividend) each year for 4 years must be greater than or equal to the dividend paid the previous year. * The performance shares were valued by an independent expert at €49.3 (unit value) on their grant date, it being specified that this is a theoretical valuation that may be different from the amounts that will (or not) be actually received depending on the achievement (or not) of the conditions attached to these performance shares.
Stock options (subscription and/or purchase)	35,403 stock subscription options valued at their grant date at €796,568*	In accordance with the authorization of the Shareholders' Meeting of June 15, 2023, stock subscription options were granted to Laurent Mignon. The exercisability of these options is subject to the following performance condition: the options will be exercisable if, over a period of 4 years, at least 85% of Wendel employees have attended each year a training course on inclusion, to raise awareness on, and fight against, psycho-social risks. * The stock options were valued by an independent expert at €22.5 (unit value) at their grant date, it being specified that this is a theoretical valuation that may be different from the amounts that will (or not) be actually received depending on the achievement (or not) of the conditions attached to these performance shares.
Other compensation	-	None.
Benefits in kind	€14,135 (awarded/paid)	Laurent Mignon benefited from unemployment insurance taken out with the GSC (coverage for company executives). The amount for 2023 was €14,135.
Termination benefits	-	None owed or paid. The compensation policy applicable to Laurent Mignon provides for the following commitments in the event of forced departure: ■ payment equal to (i) the sum of his fixed monthly compensation at the time of departure and 1/12th of his variable compensation actually paid for the last fiscal year preceding his departure, (ii) multiplied by the number of months Laurent Mignon served as Chairman of the Executive Board, without this payment exceeding 18 months of this fixed and variable compensation; ■ subject to (i) the absence of "situation of failure" and (ii) two performance conditions: Laurent Mignon must have received, for the last two fiscal years preceding his departure, variable compensation equal to at least 70% of his maximum variable compensation; and the amount of the last known ordinary dividend on the date of departure must be greater than or equal to the dividend for the previous year.

Laurent Mignon did not receive any of the following benefits: multi-year variable compensation, exceptional compensation, non-compete clause payment, or supplementary pension plan.

Breakdown of compensation paid in or awarded for 2023 to David Darmon, Member of the Executive Board and CEO, subject to the shareholders' vote

10th resolution

Form of compensation	Amounts	Comments
Gross fixed compensation	€770,000 (awarded/paid)	Fixed compensation awarded for 2023: The fixed compensation was approved by the Supervisory Board on March 17, 2021, amounting to €770,000, effective from April 1, 2021 and has remained unchanged since that date.
Gross annual variable compensation	€803,110 (awarded)	Annual variable compensation awarded for 2023: If all the financial (65%) and non-financial (35%) objectives were achieved, the variable compensation could have amounted to up to 115% of the fixed compensation. The financial objectives were as follows: performance of Bureau Veritas, performance of 4 other companies in the portfolio, maintaining of Wendel's Investment Grade rating. The non-financial objective was based on different criteria: ■ a criterion aimed at defining a new strategic plan and implementing value-creating initiatives (including implementing an active portfolio management and investment policy, optimizing Wendel's financial flexibility, active involvement with the Bureau Veritas management team to accelerate value creation, and ambition to develop a third-party asset management business); ■ a human resources criterion aimed at aligning the Paris and New York investment teams with the new strategic directions; ■ ESG criteria, including a Climate criterion aimed at developing a methodology for climate objectives that is consistent with the best international standards in this area and compatible with Wendel's business, and a Risk Management criterion aimed at improving cybersecurity at Wendel and its portfolio companies. For detailed information on the achievement of these various objectives, see section 2.2.2.2 – Total compensation and benefits in kind, paragraph "Summary of the compensation of each executive corporate officer" of the 2023 Universal Registration Document. On February 28, 2024, on the recommendation of the Governance and Sustainability Committee, the Supervisory Board set David Darmon's variable compensation at 90.7% of his maximum variable compensation, i.e., €803,110. The amount of the variable compensation represents 104.3% of his gross fixed compensation awarded for 2023. The payment of David Darmon's variable compensation is subject to the approval of the Shareholders' Meeting.
	€862,400 (paid)	Annual variable compensation paid in 2023: The gross annual variable compensation granted for 2022 was paid in 2023 following the approval of the Shareholders' Meeting of June 15, 2023 (14th resolution), based on an achievement rate of the objectives set at 97.4% of his maximum variable compensation by the Supervisory Board meeting of March 16, 2023.
Performance shares	22,330 performance shares valued at their grant date at €1,100,869*	In accordance with the authorization of the Shareholders' Meeting of June 15, 2023, performance shares were granted to David Darmon. The vesting of these shares is subject to performance conditions, assessed over a period of 4 years and covering respectively 25%, 50% and 25% of the allocation: ■ the first condition measures the absolute performance of Wendel's annualized TSR: if the TSR is greater than or equal to 9% per year, the condition is met at 100%; if the TSR is less than 5% per year, the condition is not met; between these two limits, vesting of the shares is calculated on a linear basis; ■ the second condition measures the relative performance of Wendel's TSR compared to that of the CACMid60 index: if Wendel's TSR is greater than or equal to the median TSR of the index plus 3%, the condition is met at 100%; if Wendel's TSR is equal to the median of the index's TSR, the condition is met at 50%; between these two limits, vesting of the shares is calculated on a linear basis; if Wendel's TSR is lower than the median of the index's TSR, the condition is not met; ■ the third condition is linked to dividend growth: the ordinary dividend paid (excluding any exceptional dividend) each year for 4 years must be greater than or equal to the dividend paid the previous year. * The performance shares were valued by an independent expert at €49.3 (unit value) on their grant date, it being specified that this is a theoretical valuation that may be different from the amounts that will (or not) be actually received depending on the achievement (or not) of the conditions attached to these performance shares.

Form of compensation	Amounts	Comments
Stock options (subscription and/or purchase)	20,969 stock subscription options valued at their grant date at €471,803*	In accordance with the authorization of the Shareholders' Meeting of June 15, 2023, stock subscription options were granted to David Darmon. The exercisability of these options is subject to the following performance condition: the options will be exercisable if, over a period of 4 years, at least 85% of Wendel employees have attended each year a training course on inclusion, to raise awareness on, and fight against, psycho-social risks. * The stock options were valued by an independent expert at €22.5 (unit value) at their grant date, it being specified that this is a theoretical valuation that may be different from the amounts that will (or not) be actually received depending on the achievement (or not) of the conditions attached to these performance shares.
Other compensation	- (awarded)	Other compensation awarded for 2023: None.
	€30,852 (paid)	Other compensation paid for 2023: This amount corresponds to the gross profit share received for 2022.
Benefits in kind	€14,135 (awarded/paid)	David Darmon benefited from unemployment insurance taken out with the GSC (coverage for company executives). The amount for 2023 was €14,135.
Termination benefits	-	None owed or paid. The compensation policy applicable to David Darmon includes the following commitments: ■ termination benefits equal to 18 months of David Darmon's average monthly fixed compensation at the time of departure; ■ subject to two cumulative performance conditions: David Darmon must have received, for the last two fiscal years preceding his departure, variable compensation equal to at least 70% of his maximum variable compensation; and the amount of the last known ordinary dividend on the date of departure must be greater than or equal to the dividend for the previous year. Since David Darmon's employment contract governed by French law was suspended during his term of office, said contract will take effect again at the end of his term of office and may entitle him, if applicable, to statutory and contractual termination benefits. These benefits, together with those due in respect of the term of office, are capped at 18 months' average monthly compensation determined as follows: the sum of (i) his average monthly fixed compensation at the time of his departure, and (ii) 1/12th of his variable compensation actually paid in respect of the last fiscal year preceding his departure.

David Darmon did not receive any of the following benefits: multi-year variable compensation, exceptional compensation, non-compete clause payment, or supplementary pension plan.

Breakdown of compensation paid in or awarded for 2023 to André François-Poncet, Chairman of the Executive Board until December 1, 2022, subject to the shareholders' vote

11th resolution

Form of compensation	Amounts	Comments
Gross fixed compensation	-	None.
Gross annual variable compensation	-	None.
	€1,288,000 (paid)	Annual variable compensation paid in 2023: The gross annual variable compensation granted for 2022 was paid in 2023 following the approval of the Shareholders' Meeting of June 15, 2023 (12th resolution), based on an achievement rate of the objectives set at 97.4% of his maximum variable compensation by the Supervisory Board meeting of March 16, 2023.
Performance shares	-	None.
Stock options (subscription and/or purchase)	-	None.
Other compensation	- (awarded)	Other compensation awarded for 2023: None.
	€28,281 (paid)	Other compensation paid for 2023: This amount corresponds to the gross profit share received for 2022.
Benefits in kind	-	None.
Termination benefits	-	None.

Breakdown of compensation paid in or awarded for 2023 to Nicolas ver Hulst, Chairman of the Supervisory Board, subject to the shareholders' vote

12th resolution

Form of compensation	Amounts	Comments
Gross fixed compensation	€250,000 (awarded/paid)	The Chairman of the Supervisory Board has received yearly compensation of €250,000 since 2018.
Compensation related to meetings	€100,000 (awarded/paid)	In accordance with the compensation policy for the members of the Supervisory Board approved by the Shareholders' Meeting of June 15, 2023, this amount corresponds to the sum of the fixed portion of €55,000 and the variable portion of €45,000. Nicolas ver Hulst attended all 9 Supervisory Board meetings held in 2023.

Nicolas ver Hulst did not receive any of the following benefits: variable compensation, multi-year variable compensation, exceptional compensation, stock options, performance shares, benefits in kind, termination benefits, non-compete clause payment, or supplementary pension plan.

3 RISK FACTORS

3.1 Risk factors

Wendel regularly evaluates its own risk factors and those of its consolidated subsidiaries, operating subsidiaries, and holding companies. The risk management process is described below in section 3.3 – Risk management and internal control systems.

The risk factors presented in this section are those that are specific to the Company and/or its marketable securities which could have a material net effect on the business operations, financial position or future performance of the Company or of the companies that were fully consolidated during the fiscal year ended and as of the date of this Universal Registration Document.

This section is not intended to provide a full list of all of the Group's risk factors. In particular, other risks that Wendel does not consider specific to its activities in that, to varying degrees, they are also relevant to other issuers irrespective of the business, could have an equally negative impact on Wendel or its activities, its financial position, earnings or outlook.

As a long-term investor, Wendel is also vigilant with regard to the occurrence of emerging risks which, without constituting specific risks at this stage, are the subject of particular attention. Accordingly, the climate risk (i.e., the impact that global warming could have on its business or that of its portfolio companies) has, since 2021, been taken into account via a specific impact audit, which led to the implementation of the necessary resilience and adaptation plans in 2022 and 2023. These long-term trends include the transformation of working methods with remote working becoming the norm. The impact of this transformation is likely to pose new risks in terms of both IT security and attractiveness and talent retention, mental health and well-being at work, issues for which risk mitigation actions have been undertaken.

Other risks, of which the Company is unaware as of the date of this Universal Registration Document, may also exist or arise.

Where possible, Wendel has also endeavored to describe the impacts on its portfolio companies, in section 1.4 – Principal investments.

Risk factors fall into four categories:

- risks relating to Wendel's operations and business;
- financial risks;
- external risks;
- risks related to governance.

Risks are ranked within their respective categories by reverse order of importance according to their likelihood of occurrence and estimated impact and having factored in mitigation measures.

The summary table below is intended to present an overview of these risks according to their net impact, based on whether they are considered by Wendel to be high, medium or low risk (decreasing order).

Risk category	Risk factors	Impact
3.1.1 Operational and business risks	3.1.1.1 Risks related to geographical exposure and asset concentration	High
	3.1.1.2 Risks related to the robustness of portfolio companies' business models	High
	3.1.1.3 Risks related to due diligence on contemplated investments and divestments	Medium
	3.1.1.4 Risks related to valuing portfolio companies	Medium
3.1.2 Financial risks	3.1.2.1 Risks related to equity market fluctuations	High
3.1.3 External risks	3.1.3.1 Risks related to geopolitical tensions	Medium
3.1.4 Risks related to governance	3.1.4.1 Risks related to the presence of a majority shareholder	Low

In addition, risks specific to portfolio companies are presented in section 3.1.5 for each of the fully consolidated companies. Risk factors related to Bureau Veritas are presented in more detail in its own Universal Registration Document. Please also refer to the financial communications specific to the other listed companies in the portfolio (IHS, Tarkett) for their risk factors.

3.1.1 Operational and business risks

3.1.1.1 Risks related to geographical exposure and asset concentration

Presentation of risk

A high level of concentration in specific regions and sectors can give rise to significant economic risks for the portfolio in the event of a downturn in those regions or sectors. Wendel aims to diversify the geographical exposure of its assets.

By increasing the regional diversification of its assets, the Wendel Group is exposed to currency risk and to certain specific country risks, such as in Nigeria or China.

Wendel deems its investment in Bureau Veritas to be a high-quality asset. This holding accounted for 37.5% of the Company's gross asset value at December 31, 2023. Any significant decrease in Bureau Veritas' share price would have a considerable impact on Wendel's Net Asset Value (NAV).

IHS operates in different African countries and especially in Nigeria (where the majority of its towers are located) and, since 2020, in the Middle East and South America. As such, its development could be negatively impacted by legal, regulatory, political, financial or fiscal factors specific to these regions and which could be beyond its control. The Company is also significantly exposed to a single customer. Despite being a subsidiary of a significant shareholder, some of its decisions could have an adverse effect on IHS activities.

The activities of Wendel's portfolio companies in Ukraine or Russia, albeit limited, could be disrupted given the ongoing conflict and its (direct or indirect) consequences.

Risk management

The Wendel Group seeks to reduce the sensitivity to these risks by diversifying its assets, in terms of both sector and region. Divestments made over the last few years to rationalize Wendel's portfolio by reducing the number of investments (such as the latest sale of Constantia Flexibles announced in 2023 and closed in early 2024), mechanically strengthened the concentration of its assets. Given the composition of the NAV, these movements have not significantly changed the Group's geographical or sectoral profile.

Conversely, acquisitions such as Crisis Prevention Institute, Tarkett, ACAMS or more recently Scalian, have the opposite effect and contribute to reducing risk. Though modest in terms of NAV, the development of Wendel Growth is part of this diversification process.

Wendel's teams regularly and closely monitor the risks of its portfolio companies and specifically those of Bureau Veritas.

Wendel keeps itself informed as much as possible of developments in the situation related to the conflict in Ukraine, and in particular the sanctions against Russia that could impact the ability of its portfolio companies to carry out their business.

The direct exposure of portfolio companies in Ukraine and Russia (sales generated locally, assets present in these countries) remains limited, with the exception of Tarkett, which could be significantly impacted if its operations in Russia were to be significantly disrupted.

The portfolio's concentration risk remains significant: as of December 31, 2023, Wendel's gross assets consisted for 40.6% of listed assets (Bureau Veritas, IHS and Tarkett), 45.8% of unlisted assets (five companies) and 13.6% of cash and financial assets.

3.1.1.2 Risks related to the robustness of portfolio companies' business models

Presentation of risk

Wendel's ability to seize investment opportunities, best manage its investments, and optimize financing and refinancing depends on how well it is able to assess the quality and resilience of the business models of its portfolio companies, from when those companies are acquired through to when they are divested.

This assessment of companies looks particularly at the following factors:

- risks related to operations and business: risks related to non-compliance with budgets, potential impact of market trends on operating margin, competitive pressure, changes in commodity prices, rapid growth and execution, key people;
- financial risks: risk related to leverage, cash flow stability, and ability to service its debts, liquidity and ability to meet banking covenants;
- external risks: risks related to the concentration of activities in a limited number of countries, or in countries with high risk profiles, risks of disruption related to innovative alternative technologies, especially with the rise of artificial intelligence, compliance with social and environmental standards and the capacity to seize opportunities around ESG themes;
- risks related to governance especially for minority stakes: risks related to the ability to influence the strategy and the external growth appetite.

Risk management

The risk evaluation is carried out prior to acquiring shares by conducting in-depth due diligence covering a significant number of factors that could affect the business model of the portfolio companies.

Monthly reporting of the performance of portfolio companies is prepared post-acquisition as well as quarterly monitoring via business reviews. The teams include operating partners within the investment team that are in permanent contact with the companies on operational or strategic matters.

Wendel pays special attention to the quality of the senior executives of its portfolio companies and regularly evaluates their performance and their succession plans.

Appropriate financing is set up or renegotiated inasmuch as recent market conditions allow.

In the continuing inflationary context related to the conflict in Ukraine, Wendel continues to closely monitor the exposure of its companies to the Ukrainian and Russian markets, as well as the more indirect consequences (fluctuations in energy or commodity prices, disruption in the market supply chains, staff turnover and inflation, ability to increase their own prices). Overall, Wendel continues to pay close attention to its portfolio companies' ability to increase their own prices.

Lastly, financing is without recourse to Wendel.

3.1.1.3 Risks related to due diligence on contemplated investments and divestments

Presentation of risk

Equity investments involve a risk at the time an ownership interest is acquired in a company, in that the target's value might be overestimated. The valuation applied to a target company is based in particular on operating, financial, accounting, labor, legal, tax and environmental data communicated during the due diligence process, and this information might not be entirely accurate or complete. Due diligence processes may also be shorter than otherwise expected.

In deploying its new strategy, Wendel is progressively developing a third-party asset management activity. This could lead to taking majority interests in established firms on this market (with, for example, the acquisition of IK Partners signed in 2023). Such investment projects are inherently risky with regards to the valuation of the target, the execution of the transaction or the integration of these new activities into Wendel's organization (lack of potential synergies, departure of key people, disruption in the client base, etc.).

As part of a divestment, Wendel may grant earnouts or representations and warranties.

Proposed investments and divestments are also subject to stock market, debt and venture-capital risks, which can impact the prices and liquidity of these assets, in particular, in the context of high credit costs.

Risk management

Wendel's due diligence processes are reviewed particularly by the Investment Committee. They are thorough and must, when possible, meet predetermined investment criteria. Identified risks can, on a case-by-case basis, be covered by a seller's warranty. These due diligence processes are updated regularly and include ESG and digitalization considerations, as well as compliance or internal control aspects. During this due diligence, Wendel also relies on expert advice provided by renowned service providers.

Wendel aims to limit as much as possible the amount and duration of any earnout clauses and representations and warranties granted during divestments.

Wendel also makes co-investments with quality partners in order to better examine its projects and limit its exposure, with the prospect of an alignment of interests.

When looking at investments in existing asset management firms, Wendel conducts in-depth due diligences with the assistance of renowned service providers.

With Wendel Growth, Wendel is gradually training its teams in the necessary specific skills (notably by working with senior advisors with longstanding experience) and is defining appropriate assessment and monitoring processes.

3.1.1.4 Risks related to valuing portfolio companies

Presentation of risk

Once they have joined the portfolio, the companies in which Wendel has invested are evaluated on a regular basis. These evaluations are used to calculate NAV, but they do not necessarily reflect ultimate disposal or listing value (no discount for listing, for minority or control premium is used in the valuation methodology). In addition, controlled private companies are less liquid and are generally of a smaller size than listed companies. High volatility in the financial markets or weaker economic performances amplified by leverage from the debt of portfolio companies could cause significant fluctuations in the NAV.

There is no guarantee that portfolio companies can be sold at a value at least equal to that used to calculate Wendel's NAV. Moreover, the sale of equity investments can be facilitated or hindered by market conditions.

Conversely, some portfolio companies may find buyers at a significantly higher price than the one set for NAV purposes, particularly in the event of a change of control resulting in a strategic premium.

Risk management

Wendel's NAV is calculated four times a year, using a precise, stable methodology (see section 5.3). It is determined by the Executive Board, reviewed by the Audit, Risks and Compliance Committee, and examined by the Supervisory Board (see section 2.1.7). When appropriate, the methodology can be adjusted to obtain a better estimate. Prior to each NAV publication date, the Statutory Auditors verify that the calculation methodology used complies with the Group's methodology and confirm its consistency with accounting data as well as the acceptable nature of any adjustments. They also conduct a regular review of peers' samples used in the calculation.

The individual Net Asset Values (NAV) of unlisted investments are also approved by the Boards of Directors of their parent companies in Luxembourg. Independent directors sit on these Boards.

In addition, Wendel's business model does not have any time constraints for completing sales. The risk of a forced sale at a potentially unfavorable price is consequently limited, generally speaking.

The presence within Wendel's portfolio of listed companies also limits the risk of errors in calculating the valuation of these assets (which are valued based on the share price).

3.1.2 Financial risks

In addition to the description of risk below, information related to financial risks is presented in note 5 "Financial risk management" to the consolidated financial statements in this document.

3.1.2.1 Risk related to equity market fluctuations

Presentation of risk

Wendel's assets are mainly investments in which it is the main or controlling shareholder. These assets are listed (Bureau Veritas) or unlisted. Other assets in which the Wendel Group directly or indirectly holds a minority stake are also listed on the financial markets (in particular IHS and Tarkett).

The value of these portfolio companies (and as a consequence the value of the Wendel Group) is related in particular to their economic and financial performance, their growth and profitability prospects as well as equity market trends, directly in the case of listed companies and indirectly in the case of unlisted companies, the value of which may be influenced by market parameters. Despite the measures put in place by the investment teams during the investment process or when carrying out regular performance monitoring, there is a risk that the financial results of investments are not in line with Wendel's expectations.

Moreover, the financial structure and levels of debt of certain unlisted portfolio companies may increase the risk concerning the value of these associates. Indeed, reliance on debt may increase financial difficulties in the event of a significant reduction in business levels restricting the ability to access cash and subjecting these companies to a risk that their debt will become due early as a result of financial covenants. In the current context, the high cost of credit is likely to exacerbate this risk.

Risk management

Although Net Asset Value (NAV) is monitored very regularly, as a long-term shareholder, Wendel is less constrained by changes in the spot value of its assets.

Moreover, processes are in place for rigorously selecting portfolio companies in order to invest in companies with resilient business models. The performance of each of the companies within the portfolio is regularly monitored in order to anticipate changes insofar as possible.

To prevent and manage the risk incurred by these companies' financial structure, cash flow and financial covenant forecasts are prepared regularly, based on various scenarios, in order to prepare, if necessary, targeted solutions to ensure the long-term viability of the companies' financing structures and to create value. Wendel and its portfolio companies are in close contact with bank lenders, in order to more effectively manage the restrictions on these financing agreements.

3.1.3 External risks

3.1.3.1 Risks related to geopolitical tensions

Presentation of risk

The conflict and Russia's invasion of Ukraine, in addition to the local destruction they have caused and the movement of populations to neighboring countries, have resulted in the implementation of successive packages of economic sanctions against Russia. Operating in Ukraine and Russia has become increasingly difficult, or even impossible (sanctions limiting imports and exports, impossibility of having access to financial means to obtain payments or to pay suppliers, transportation or supply difficulties). In this context, the subsidiaries or businesses of Wendel's portfolio companies could see their activity impacted, both in terms of sales and earnings. Wendel's NAV could be affected as a result.

Beyond the direct consequences on these two countries, the global economy (and above all, the European economy) has been affected by the significant increase in the cost of energy (oil, gas, electricity), high prices or unavailability of commodities, impact on logistics chains, lower consumption, and higher interest rates. The impact of these disruptions, some of which are still felt, could have an adverse impact on the economic and financial performance of Wendel's portfolio companies.

In a context of confrontation and in response to European sanctions beyond the military sphere, cyber-attacks on European infrastructures or companies could also occur. Wendel or some of the companies in its portfolio could be impacted.

Similar tensions could also potentially arise should the current conflict between Israel and Hamas escalate, or in the future in other parts of the world where Wendel's portfolio companies are directly exposed (Asia in particular). The ensuing direct or indirect disruptions could have an impact on the sales, earnings and, more generally, the financial health of these companies.

Risk management

The direct exposure of the portfolio companies in Ukraine and Russia (sales generated locally, assets present in these countries) remains very limited. Only Tarkett has a material percentage of sales in Russia and Ukraine (of around 9%) and could be impacted if its operations in Russia were to be severely disrupted (decline in sales, EBITDA and, more generally, earnings). Given the relative weight of this company in Wendel's NAV, these impacts are not material for Wendel.

Wendel's investment team is fully engaged with its portfolio companies and management teams to monitor their respective situations.

With regard to indirect exposure (energy and commodity costs, supply chain difficulties at the level of suppliers, disruption of its customers' operations, etc.), the resilience of portfolio companies' business models in 2023 has limited the impact on performance. As part of the regular monitoring of the performance of its companies, Wendel remains attentive to changes in the situation of each of them and, where necessary, supports management in defining the necessary adjustments.

In terms of cybersecurity, Wendel continues to strengthen its awareness-raising efforts and its protection measures and fosters increased vigilance of the companies in its portfolio through the directors it has on their governance bodies (Boards of Directors).

3.1.4 Risks related to governance

3.1.4.1 Risks related to the presence of a majority shareholder

Presentation of risk

Wendel is controlled by a family-type shareholder (39.6% of its share capital was owned by Wendel-Participations and related parties as of December 31, 2023), with the ability to sell its shares, which could have an adverse effect on Wendel's share price.

In addition, this situation implies that decisions of the controlling shareholder could have adverse consequences for other minority shareholders.

Risk management

Wendel ensures that its governance remains balanced with the presence of four independent members and two employee representatives on the Supervisory Board. Furthermore, the Supervisory Board has a Lead Member, one of whose missions is to prevent, analyze and manage potential conflicts with the controlling shareholder. The Supervisory Board's Committees are also chaired by independent directors.

Wendel also respects and implements the principles and recommendations of the Afep-Medef Code.

See also section 2 of this document for a more detailed description of the Group's governance rules.

3.1.5 Risks specific to portfolio companies

This section presents the risks specific to the fully consolidated companies in the Wendel Group's portfolio. For portfolio companies listed on the financial markets (Bureau Veritas, IHS and Tarkett), please refer to these companies' financial publications.

Bureau Veritas

The main specific risks identified by Bureau Veritas fall into three categories. They are listed below for each category in reverse order: (i) risks related to the Group's activities and operations, in particular cybersecurity risk, the risk arising from legislation and changes thereto, ethical risk, risks related to litigation and prelitigation proceedings, risks related to the issue of false certificates and risks related to the non-renewal, withdrawal or loss of certain authorizations (ii) human risks with risks related to human resources, (iii) risks related to acquisitions with the risk of impairment of intangible assets from acquisitions.

The Bureau Veritas management team is in charge of managing these risks. Bureau Veritas describes these risk factors in more detail in its Universal Registration Document, available on its website (www.bureauveritas.fr) and that of the French financial markets authority (*Autorité des marchés financiers* – AMF) (www.amf-france.org).

Stahl

The main risks identified by Stahl include disruption in the automobile industry; competitive pressure; the concentration of suppliers of certain raw materials; changes to the macroeconomic and financial environment, particularly changes in energy and commodity prices; sectoral innovation and leather substitution by other materials; industrial risks; environmental risks (certain materials used or products manufactured could prove to be hazardous to human health or the environment); the risk of departure of key people; currency risk (see the section on currency risk management in the consolidated financial statements); the risk related to IT security and the risk related to the execution and consolidation of acquisitions. Stahl's global operations are also exposed to country risks (political and macroeconomic) given the internationalization of its revenue.

The Stahl management team is in charge of managing these risks.

Crisis Prevention Institute

The main risks identified by CPI are risks of liquidity related to the financing of the company, risks associated with the regulatory environment (accreditation) and the availability of funds for training in de-escalating crisis situations; the risk of a shortage of qualified staff to deliver CPI training programs; risk related to the quality of training delivered; the risk of staff being unavailable or unable to attend training or certification sessions; cyber risk given the increased reliance on e-learning and hybrid training formats; risks related to CPI's growth and the capacity to adapt its organizational model and operations; the competitive environment; and the risk of departure of key individuals, in particular given the modest size of the organization.

The CPI management team is in charge of managing these risks.

ACAMS

The main risks identified by ACAMS are the risks associated with the implementation of autonomous, robust and effective processes following the separation from its former owner, and with the finalization of its organization (notably stabilizing its management team). ACAMS is also exposed to geopolitical risks; risks related to its financing and liquidity; reputational risks, due to the nature of its business; risks related to the quality of the training and certifications it delivers; risks related to the competitive environment and the company's ability to attract and retain key talent.

The ACAMS management team is in charge of managing these risks.

Scalian

The main risks identified by Scalian are risks associated with developments in the macroeconomic context; risks related to the ability to attract and retain key talent at operational level and to the management team; risks associated with rising wage costs and the ability to pass these increases on to clients; risks related to acquisitions and external growth, and the integration of these acquisitions; risks associated with potential technological developments (notably regarding artificial intelligence), liquidity risks related to the financing of the company and risks related to the expansion in new territories.

The Scalian management team is in charge of managing these risks.

3.2 Litigation, insurance, and regulatory environment

3.2.1 Judicial proceedings and arbitration

The principal disputes and litigation involving the Company and its controlled subsidiaries are detailed in note 15-1 to the 2023 consolidated financial statements.

To the best of the Company's knowledge, there are no other legal or arbitration proceedings (including any pending or threatened proceedings of which Wendel is aware) involving the Company or any of its fully-consolidated subsidiaries that may have or that have had, over the last 12 months, a material adverse effect on the financial position or profitability of the Company and/or the Group.

Information concerning any proceedings or litigation that may have or have had a material adverse effect on the financial position or profitability of Bureau Veritas will be described, where applicable, in Chapter 4, section "Legal, administrative and arbitration procedures and investigations" of its 2023 Universal Registration Document (which will be available on its website www.bureauveritas.fr and that of the French financial markets authority (*Autorité des marchés financiers)* www.amf-france.org).

3.2.2 Insurance

Wendel

As part of its risk hedging policy, Wendel has taken out the following main insurance policies:

- general liability: this policy covers bodily injury, property damage and other losses to third parties;
- professional liability: this policy covers third-party litigation risks in the event of actual or alleged professional misconduct, committed by the Company (or any person for whom it is responsible) in the performance of its activities; and
- Directors & Officers: this policy covers in particular the Company's and its foreign offices' corporate officers, their representatives on the governing bodies of subsidiaries and portfolio companies, and persons considered *de facto* or *de jure* executives, who may be held liable for actual or alleged professional misconduct in the framework of their management, supervisory or administrative duties.

Bureau Veritas

Bureau Veritas has taken out the following main centralized insurance programs:

- a "Professional and General Liability" program covering all of the Group's businesses, except for Aeronautics and the Construction division's French operations; this program supplements local insurance programs;
- a "Directors & Officers" program, which covers the civil liability of corporate officers of all Bureau Veritas Group subsidiaries;
- an "Aeronautical Civil Liability" program, mainly covering aircraft inspection activities leading to airworthiness certificates; and
- a "Property Damage and Business Interruption" program, which covers offices and laboratories owned, leased or entrusted to the group throughout the world.

Other risks are insured locally, such as risks related to the Construction division in France, for example. More information will be provided in Chapter 4, section "Insurance" of Bureau Veritas' 2023 Universal Registration Document

Stahl

Stahl has taken out the following main insurance policies:

- direct property damage and business interruption;
- product liability insurance, including a guarantee for third parties in the event of a product recall; and
- general liability insurance for senior executives and corporate officers.

Crisis Prevention Institute (CPI)

CPI has taken out the following main insurance policies:

- professional and general liability insurance;
- general insurance covering property damage and business interruption, in particular; and
- Directors & Officers insurance.

ACAMS

ACAMS has taken out the following main insurance policies:

- professional and general liability insurance;
- property damage and business interruption insurance;
- general liability insurance for corporate officers; and
- property damage outside the United States.

Scalian

Scalian has taken out the following main insurance policies:

- professional and general liability and aerospace product liability insurance;
- air traffic insurance;
- comprehensive property insurance;
- multi-risk industrial insurance; and
- general liability insurance for corporate officers.

3.2.3 Regulatory environment

Wendel

As an investment company, Wendel SE is not subject to any specific regulations.

The Wendel Group holds its unlisted investments and some of its listed investments through Luxembourg companies, initially set up in the form of Venture Capital Investment Companies (SICARs) and transformed at the end of 2019 into Reserved Alternative Investment Funds (RAIFs), in accordance with the Luxembourg law of July 23, 2016. The RAIFs are held and managed by Wendel Luxembourg, which was approved as an alternative investment fund manager by the CSSF on June 4, 2015. Wendel Luxembourg manages the portfolio, and is responsible for risk management, compliance and the central administration of the RAIFs, in accordance with the Luxembourg law of July 12, 2013. The functions of internal audit, depository bank, registrar and transfer agent, as well as the information systems, have been delegated in accordance with the provisions of CSSF circular 18/698. Wendel Luxembourg has implemented detailed procedures and is subject to strict obligations, under the supervision of the CSSF.

Wendel North America, which studies the Group's investment opportunities in North America, is registered with the Securities and Exchange Commission (SEC) as an Exempt Reporting Adviser.

Each of the Group's companies carries out its business in compliance with its own regulatory environment, which differs according to its businesses and geographical areas, and are subject to unfavorable developments.

To date, the Company is not aware of any administrative, economic, budgetary, monetary or political measure or factor that has materially influenced or may materially influence, directly or indirectly, its activities, subject to the regulatory or other impacts that could result from the conflict in Ukraine and geopolitical tensions.

Bureau Veritas

Bureau Veritas operates in a highly regulated environment. To exercise a significant portion of its activities, Bureau Veritas must first obtain authorization from local, regional or international public authorities or professional organizations. Each division in the Bureau Veritas Group has a specific structure devoted to centralized monitoring and management of these authorizations, which are subject to regular audits conducted by the relevant authorities. Additional information on the regulations applicable to Bureau Veritas will be provided in its 2023 Universal Registration Document.

Stahl

Stahl operates in more than 25 countries. Its manufacturing sites are located in 12 countries: Singapore, China, France, India, Netherlands, Brazil, Spain, Mexico, Italy, Germany, the United Kingdom, and the United States. Stahl has obtained or has applied for the authorizations necessary to operate in these countries. These authorizations relate to safety, health and the environment. For example, in Europe, Stahl's products, production and activities that are within the scope comply with the EU Seveso directive and EU REACH regulation.

Stahl actively monitors changes in product legislation and collaborates with industry associations to proactively adapt its products to upcoming legislation in its markets. Adaptive measures range from the elimination of certain materials to the redesign of product ranges, when restrictions on the use of certain chemicals are anticipated.

Crisis Prevention Institute (CPI)

CPI is active mainly in the education, health, human services and retail sectors. It has set up an active legislative and regulatory watch in each of these sectors and in each country in which it operates. It has procedures in place to identify any legal or regulatory changes that may impact its business.

It also has all relevant approvals for the various sectors and countries in which it operates. CPI ensures that a certain number of its courses are accredited by independent and governmental bodies so that training participants can obtain continuing education credits (for example, the Qualiopi certification in France).

Certain regulations may have an impact on CPI's business, particularly when CPI's customers are public institutions (rules governing calls for tender, compensation). Other regulations may represent opportunities to develop CPI's business, such as regulations regarding the safety and well-being of healthcare professionals and students. CPI does not lobby directly or indirectly in this area.

ACAMS

ACAMS is an international organization subject to the data protection laws of the various countries in which it operates.

As a provider of educational content and certifications, ACAMS may be required to register with regulatory authorities in certain countries. It has set up a legislative and regulatory watch concerning its activity and is accompanied by a dedicated counsel for China.

ACAMS is also a service provider to the federal government of the United States of America, as well as to other government entities around the world. Some of the contracts entered into with these governmental entities provide for various compliance measures (e.g., reporting requirements).

Scalian

As a specialist in digital systems, data, operational performance and management consulting, Scalian relies on a network of high-level experts to carry out its business in France and abroad. Scalian's mission is to implement systems adapted to the needs of its customers in various sectors such as transport, space, energy and healthcare, with a long-term approach that respects environmental and societal changes.

As part of its Global Management System, Scalian implements processes that meet the requirements of current standards, and closely monitors any legal and/or regulatory changes that could have an impact on the Group's business.

3.3 Risk management and internal control systems

3.3.1 Introduction

The following sections describe the main risk management and internal control procedures in place at Wendel (which includes Wendel SE, its holding companies and foreign offices) and the companies in its portfolio.

Wendel's internal control policy forms part of the Company's broader Corporate governance rules, under which the Audit, Risks and Compliance Committee is tasked with making sure that risk management and internal control systems are properly implemented and effective. The rules are intended to help the Supervisory Board ensure that the Company's internal controls are effective, and that the information provided to shareholders and financial markets is reliable.

Definitions and objectives of risk management and internal control

Wendel applies the AMF guidelines issued in July 2010, entitled "Reference framework for internal control and risk management systems," as well as the recommendations for implementing those guidelines, to develop its internal control and risk management approach and procedures. Wendel also takes into account best practices taken from other commonly used reference systems such as the COSO framework (Committee of Sponsoring Organizations of the Treadway Commission).

Objectives of internal control

Wendel's internal control system consists of resources, behaviors, procedures, and initiatives tailored to the specifics of Wendel's business.

By regularly reviewing how the system is implemented across its operations, Wendel aims to put in place adequate processes to manage the risks to which the Group is exposed.

The internal control system aims to ensure that the Group generates reliable and complete financial information, and that it has the right processes for managing its operations in accordance with applicable laws and regulations and with the management principles and strategy set by the Executive Board.

The internal control system therefore aims to help Wendel and its portfolio companies mitigate their risks, prevent fraud and corruption, and more generally reach its objectives, and protect the value that it creates for shareholders and employees.

However, no such system can provide an absolute guarantee that all risks to which Wendel and its portfolio companies are exposed are managed in their entirety, nor that the Wendel Group will meet its objectives.

Principles of internal control

Wendel's internal control system is based on the following fundamental principles, consistent with the Company's objectives:

- a transparent corporate culture and appropriate values, with employee assessment processes to measure their competence, professional ethics and to detect any weaknesses;
- an organization with competent, responsible men and women that draws on established procedures, tools, and practices, supported by dedicated IT systems;
- periodic assessments of the Company's main risks in order to identify, analyze, and manage those risks with respect to its objectives;
- appropriate internal control measures proportionate to the risks of each business process and designed to ensure that the right steps are taken to manage risks that could prevent the Company from meeting its objectives;
- the dissemination within the Company of relevant, reliable information that lets each employee carry out their duties;
- annual review of internal control practices by an independent internal audit team; and
- continuous follow-up of action plans identified.

Risk management

Risks represent the possibility that an event may occur, whose consequences would adversely affect Wendel's employees, assets, environment, objectives, financial condition, or reputation.

Risk management is comprehensive and covers all of Wendel's activities, processes and assets. It includes a set of resources, behaviors, and procedures tailored to Wendel's characteristics. They enable the Executive Board to maintain risks at a level that is deemed acceptable.

The Company's risk management system is designed to identify and analyze the main risks to which Wendel is exposed. The system helps:

- preserve Wendel's assets, teams, reputation, and the value it has created;
- make Wendel's decision-making more secure so as to help it achieve its objectives; foster consistency between Wendel's activities and its values; and
- encourage Wendel's employees to adopt a shared view of risks and raise their awareness of the risks inherent to their business activities.

Relationship between risk management and internal control

Wendel's risk management and internal control systems are complementary.

The risk management system is designed to identify and analyze its main risks.

The risk management system includes controls within the internal control system that are designed to ensure risk management functions properly. Risks whose possible occurrence or magnitude exceeds limits that the Company deems acceptable are dealt with using the risk management system described here, and action plans are implemented if necessary. These action plans could involve setting up controls, transferring the potential financial consequences (such as through an insurance policy), and/or modifying the associated business processes.

Any controls that are set up form part of the Company's internal control system.

This aims to ensure that the system can help the Company deal with the risks to which it is exposed. Similarly, the internal control system relies on the risk management system to identify the principal risks that must be controlled. The internal control system consequently helps protect the value that Wendel creates for its shareholders and employees.

Internal control scope and limitations

Wendel's risk management and internal control system, as described in this report, covers all operations carried out by Wendel SE as an investment company as well as all of its directly controlled holding, investment and advisory companies. Wendel and its portfolio companies form a Group of companies that: (i) is decentralized, including in the choice of organizational structure and in its risk management and internal control systems; (ii) includes listed and unlisted companies; and (iii) includes companies in different businesses and of varying sizes. As a result, the scope and characteristics of risk management and internal control can vary from one subsidiary to another. Each operating company, overseen by its senior executives, is responsible for designing and implementing its own systems, taking into account Wendel SE's guidelines, in line with the Group's philosophy and organization. Regardless of the quality of its design and operating effectiveness, such internal control systems can only provide reasonable assurance that processes are operated as intended and risks adequately mitigated. Moreover, despite the many interactions and exchanges between Wendel SE and its portfolio companies, there is no certainty that unexpected events may not occur in its portfolio companies and impact the Wendel Group's ability to meet its objectives.

3.3.2 An appropriate organization with clearly-defined responsibilities and powers

Wendel's internal control system draws on the Company's operational organization and on support divisions that are directly or indirectly dedicated to managing the risks to which the Company is exposed.

Persons involved in internal control at Wendel SE

The Supervisory Board and its committees

The Supervisory Board oversees the Executive Board's management of Wendel SE on an ongoing basis. To this end, it conducts any controls and verifications it deems appropriate, at any time during the year, and can obtain access to all information required for this purpose.

The Supervisory Board regularly reviews the main risks to which the Group is exposed. It does so within the framework of its meetings, and in particular:

- when it examines the quarterly management reports prepared by the Executive Board on the economic and financial condition of each subsidiary or investment, as well as all events that could have a significant impact on the Group; and
- as part of investment projects, the Executive Board explains to the Supervisory Board how the projects will be implemented, the risks and opportunities connected with each investment, as well as projected resources to protect the Group against identified risks. The Supervisory Board's prior approval is required for all acquisition and disposal projects of more than €100 million or any decision requiring a significant long-term commitment on the part of Wendel or its subsidiaries.

In addition, the Executive Board regularly updates the Supervisory Board on changes in Wendel's indebtedness and liquidity.

For a detailed description of how the Supervisory Board and its Committees operate, please refer to section 2.1 "Governing and supervisory bodies" of this document.

The Executive Board and its committees

The Executive Board has two members. It generally meets once every two weeks and as often as required by Wendel's interests. Its decisions are made collectively. The Executive Vice-Presidents and the Executive Board Secretary and Advisor are invited to join the meetings of the Executive Board in order to contribute to the discussions.

The Executive Board has organized Wendel SE's procedures by setting up five committees: the Investment Committee, the Wendel Growth Investment Committee, the Management Committee, the Coordination Committee and the ESG Steering Committee. Their organization and modus operandi are described in detail in section 2.1.6.

Holding companies, investment companies and directly-controlled advisory companies

The governing bodies of the Group's holding companies, investment companies and advisory companies are directly or indirectly controlled by Wendel SE, making it possible to apply the risk management and internal control principles described in this report to them.

Operating subsidiaries (portfolio companies)

Each operating subsidiary enjoys full management autonomy with a Board of Directors comprising experienced members, and reports to Wendel SE periodically on operational and financial matters. Wendel also takes part in the governing bodies of its subsidiaries and thereby ensures that internal control and risk management procedures are properly applied in each of them.

Internal audit

The Group Internal Audit department is responsible for evaluating the internal control and risk management systems of Wendel SE, its holding companies, investment companies, foreign offices, and operating subsidiaries, as well as for regularly checking those systems and making recommendations for improving them. It is also responsible for promoting continuous improvement of internal control and risk management systems, training and informing internal control managers, but is not directly involved in the implementation and day-to-day functioning of internal control and risk management systems. Reporting to the Executive Board and the Audit, Risks and Compliance Committee, the department provides support to senior management that is independent of the operations and functions that it audits. The team, composed of two audit professionals, is in charge of Internal Audit and Internal Control activities and participates in the risk management process.

Internal control environment

Reporting information within the framework of decision and control processes

The Supervisory Board and Audit, Risks and Compliance Committee are regularly provided with necessary information on business matters, strategic planning, and the risks to which Wendel and its portfolio companies are exposed.

Because Wendel's five Management Committees meet on a regular basis, the Executive Board can also organize appropriate dissemination of information within the Company.

Dissemination of information on Wendel's organization and its employees' responsibilities

Wendel aims to clearly identify responsibilities for organizing, preparing and reporting information. Several procedures help ensure this:

- the Executive Board convenes meetings of all Wendel employees whenever necessary, in addition to the committee meetings mentioned above and internal team meetings. Similarly, Group reflection and motivation seminars involving some or all employees are held to review Wendel's position and its environment, and to encourage each person to express their expectations about Wendel's operations and the related risks;
- the dissemination of procedures and rules to all personnel – such as expense commitment procedures, the Market Confidentiality and Ethics Code, the Code of Ethics, policies to fight money-laundering and corruption, the Whistleblowing procedure and the IT System charter – helps each employee to comply with the internal control procedures established by the Executive Board. The Group has drafted a finance and business administration procedure for its advisory companies to communicate the Wendel Group's internal control requirements; and
- an intranet is operational at Wendel: it serves to share useful information with all Wendel's employees about Group events and organization. Among other things, the intranet includes a functional and hierarchical organization chart as well as the calendar of blackout periods.

Protection of confidential information

Wendel endeavors to preserve the utmost confidentiality when sharing sensitive information:

- the Market Confidentiality and Ethics Code is presented to all employees and forms part of the internal regulations. It applies to all employees in France and abroad, and to members of the Executive Board and Supervisory Board;
- IT access and security are managed centrally by the IT department. Each workstation can be accessed only by the employee to whom it is assigned. Session access is controlled by a regularly updated login and password combination. The access rights of each employee are limited to their responsibilities or department. Wendel pays close attention to IT security and employee awareness on cybersecurity issues in order to take into account the increase in remote working;
- in order to comply with the EU's 2018 General Data Protection Regulation (Regulation 2016/679), a Data Protection Officer (DPO) was appointed. All employees of Wendel SE, its holding companies and its foreign offices also follow regular training courses on data protection. Wendel continues to regularly update and fine-tune its GDPR-related processes in order to keep abreast of and apply any changes to regulations.

Compliance with laws and regulations and with ethical rules

Compliance with laws and regulations

The Legal, Human Resources, Sustainable Development and Communication, and Tax departments, along with the General Secretariat, address compliance with the laws and regulations in the countries where Wendel and its holding, investment, and advisory companies are located. They monitor the legal and tax environment, so as to stay on top of changes in laws and regulations that might be applicable to them.

Market Confidentiality and Ethics

The Market Confidentiality and Ethics Code is part of Wendel SE's internal regulations and applies to employees of Wendel and its international offices, and to members of the Executive Board and Supervisory Board.

This Code explains the rules of confidentiality to be observed by persons in possession of confidential or inside information. It explains obligations to abstain from stock market transactions in addition to presenting the various sanctions related to market abuse and setting up a number of measures for preventing such infringements. It also includes the legal provisions applicable to stock options and performance shares and details the disclosure obligations incumbent on senior executives and persons affiliated with them.

In addition to the strict legal and regulatory obligations in this area, the Code includes certain more restrictive internal provisions in the interest of transparency and prudence such as the registration, for corporate officers, employees and certain members of their immediate circle, of their Wendel shares, the obligation to abstain from transactions on shares of Wendel's listed portfolio companies, or the monitoring of certain personal transactions.

The Group Ethics Officer monitors adherence to the Code.

Code of Ethics

The Executive Board of Wendel SE adopted a Code of Ethics in March 2015. The Code is updated as needed to reflect changes in legislation and the implementation of improved control measures. It embodies the values of the Company and its employees and represents the reference framework for Wendel SE's role as a long-term investor. It applies to all employees and senior executives of the Company in all its offices, as well as to its holding companies. Wendel encourages the companies in which it invests to adopt similar standards.

The main issues covered by the Code are anti-money laundering measures, compliance with economic sanctions, bribery prevention, fair competition, workplace equality, occupational health and safety, personal data protection, the preservation of operating resources, and responsible corporate citizenship.

Compliance with the provisions of the Code of Ethics is the responsibility of the General Counsel of Wendel SE.

Anti-money laundering and anti-corruption policies

Wendel has adopted a Group-wide anti-money laundering policy, communicated to all employees, that specifies its procedures for preventing money laundering and managing the associated risks. Starting in 2018, all employees of Wendel Luxembourg SA and its subsidiaries follow an e-learning module to keep abreast of changes in regulations in Luxembourg.

Wendel SE has introduced several initiatives to comply with the new requirements under France's Sapin II law on transparency, combating bribery, and modernizing the economy, which came into effect on June 1, 2017. The Group deployed processes around the eight pillars of Sapin II and regularly follows up on the implementation of these requirements in its portfolio companies using the AFA's *(Agence Française Anticorruption)* published guidelines and a questionnaire. All Wendel SE employees follow specific training each year on the prevention of bribery. Wendel continues to update its processes and to upgrade the online platform supporting them, which is open to all employees.

Human resources policy

Wendel's human resources policy is designed to make sure the Company has employees with the skills necessary to carry out their duties. Wendel's employees are aware of their responsibilities and limits and are informed of and comply with the Company's rules. The attention paid to the fight against harassment and discrimination and the promotion of gender equality contributes to the implementation of a working environment conducive to the development of employees.

Wendel conducts formal, annual performance reviews, through which it regularly examines the contribution of each employee, the scope of their position and the resources they are given to meet their objectives. This information is centralized by the Human Resources department and can, where necessary, lead to recommendations for training, in order to allow all employees to improve their respective skillsets.

Information systems

The Company's IT systems are tailored to its current objectives and have been designed to support its future objectives. The systems' hardware and software include security mechanisms for protecting the data they store (access protection, backup procedures). Wendel has decided to use cloud-based systems and a global solution (Microsoft Office 365) to maximize data security. As part of efforts to enhance data security and automate internal controls, Wendel operates an integrated Finance and HR ERP. Increased reliance on remote work over the past few years has also made it necessary to roll out dedicated employee awareness campaigns on cybersecurity. The addition of an outsourced CISO (Chief Information Security Officer) and SOC (Security Operations Center) further contributed to the improvement of IT systems. Efforts remain strong, including penetration testing conducted by specialized firms and crisis simulation exercises.

3.3.3 Periodic assessments of the main risks

Wendel

Note 15-1 to the consolidated financial statements as of December 31, 2023 and section 3.1 detail the main risks Wendel encounters, owing to its businesses and the way it is organized, and how those risks are hedged.

Wendel SE and its governing bodies are organized in such a way as to allow for active risk management and internal control. The Executive Board assigns and distributes risk monitoring responsibilities to various departments of Wendel SE in the following ways:

- the Investment Team is in charge of monitoring the performance of portfolio companies on a monthly basis, the operational risks specific to each of them and the acquisition and disposal process. It is also responsible for valuation risk on Wendel's assets with the support of the Finance department;
- the Executive Board and the Investment Team also ensure that the management team of each associated company is organized in such a way as to manage its risks properly and meet its objectives;
- the Finance department monitors Wendel SE's financial risks (financial leverage, liquidity, interest rates, foreign exchange), cash management, and the quality of Wendel SE's financial counterparties, accounting regulations, the production of financial statements, the calculation of NAV, earnings forecasts, the estimates needed to prepare the financial statements and calculate NAV (together with other Wendel departments if necessary), and transaction security. Key indicators (changes in NAV, financial leverage, current and projected cash levels, and exposure to interest rates and exchange rates) are reviewed regularly so that the Executive Board can take all possible measures to adjust Wendel's exposure to these risks if deemed necessary;
- the Group Internal Audit department is responsible for evaluating the internal control and risk management procedures of Wendel SE, its holding companies and foreign offices, and its operating subsidiaries (portfolio companies);
- the Legal department is responsible for Wendel's legal security and ensuring that Wendel SE's transactions (financing, acquisitions, divestments, etc.) comply with all applicable laws and regulations and that the corresponding contracts are legally valid. More generally, the department is responsible for the proper execution of all transactions that Wendel undertakes as an investor;
- the General Secretariat is responsible for ensuring that Wendel SE and its holding companies adhere to company law and laws governing market trading and Corporate governance, and to regulations on compliance, ethics, disputes and litigation, data protection; it is also in charge of general liability insurance for corporate officers, professional liability insurance, and intellectual property;
- the Tax department monitors tax regulations, ensures that Wendel SE's obligations *vis-à-vis* the tax authorities are handled properly and guards against tax risks;
- the Sustainable Development and Communications department seeks to preserve Wendel's image and reputation and to stay abreast of environmental, social and governance (ESG) obligations;
- the Financial Communications department makes sure that the financial information communicated to investors and analysts is of high quality;
- the IT department is in charge of the prevention of IT risks at Wendel SE, its holding companies and foreign offices;
- the Human Resources department is in charge of managing human resources risks.

To the extent necessary, each department may be assisted by specialized experts with the approval of the Executive Board.

The Executive Board oversees the monitoring of risk and, together with each department, decides on the procedures that will be used to cover them. This takes place in Management Committee and Executive Board meetings.

As indicated in the section on organization, the Executive Board discusses the main risks that could significantly impact the value of Wendel's assets with the Supervisory Board, whenever required and as part of the quarterly business report.

In addition, in accordance with Article L. 823-19 of the French Commercial Code, incorporated into the Supervisory Board's internal regulations, the Audit, Risks and Compliance Committee is responsible for monitoring the effectiveness of the Company's internal control and risk management systems. A map of the risks borne by Wendel and its holding companies is prepared by Wendel's various departments, approved by the Executive Board and presented to the Audit, Risks and Compliance Committee. It is reviewed on a yearly basis.

For certain principal risks identified in the mapping – i.e., those whose occurrence and/or intensity are considered the highest – a detailed analysis is formalized by the departments involved. This analysis is presented to the Audit, Risks and Compliance Committee. In addition, the Audit, Risks and Compliance Committee examines risk management at certain portfolio companies. The Chairman of the Audit, Risks and Compliance Committee presents a summary of the committee's findings to the Supervisory Board.

Portfolio companies

The portfolio companies manage their own risks, and take the necessary steps to understand and monitor them. It is for them to determine the action plans to be implemented each year depending on the evolution of the most critical risks.

Nevertheless, Wendel SE's presence in the governing bodies of its portfolio companies allows it to verify that major risks are actively monitored.

Wendel SE also draws on its Internal Audit department as well as those of its portfolio companies (if any), and on the portfolio companies' risk reports to assess their main risks and internal control procedures.

Wendel also takes into account the conclusions of the Statutory Auditors of its portfolio companies. To improve communication, save exceptions, they are part of the same networks as Wendel SE's Statutory Auditors.

3.3.4 Appropriate internal control processes

Operational and functional control activities

Investments and divestments

The Investment and Development Committee meets regularly to examine progress made on planned acquisitions and disposals and to explore new opportunities. The Executive Board sets up a team comprising people with the requisite expertise to review each opportunity. A senior member of the team acts as coordinator and is responsible for the investment/divestment recommendation. Once the analysis has been finalized and has been approved by the Board of Directors of Wendel Luxembourg and the Executive Board, and by the Supervisory Board if the by-laws so require, the investment decision is made by the companies concerned. The presentation of the opportunity includes an analysis of the impact of the transaction on Wendel SE's financial position and NAV and its exposure, under various favorable and unfavorable assumptions, as well as an assessment of the identified risks and opportunities. The team in charge of the transaction is then responsible for executing it, with the help of the Finance, Legal, and Tax departments, and that of top-level banks, strategy consultants, legal firms, and Auditors, to the extent necessary. Representations and warranties granted or received are presented to the Audit, Risks and Compliance Committee and to the Supervisory Board.

Monitoring investments

Monitoring the existing portfolio involves:

- a monthly operational report from each portfolio company presenting trends in sales, profitability and financial debt, as well as non-financial indicators. These indicators are compared with previous periods and with budgeted figures;
- quarterly business reviews for each portfolio company in which some support divisions join the investment teams and the Executive Board to review business performance and other cross-functional topics;
- regular work sessions with the managers of each portfolio company. The agenda for these meetings includes, in addition to a review of the business, an in-depth analysis of one or more important topics;
- an annual Budget meeting with each portfolio company, updated when new projections become available; and
- numerous discussions or meetings organized with members of the management of each portfolio company, if required.

Moreover, in order to strengthen dialogue with the subsidiaries and better understand their operating environment and the concerns of their respective management teams, Wendel SE is systematically represented on the governing bodies of the subsidiaries and, in particular, on their Audit Committees. This presence gives Wendel SE and its representatives insight into whether risk management and internal control procedures are functioning properly.

The presence of Wendel SE representatives in the governing bodies of each portfolio company also enables it to closely monitor the compensation of their principal executives and ensures it has an incentive effect. Wendel SE also thereby aims to align the interests of the senior executives with those of the Company they manage.

Monitoring Wendel's financial position

Internal control procedures are designed to provide ongoing reasonable assurance that financial transactions are carried out under secure conditions and in accordance with objectives:

- trends in NAV, in financial leverage and in bank covenant compliance are regularly monitored;
- Wendel SE has been rated by Standard & Poor's since September 2002 and by Moody's since September 2018;
- the Executive Board regularly monitors the indebtedness, liquidity position and cash projections presented by the Chief Financial Officer and regularly presents the debt and liquidity positions to the Supervisory Board;
- the Executive Board reviews the monthly reporting of the cash position and cash investments of Wendel SE and its holding companies;
- Wendel SE and its holding companies have a budget process with formal procedures and responsibilities, including budget tracking.

Arranging financing

Financing terms of Wendel SE and their implementation are approved by the Executive Board after an in-depth review of various solutions and an analysis of Wendel SE's financial position prepared by the Chief Financial Officer. After the Legal department has reviewed the related legal documentation, financing transactions are executed under delegations of power and/or signature authority granted by the Group CEO to the Chief Financial Officer, the Director of Legal Affairs, or a member of the Management Committee. Depending on the transaction amounts and characteristics, the by-laws require bond issues or new loans to be authorized by the Supervisory Board.

Exposure to interest rates and exchange rates is analyzed regularly by the Chief Financial Officer. The Executive Board decides whether or not to adjust interest-rate and exchange-rate exposure, and if necessary, appropriate financial instruments are put in place.

Procedures for preventing fraud and monitoring commitments and expenditure

The procedures for authorizing expenditure commitments at Wendel SE, its holding companies and foreign offices cover all of the Wendel Group's commitments as well as the signatures needed for bank transactions (via delegated signature authority):

- estimates are submitted by several service providers. They are negotiated under the supervision of the Management Committee member or members in charge;
- all expenditure is subject to a formal authorization procedure. Depending on the amount, it must be authorized by the Management Committee member in charge of the expenditure, by an Executive Board member, and/or by the Group CEO. Funding requests are compared with the budget, and invoices are approved after comparison with funding requests;
- only the Finance department can issue payments, backed up by supporting documentation, and it informs the Group CEO when the amount exceeds a certain threshold.

IT tools used in order to improve visibility on its commitments and better manage and track expenditure were migrated to the Finance ERP.

For the Group's foreign offices, a procedure is disseminated by the Chief Financial Officer for managing their finances and business administration. The Audit department carries out a formal audit of Wendel's foreign offices at least every two years to make sure they adhere to the Group's internal control policy.

Preservation of IT data integrity

In order to prevent the risks of abuse of and intrusion into computers and IT systems, the IT department is in charge of developing initiatives regarding data conservation and storage systems. Continued efforts focus on improving data security and cybersecurity. More specifically, Wendel continued to implement its IT strategy, increasingly relying on SAAS (Software as a Service) IT solutions. The monitoring of IT security is supported by an outsourced Security Operations Center (SOC). Regular penetration tests are also conducted to measure the robustness and resilience of IT systems.

Control activities to ensure reliable accounting and financial information

The risks related to the preparation of Wendel's accounting and financial information mainly include the risk of error, risks inherent to the use of estimates (see note 1.2 to the consolidated financial statements as of December 31, 2023), and risks arising from the valuations used to calculate NAV.

The internal control procedures designed to ensure that the annual (parent company and consolidated) and half-yearly financial statements present a true and fair view of the results of operations as well as Wendel's financial position and assets are as follows:

Procedures for the preparation and consolidation of the financial statements

Wendel SE applies International Financial Reporting Standards (IFRS) for its consolidated financial statements. The principal rules applicable are described in the annual financial report and are distributed to subsidiaries as part of the process of reporting and preparing the financial statements. Because of the diversity of the subsidiaries' activities, Wendel SE leaves it up to each subsidiary to propose the appropriate accounting processes for its business. The Finance department and the head of consolidation at Wendel ensure uniformity of treatment within the Group, in particular by examining accounting principles in the financial statements of each subsidiary.

In addition, Wendel's Finance department oversees the proper reporting of full accounting and financial information from the subsidiaries to Wendel using the following procedures:

- in coordination with the Finance department of each subsidiary, a schedule is set for the submission of financial statements with the supplementary information required for the preparation of Wendel's consolidated financial statements;
- Wendel SE's Chief Financial Officer meets with the Finance department of each subsidiary to prepare the closing and to review the significant events of the period as well as any significant or exceptional transactions;
- accounting information from subsidiaries is reviewed in detail and checked for consistency against the financial information compiled by the investment team based on the subsidiaries' monthly activity reports.

The Chief Financial Officer is a member of the Management Committee and the Coordination Committee, which enables him to review significant events likely to have an impact on the Group's consolidated financial statements, the parent company financial statements, or the financial statements of the holding companies. The Chief Financial Officer reports directly to the Executive Board and is thus fully independent of other Wendel departments.

Procedures for auditing of the financial statements

At the controlled subsidiary level:

- to secure better upward reporting to Wendel's Statutory Auditors, the Group engages the same auditing firms for all subsidiaries, to the extent possible. Selection criteria for the Statutory Auditors include their ability to audit all directly- and indirectly-held subsidiaries throughout the world and to obtain audit findings and any misstatement reported by the subsidiaries' Statutory Auditors;
- a representative of the Finance department attends end-of-audit or Audit Committee meetings of subsidiaries under exclusive control and receives details of audit and internal control matters identified by the subsidiaries' Auditors during the course of their audit;
- one or more representatives of Wendel SE attend Board of Directors/Supervisory Board meetings and/or Audit Committee meetings of the portfolio companies.

At Wendel SE level:

- the Group Chief Financial Officer is responsible for accounting policies and compliance with accounting rules. If required, he has the authority to commission audits and informs the Executive Board of the findings of any such audits. He regularly holds pre-closing meetings with the Statutory Auditors to follow up on issues raised in previous fiscal periods and to explain how they were resolved. He also discusses transactions carried out during the fiscal period in question and the planned accounting treatment;
- the Executive Board is in regular contact with the Chief Financial Officer during the preparation of the financial statements. In particular, it is informed of the financial and accounting impact of any significant event, as well as estimates and judgments that have a significant impact on the financial statements. The Statutory Auditors and the Executive Board meet when subjects arise whose accounting interpretation is complex or whose impact on the financial statements is material. The Chief Financial Officer also reviews all of Wendel's financial communications and is informed of any subject likely to impact them;
- the Audit, Risks and Compliance Committee's remit, mode of operation and activity during the fiscal year are presented in detail in section 2.1.2.1. The committee can decide to seek independent expert advice to confirm its opinion on Wendel's financial position. It also interviews the Statutory Auditors regularly to solicit their opinion about the reliability of the parent company and consolidated financial statements. Finally, the Audit Committee ensures that accounting methods are applied consistently from one year to the next, and that any changes to accounting methods are well founded.

Procedures for calculating NAV

NAV is calculated by the Finance department and finalized by the Executive Board under the procedure described in section 5.3. The Statutory Auditors verify that the methodology used for calculating NAV complies with the Group's methodology and confirm consistency with accounting data. NAV calculation and evolution are presented and discussed in Audit, Risks and Compliance Committee meetings before being presented to the Supervisory Board and published.

Internal control procedures related to financial information

Once the parent company and consolidated statements have been approved and the NAV calculated, the Audit, Risks and Compliance Committee is asked to issue an opinion on this information before it is submitted to the Supervisory Board. These documents are also submitted for review by the Statutory Auditors (who also audit Wendel's full-year parent company and consolidated financial statements).

3.3.5 Review of the internal control system

The processes implemented at Wendel allow the Company to regularly verify their effectiveness and take steps necessary to improve them.

In addition to the controls carried out by all managers, internal controls are reviewed from two complementary perspectives:

Audit of internal control practices

This audit includes checks of the internal control system and helps with risk management at entities within the scope of consolidation.

A comprehensive review of the internal control system is carried out using detailed self-evaluation questionnaires

Wendel SE carries out a number of reviews relating to internal control, which are based on a self-evaluation questionnaire that has been updated to better adapt it to the Wendel Group's specific features and activities, i.e., by identifying specific risk areas, such as financial risks.

The Wendel group completes the questionnaire once a year and distributes it to its principal, fully-consolidated portfolio companies. It is deployed on an online platform for better efficiency, and improved traceability and follow-up of action plans.

The questionnaire has two parts:

- entity-level controls (general principles of risk management and internal control) such as governance and ethics principles, organization and procedures, internal control and audit oversight, etc.;
- process-level controls, both operational and related to the preparation of accounting and financial information, such as purchase to pay and inventories, human resources management, order to cash, financial statement closing process and consolidation, or the security of IT systems.

Wendel SE Internal Audit reviews responses through on-site visits of portfolio companies. The Audit Committees of subsidiaries subject to controls also examine and analyze the replies given in the questionnaires. The data collected make it possible to prepare and track improvement plans for the control points that require remedial action. The findings of the questionnaires are communicated each year to Wendel's Audit, Risks and Compliance Committee.

4

NON-FINANCIAL INFORMATION

Foreword

This chapter presents the Group's ESG strategy and the main ESG issues of the consolidated portfolio companies. In addition, with a view to enhancing its non-financial information, Wendel voluntarily submitted four consolidated KPIs to a reasonable assurance assessment: percentage of women in management positions, Scope 1 and 2 CO_2 emissions, frequency rate of workplace accidents and percentage of women on Boards of Directors where Wendel has the power to make proposals.

Non-financial information is structured as follows:

1. non-financial issues and ESG strategy as an investor (Wendel Group);
2. ESG performance of controlled portfolio companies, including Bureau Veritas, Stahl, Crisis Prevention Institute, ACAMS and Scalian (it should be noted that Constantia Flexibles was removed from the scope of consolidation in September 2023);
3. non-financial issues as a responsible company (Wendel SE).

The financial statements of these companies are all fully consolidated by the Group. The non-financial performance statement (NFPS) covers Wendel's controlled companies and is reviewed by an independent third-party (ITP), in accordance with the provisions of Article L. 225-102-1 of the French Commercial Code.

This non-financial performance statement is supplemented by the additional ESG publications below, available in the "ESG, measuring our performance" section of Wendel's website:

- TCFD 2023 report: sets out Wendel's climate plan, as presented in section 4.1.5.5 according to TCFD standards (https://www.wendelgroup.com/tcfd-report-2023.pdf);
- ESG performance report for the 2023 portfolio: includes the ESG roadmaps and detailed action plans of the controlled portfolio companies on their most material ESG issues and the climate component (https://www.wendelgroup.com/performance-esg-2023.pdf);
- first report on Wendel's Double Materiality (available from June 2024).

4.1 Wendel Group

4.1.1 Business model

Wendel's business model is described below, including its mission, its values, its resources, and value created with and for stakeholders.

A *dual model* focused on creating sustainable value

Resources

SHAREHOLDING STRUCTURE

- **39.6% Family shareholding** Capital held by Wendel-Participations SE and related parties(1), (reference family shareholder)
- **35.3% Institutional investors** in over 30 countries
- **21.4% Individual investors** Capital held by **27,990** individuals
- **2.4% Treasury shares**
- **1.2% Employee shareholding** Capital held by more than one hundred employees including the Executive Board

HISTORY

- **Nearly 50 years** of investment experience
- **320 years** of history

TALENT

- **98 employees**
- **3 offices: Paris, New York and Luxembourg**

VALUES

- Entrepreneurial spirit
- Engagement
- Excellence

(1) In accordance with article L. 233-10 of the French Commercial Code, the data include Wendel-Participations SE, its Chairman Priscilla de Moustier, and Société Privée d'Investissement Mobiliers (SPIM).

Investment strategy

INVESTMENT PHILOSOPHY

Wendel specializes in long-term equity investments as a majority or leading minority investor. Its strategy is based on two pillars: our principal investments (permanent capital) and third-party private asset management. Wendel's objective is to build sustainable leaders in promising sectors.

Permanent capital

- **Focus on sectors driven by megatrends**
- **More efficient investment model**
- **Operational excellence**

5 controlled companies

- ACAMS
- Bureau Veritas
- Crisis Prevention Institute
- Scalian
- Stahl

Non-controlled companies

- IHS Towers
- Tarkett
- Wendel Growth (growth investments)

Third-party private asset management

- **Multi-expertise platform**
- **Wendel's investments in funds**

1 private equity fund

- IK Partners(2)

(2) The acquisition of 51% of IK Partners is expected to complete in the second quarter of 2024.

Increase in the dividend paid to shareholders

OUR MISSION

Engaging with entrepreneurial teams to build sustainable leading companies

ESG strategy

Building sustainable companies

- **100%** of controlled companies have formalized an ESG roadmap
- **100%** of the CEOs of controlled companies have part of their compensation linked to the achievement of ESG objectives
- **90%** of the portfolio's emissions come from companies with pathways approved by the Science Based Targets initiative
- **-46%** in carbon emissions intensity of consolidated net sales (Scopes 1, 2 and 3) compared to 2022; **-6%** at constant scope

Empowering excellence and engagement

At Wendel in 2023

- **16%** of the total compensation of Wendel's Executive Board linked to ESG performance
- **79%** of employees trained in ESG
- **89%** of employees trained in business ethics
- **37%** women in management positions

Climate focus

- **More than 99%** of the CO_2eq.[1] emissions of companies controlled by Wendel have their pathway approved by the SBTi
- **80%** of controlled portfolio companies that have identified climate change adaptation risks have developed a climate resilience plan approved by their Board of Directors

(1) Carbon dioxide equivalent.

Value created for stakeholders

SHAREHOLDERS

- **Nearly €3.6 billion in market capitalization**
- **Nearly €9.5 billion of gross assets**
- **NAV: €160.2/share as of December 31, 2023**
- **Ordinary dividend: €4.00/share,** up +25%, proposed to the Shareholders' Meeting on May 16, 2024
- **Shareholder dialogue:**

- Institutional investors: 195 meetings
- Wendel's Shareholder Advisory Committee: 3 meetings
- Letter to shareholders: 4 editions
- Governance roadshows

SOCIAL

- **99%** of employees trained[2] over the year
- **79%** of eligible employees[3] took part in the capital increase in 2023 via the Group savings plan
- **93%** of employees[4] were awarded stock options and/or performance shares
- Profit-sharing agreement, Group employee savings plan, collective pension fund

SPONSORSHIPS

- **More than €7 million** distributed to around 20 associations since 2010
- **5 areas:**

- Education;
- Culture;
- Equal opportunity and professional integration;
- Medical research and health;
- Environmental protection.

(2) Present as of December 31, 2023.
(3) In France.
(4) On the payroll at the award date.

4.1.2 Highlights of Wendel's ESG commitment

2011
Wendel's Sustainable Development department is established

2013 (for 2012)
Wendel publishes its first CSR report under Grenelle II

2019 (for 2018)
Wendel publishes its first non-financial performance statement (NFPS) and identifies its ESG risks and levers for action

2020
Wendel publishes its first **ESG Roadmap** (2020-2023)

2011 — 2013 — 2019 — 2020

March 2020
Wendel signs France Invest's Gender Equality charter

France Invest

Member of Dow Jones Sustainability Indices Powered by the S&P Global CSA

November 2020
Wendel joins the Dow Jones Sustainability Europe and World indices

December 2020
Wendel becomes the first French issuer to present its ESG strategy to the French Society of Financial Analysts (SFAF)
Wendel receives a B rating in response to the Carbon Disclosure Project's (CDP) Climate Change 2020 questionnaire

CDP DRIVING SUSTAINABLE ECONOMIES

2021

January 2021
Wendel scores 69/100 in the Gaïa Rating non-financial questionnaire
Wendel begins an analysis of climate change risks and opportunities within its portfolio companies

February 2021
Wendel joins the United Nations Global Compact

UN GLOBAL COMPACT

September 2021
Wendel wins the Diversity in management bodies prize at Agefi's Corporate Governance Awards

October 2021
Wendel wins the overall Transparency Award at the *Grand Prix de la Transparence* 2021

GRANDS PRIX DE LA TRANSPARENCE 2021

76/100

November 2021
Wendel improves its score in the Dow Jones Sustainability (DJSI) World and Europe indices, with a score of 76/100 in the Diversified Financials category

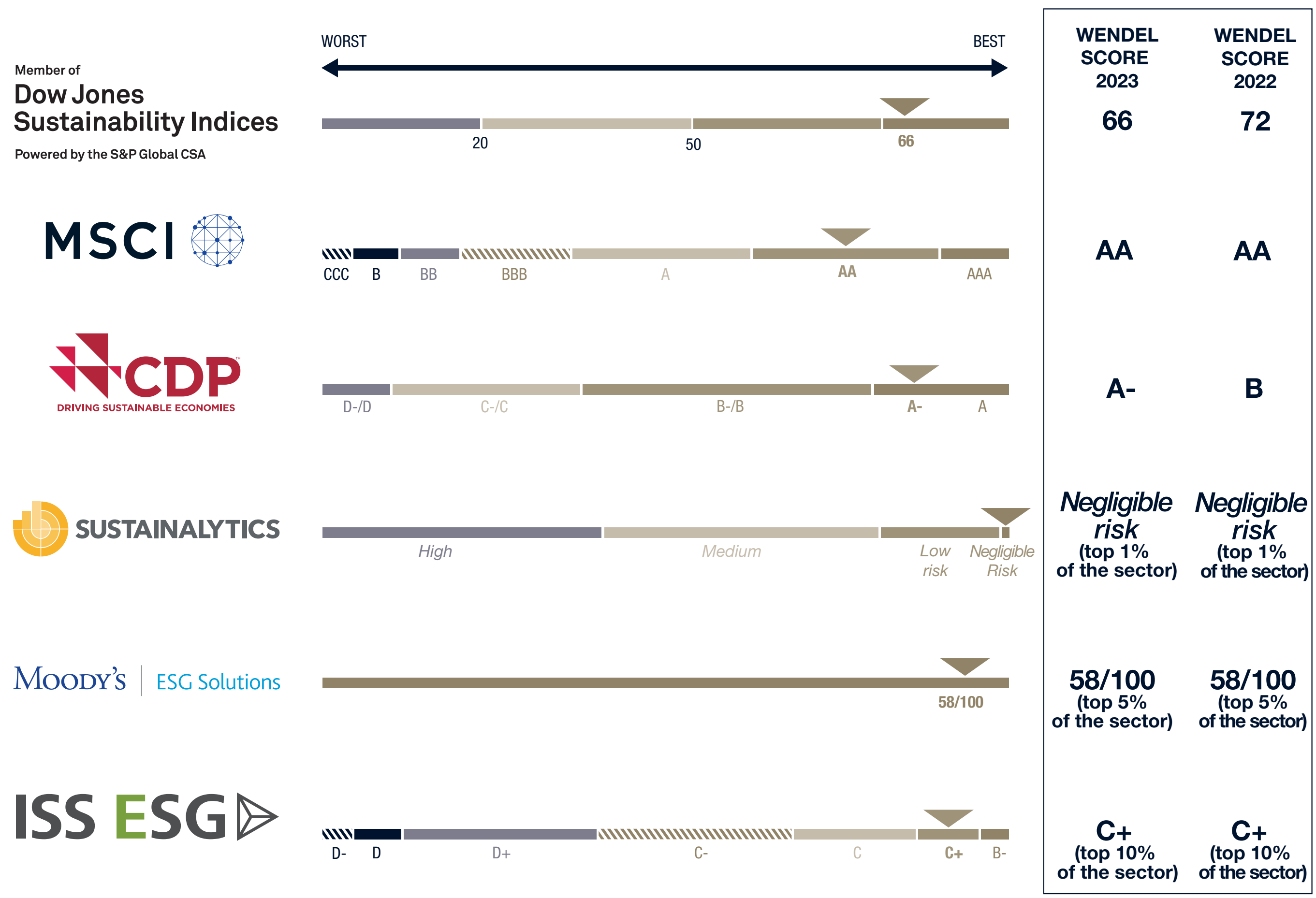
2022
Wendel confirms its inclusion in the DJSI World and Europe and rises in the CDP, earning a B rating for "Climate Change Management"

SCIENCE BASED TARGETS DRIVING AMBITIOUS CORPORATE CLIMATE ACTION

2023
Wendel undertakes to put in place Group-wide GHG emissions reduction targets, in accordance with the criteria defined by the SBTi

4.1.3 Summary of Wendel's non-financial ratings

Wendel's non-financial ratings compared to those of other companies in the sector



Wendel also obtained a rating of 84/100 in the ESG ratings campaign conducted by Ethifinance, up 2 points compared to 2022.

4.1.4 Wendel's main non-financial issues

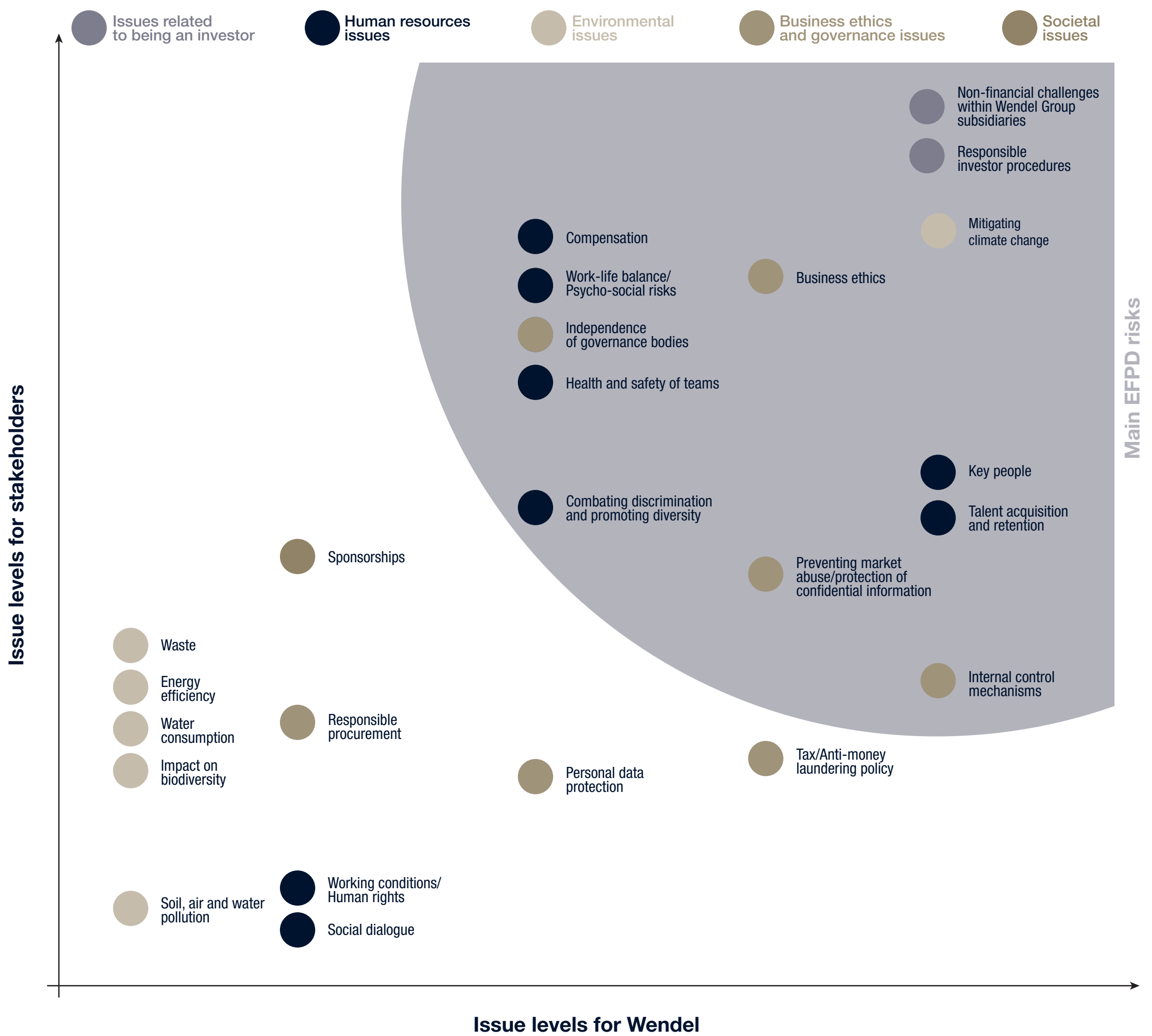
Wendel's main non-financial issues concern its investment activity and its portfolio companies. Drawn up in accordance with SASB standards, the risk materiality matrix is reviewed each year in light of Wendel's operational activities, changes in regulations and societal shifts.

Since 2021, a growing emphasis has been placed on the fight against climate change, which is closely monitored by the Executive Board and the Supervisory Board.

Section 4.1.5.5 – Climate Plan is dedicated to this subject.

In view of the implementation of the CSRD, Wendel carried out double materiality assessments in the second half of 2023 and the first half of 2024, as defined in the ESRS 1 standard. These assessments were carried out at the level of Wendel and each of its controlled portfolio companies. Consolidated results will be presented in Wendel's double materiality report (available in the "ESG, measuring our performance" section on Wendel's website from June 2024).

The main non-financial risks covered in the non-financial performance statement (NFPS) are presented in the upper circle of the following matrix:



The main non-financial risks derived from Wendel's materiality matrix are as follows:

- Wendel Group ESG issues and investment procedures;
- portfolio companies' ESG issues;
- issues related to climate change;
- issues related to Wendel's human resources: attractiveness and talent retention, compensation, promotion of diversity and non-discrimination;
- issues related to business ethics;
- issues related to the prevention of market abuse and protection of confidential information.

The cross-reference table below links the main non-financial risks to the policies implemented, as described in each of the sections of the NFPS below:

Main risks related to Wendel's business

Wendel Group's ESG issues and responsible investment procedures	Section 4.1.5 – Wendel Group's ESG strategy
Portfolio companies' ESG issues	Section 4.2 – ESG performance of controlled portfolio companies
Risks related to climate change	Sections 4.1.5 and 4.2 (integrated in Wendel's ESG risks and the portfolio companies' ESG performance)
Risks related to Wendel's human resources ■ Key men and women ■ Work-life balance ■ Mental health risks ■ Health at work ■ Combating discrimination and promoting diversity	Section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion
Risk of non-independence of governance bodies and control mechanisms	Section 4.3.3 – Governance and business ethics
Risks related to business ethics	Section 4.3.3 – Governance and business ethics

Non-financial issues within Wendel Group subsidiaries

- **As of December 31, 2023, Wendel is the majority shareholder of Bureau Veritas, Stahl, CPI, ACAMS and Scalian[1]. These companies are therefore covered by Wendel's NFPS.** Wendel provided a methodology for identifying and prioritizing the main non-financial risks to the companies within this scope (excluding Bureau Veritas[2]): Stahl, CPI, Scalian and ACAMS. The results of this work have been approved by the appropriate governing body (Board of Directors or Audit Committee depending on the company) and the risk analysis methodology used was reviewed by an independent third party. The main risks are presented for each of the controlled companies (section 4.2 – ESG performance of controlled portfolio companies).
- **Bureau Veritas, Wendel's largest controlled company[3], publishes its own NFPS, available in its 2023 Universal Registration Document, certain sections of which are published in this document.**
- **Since Wendel is not a sector-specific investment company, the Group's holdings are expected to develop ESG policies that address their specific issues. Wendel therefore does not consider it appropriate to consolidate all the risks and all the indicators used since, in certain cases, this information would have no operational significance.**
- **However, as part of its ESG strategy, Wendel encourages the companies to take into account four priorities: the fight against climate change, the safety of employees, gender parity and the ESG performance of the product or service offering. Consolidated indicators are published for these priorities, reflecting Wendel's role as a responsible investor.**

(1) The financial statements of these companies are all fully consolidated by the Group. The non-financial performance statement (NFPS) covers Wendel's scope of consolidation and is reviewed by an independent third-party (ITP), in accordance with the provisions of Article L. 225-102-1 of the French Commercial Code.
(2) As a listed company, Bureau Veritas must issue its own NFPS.
(3) Listed on Euronext Paris and part of the Next 20 index (Compartment A, ISIN Code, FR0006174348, ticker symbol: BVI).

Wendel's ESG approach is rooted in a firm belief in the core values of Engagement, Excellence, and Entrepreneurial Mindset.

These values guide Wendel's behavior both as a company and as an investor in order to accomplish its mission, which is to partner with entrepreneurial teams to build sustainable leaders whose long-term performance will create value for all stakeholders.

To this end, and as part of the ESG strategy published at the beginning of 2020, the main thrust of which was set for 2023, Wendel has defined two main levers:

(1) **its behavior as an investor.** As a professional shareholder investing for the long term, Wendel wants to have a positive impact on society and contribute to a sustainable future by supporting its companies in their transformation to become sustainable leaders;

(2) **its behavior as a company, and its commitment to its employees and communities.**

Wendel has set commitments with clear and measurable objectives. It has implemented the resources necessary to achieve them.

This roadmap is in its third and last year of deployment in 2023. In 2024, a new roadmap will be deployed at the level of Wendel and its portfolio companies. In particular, it will take into account the results of the various double materiality assessments carried out in 2024, in compliance with the CSRD, applicable to Wendel's consolidated scope from fiscal year 2024.

4.1.5 Wendel Group's ESG strategy

4.1.5.1 Organization of ESG governance

Wendel believes that corporate ESG (environment, social, and governance) issues are a driver of growth and progress for the Group. Through its long-term action, Wendel encourages its companies to implement ESG practices. At the same time, it defines its own ESG policy that is adapted to its role of investor and applied by a core team of professionals.

ESG issues are addressed at all levels of governance.

For Wendel

Non-executive governance

Tasks relating to Wendel's ESG strategy and non-financial information are allocated as follows within the Supervisory Board and its committees:

Supervisory Board	Audit, Risks and Compliance Committee	Governance and Sustainability Committee
ESG strategy and consideration of ESG issues ▪ Review ESG strategy (mission statement and values, roadmap and priorities) ▪ Take ESG issues into account in the Group's main decisions, particularly in terms of investment ▪ Review the work of the committees regarding ESG ▪ Review the gender diversity policy in governing bodies ▪ Gender and pay equality ▪ Succession plan of the Executive Board and the Supervisory Board	**Non-financial information** ▪ Review non-financial information intended for publication ▪ Monitor the achievement of key ESG performance indicators ▪ Ensure that non-financial information comes from a structured process, including CSRD implementation ▪ Be informed of the selection process of the independent third party, and its annual audits ▪ Participate in the CSRD sustainability auditor selection process ▪ Inform the Supervisory Board of any observations it considers relevant with regard to ESG reporting	**ESG objectives and ESG skills at governance level** ▪ Ensure that the Board has the required skills to assess ESG issues, risks and opportunities, and understand applicable rules and standards in this area ▪ Review the choice of the main ESG performance indicators made by the Executive Board ▪ Define and assess ESG objectives applicable to the short term and long term Executive Board members' compensation items

The Supervisory Board discusses ESG matters on a regular basis, both at plenary sessions and within the Audit, Risks and Compliance Committee and the Governance and Sustainability Committee. In 2023, the following points were addressed:

- **Supervisory Board:** European Green Taxonomy training – 1 session;
- **Governance and Sustainability Committee:** monitoring of Wendel's non-financial ratings; definition (for 2023) and assessment (for 2022) of ESG objectives underlying the Executive Board's annual variable compensation; assessment of the achievement of performance conditions (including ESG conditions) for stock option and performance share plans; review of the results of the assessment of the functioning and work of the Supervisory Board and committees and presentation of recommendations to the Board, notably concerning the enhancement of ESG skills – 3 sessions;
- **Audit, Risks and Compliance Committee:** monitoring of the implementation by controlled portfolio companies of corrective action plans to address climate risks; review of resilience plans of controlled portfolio companies; monitoring of non-financial performance indicators (notably ESG); review of GHG emissions mitigation commitments at Wendel level (SBTi commitment); follow-up of the processes deployed at the level of Wendel and its portfolio companies concerning the European Taxonomy; review of approaches to achieve CSRD compliance; follow-up of the work of the independent third-party organization on the NFPS; preparation of the selection process for the sustainability auditor – 4 sessions.

Executive Governance – Executive Board

- The Executive Board establishes the Group's strategic direction and ESG roadmap.
- The Sustainable Development department established by Wendel in 2011 reports directly to the Board and coordinates initiatives in this area. It is supported by an **ESG Steering Committee**. The committee is chaired by David Darmon, member of the Executive Board, and is made up of two of the Company's Operating Partners and representatives from Wendel's different business and support divisions: Internal Audit department, General Secretariat, Sustainable Development and Communications department, Financial Communications department, Human Resources and Operational Resources department. It meets every quarter to monitor the Group's and its portfolio companies' ESG ratings and progress made on rolling out the 2023 ESG roadmap.
- The rollout of the portfolio companies' ESG roadmaps is monitored by the ESG team and Wendel's Operating Partners, who provide operational support for major ESG projects (monitoring financial and human resources, anticipating regulations such as CSRD, defining and monitoring variable compensation targets for the management teams linked to ESG performance conditions, monitoring of product and service offers related to sustainability, etc.).

In 2023, the following ESG themes were addressed at the Executive Governance level:

- Executive Board: presentation of non-financial results for 2022, approval of objectives for the GHG emissions mitigation plan (Wendel and portfolio) as part of Wendel's SBTi commitment in 2023;
- ESG Committee: approval of Wendel's SBTi targets, ESG integration of Scalian, preparation of CSRD implementation for 2024, presentation of non-financial ratings, presentation of the NFPS 2023, etc.

Inclusion of non-financial performance criteria in compensation arrangements

- The members of the Executive Board and all members of the Coordination Committee (i.e., **20% of Wendel's workforce**) **receive a portion of their variable compensation contingent on the achievement of ESG objectives**. In addition to the Coordination Committee, staff from all of Wendel's functional departments contribute to the deployment of the 2023 ESG roadmap and develop initiatives that contribute to the sustainability of the Company's activity.

Key figures

- A portion of the variable compensation of **100% of the CEOs of controlled companies** is based on the achievement of ESG objectives.
- **20%** of Wendel's employees receive variable compensation contingent on the achievement of ESG objectives.
- **16.3%** of the compensation of Wendel's Group CEO is linked to ESG performance.

For Wendel's portfolio companies

Among the consolidated companies, Bureau Veritas, Stahl and Scalian each have their own CSR departments and specialized committees. Given their size, CPI and ACAMS do not have their own CSR departments but have appointed CSR managers within their structures.

Under Wendel's impetus, many ESG-related issues are discussed within the companies' governance bodies (Boards of Directors and Audit Committees). In 2023, this included:

- monitoring of climate resilience plans: Bureau Veritas, Stahl;
- validation of assumptions and KPIs related to the EU Taxonomy: Stahl;
- approval of double materiality assessments in the context of CSRD: Bureau Veritas, Stahl;
- monitoring of ESG roadmaps and objectives: Bureau Veritas, Stahl, CPI, ACAMS and Scalian for the first implementation of ESG objectives;
- monitoring of ESG reporting processes and audits as part of the NFPS: Bureau Veritas, Stahl and ACAMS.

A portion of the variable compensation of the CEOs of the consolidated companies is linked to the achievement of ESG targets defined by Wendel.

4.1.5.2 Sustaining dialogue with stakeholders

Wendel considers its stakeholders to be all persons or organizations directly or indirectly involved in the Group's business. Wendel endeavors to maintain a regular dialogue with each of them. This approach contributes to the Group's strategy in both its economic and societal aspects. The main methods of interaction with stakeholders are as follows:

WENDEL PORTFOLIO COMPANIES

- Attendance and voting at meetings of the Board of Directors
- Strategic and operational support (investment teams, operating partners, compliance and ESG teams, finance teams, etc.)

FINANCIAL AND MEDIA COMMUNITY

- Analyst conferences and regular press updates
- Annual Investor Day
- Conference calls/webcasts for half-yearly and quarterly results and other ad hoc strategic events
- Credit, equity, Governance and ESG roadshows
- Shareholders' Meeting
- Publication of communication materials relating to our business (press releases, brochures, letters to shareholders, website, social media, etc.)
- Shareholder Advisory Committee
- Perception studies

NON-EXECUTIVE EMPLOYEES

- Surveys on quality of life at work
- Social dialogue with employee representative bodies (if applicable under local regulations)
- Staff meetings
- Annual 360° assessments
- Corporate seminars

SUPPLIERS AND SERVICE-PROVIDERS

- Third-party assessment process
- Call for tenders or competitive bidding for larger service-providers

LOCAL NON-PROFITS AND COMMUNITY ORGANIZATIONS

- Wendel Cares endowment fund
- Organization of team seminars

TRADE ASSOCIATIONS

- Participation in working groups on the challenges faced by our sector

In 2023, Wendel continued its program of meetings with institutional and individual investors on the subject of ESG, by participating in dedicated conferences or by soliciting its investors who are sensitive to these issues. In total, around ten meetings were organized.

During the year, all major events organized for shareholders and investors (Shareholders' Meeting, Investor Day) included a presentation of the Group's ESG approach and the companies in its portfolio. The Group's communication media (brochures, social media, etc.) regularly include information on the ESG performance of Wendel and its companies.

The non-financial scores and ratings received by Wendel in 2023 are presented in section 4.1.3.

Lobbying activities

Wendel SE does not use any lobbying agencies.

Trade associations

As a listed company, Wendel contributes to marketplace discussion by participating in the work of all the major professional and financial market organizations of which it is a member: Afep, Ansa, Medef, France Invest, Paris Europlace, etc. In 2023, professional contributions amounted to approximately €148,000.

4.1.5.3 2023 ESG Roadmap

Building sustainable businesses

Invest to support the prosperity and transformation of companies that respect society and the environment

		2023 objective	2020	2021	2022	2023	Achievement
INVESTMENT	**Pre-investment phase**	100% of investment opportunities screened through Wendel's exclusion list	100%	100%	100%	**100%**	
		100% of investment opportunities reviewed through identification of the most material ESG risks and opportunities	100%	100%	100%	**100%**	
		Annual review of Wendel's exclusion list and business model resilience test criteria at Investment Committee and Supervisory Board levels	No	Yes	Yes	**Yes**	
		100% of ESG investment opportunities assessed (in-depth due diligence)	100%	100%	100%	**100%**	
	Ownership phase (Governance)	100% of controlled portfolio companies to have formalized an ESG transformation roadmap aligned with their global strategy	100%	100%	100%	**100%**	
		100% of controlled portfolio companies for which progress in relation to this roadmap is reviewed at Company Board level for each company annually	80%	100%	100%	**100%**	
		100% of controlled portfolio companies that have had a committee or Board of Directors review an ESG topic	80%	100%	100%	**100%**	
		100% of ESG roadmaps reviewed each year by Wendel's Executive Board	80%	100%	100%	**100%**	
		ESG roadmaps reviewed each year by Wendel's Governance and Sustainability Committee and/or Supervisory Board	Yes	Yes	Yes	**Yes**	
		100% of controlled portfolio companies have identified priorities for offering sustainable products and services	100%	100%	100%	**100%**	
	Ownership phase (Environment)	% of net sales associated with products with environmental added value (see section 4.1.5.4)	28%	53%	55%	**53%**	N/A
		100% of controlled portfolio companies monitoring their carbon footprint (Scopes 1, 2 and 3)	60%	100%	100%	**100%**	
		100% of controlled portfolio companies committed to reducing their emissions	60%	100%	80%	**80%**	
		Of which the pathway has been committed to or approved by the SBTi	*60%*	*75%*	*60%*	**40%**	100% excluding ACAMS, non-material
		100% of controlled portfolio companies to have assessed their exposure to physical and transition climate change risks and opportunities	100%	100%	80%	**80%**	100% excluding ACAMS, non-material
		Of which controlled companies that have implemented climate change risk resilience plans	*0%*	*0%*	*80%*	**80%**	N/A
		100% of controlled portfolio companies that have an environmental management system (in particular via ISO 14001 certification) for all or part of their activities	80%	75%	60%	**60%**	100% excluding ACAMS and CPI, non-material
	Ownership phase (social)	100% of controlled portfolio companies to have adopted a continuous improvement approach to health and safety in the workplace	80%	100%	80%	**100%**	
		Of which certified management systems (OHSAS 18001 or ISO 45001)	*80%*	*75%*	*60%*	**40%**	Not material for ACAMS and CPI Integration of Scalian in 2023
		100% of controlled portfolio companies that organize health and safety training	100%	100%	80%	**100%**	
		30% women among all people appointed directly or indirectly by Wendel to the relevant Boards (Boards of Directors or equivalent) in the portfolio	21%	26%	30%	**30%**	
		100% of controlled portfolio companies to be committed to improving gender balance in their workforce	80%	100%	100%	**100%**	
		% of women in the total workforce of controlled companies[(1)]	*29%*	*29%*	*29%*	**31%**	N/A
		% of women in management positions	*24%*	*23%*	*25%*	**30%**	N/A
		% of women in shareholder governance bodies	*23%*	*26%*	*29%*	**31%**	
		% of women in operational governance bodies[(1)]	*22%*	*21%*	*27%*	**39%**	

(1) Indicators calculated excluding Scalian, which joined the Group in July 2023. In view of the integration of Scalian during 2023, non-financial reporting has been focused on indicators covered by a reasonable assurance audit by the independent third-party.

Building sustainable businesses

	2023 objective	2020	2021	2022	2023	Achievement
GOVERNANCE	% of CEOs in the controlled portfolio whose variable compensation is contingent on progress on their ESG roadmaps	80%	100%	80%	**100%**	●
	Define a % of total compensation of the Executive Board contingent on progress on ESG issues	Only variable portion indexed to ESG	19.2%	16.9%	**16.3%**	●
	A variable portion of the Coordination Committee's compensation to be contingent on the progress made by all portfolio companies on their ESG transformation roadmaps	Yes	Yes	Yes	**Yes**	●
	Progressively align Wendel's annual non-financial reporting with international standards, such as the Task Force on Climate-related Financial Disclosures (TCFD) reporting framework	No	Yes	Yes	**Yes (see section 4.1.5.5)**	●

4.1.5.4 Responsible investment strategy

Integration of non-financial performance throughout the investment cycle

Risks and opportunities

By investing for the long term, Wendel is committed to working with entrepreneurial teams to build sustainable leaders. Wendel believes it is essential for the companies in which it invests to take into account non-financial issues, both in terms of the risks they may involve and the sustainable value creation opportunities.

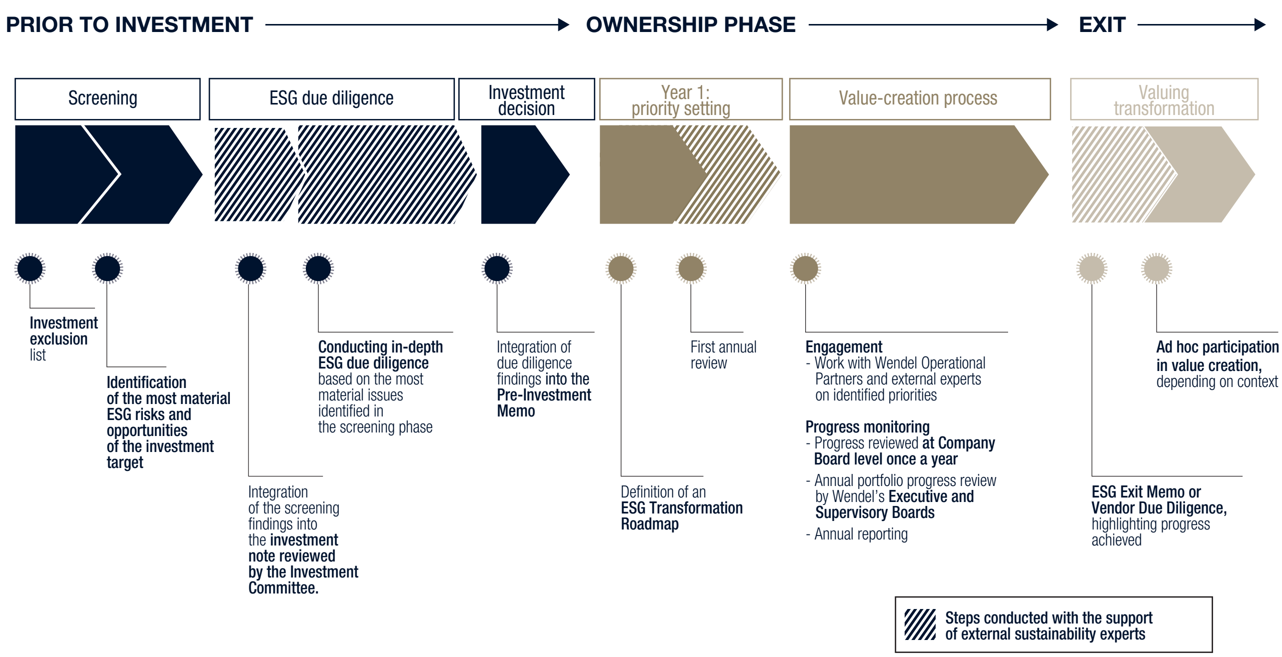
As a long-term shareholder, Wendel is convinced that taking ESG (Environmental, Social and Governance) criteria into account in its investment activity is an essential factor in creating value. Wendel sets itself apart by emphasizing the importance of an ESG commitment and strategy during the holding phase of its portfolio companies, with a two-fold objective: to define relevant commitments for each investment, accompanied by clear, measurable objectives; and to provide the portfolio companies with its expertise and support on ESG issues.

Wendel makes sure that management in its portfolio companies takes the appropriate measures to prevent and/or mitigate non-financial risks and seize every opportunity to create value over the long term. For Wendel, this is a matter of strengthening its positive impact – in strict compliance with its role as a shareholder and with rules of governance – on the companies in its portfolio by encouraging them to take non-financial issues into account in a tangible way.

Policies and outcomes

Wendel has defined a responsible investment procedure that is enriched through regulatory developments as investment opportunities arise, and integrates the study of risks and opportunities throughout the cycle of its investments.

Responsible investment procedure



Prior to the investment

Exclusion policy

The exclusion policy is reviewed each year by Wendel's Executive Board.

In addition to refraining from investing in entities involved in the production, marketing, use of, or trade in, illegal products or activities, Wendel will also not invest in entities directly responsible for the production, distribution, marketing or trade in:

1. tobacco;
2. pornography;
3. controversial weapons, as defined by the following treaties:
   - the Treaty on the Non-Proliferation of Nuclear Weapons (1968),
   - the Biological Weapons Convention (1975),
   - the Chemical Weapons Convention (1997),
   - the Ottawa Treaty (1997) on anti-personnel mines,
   - the Convention on Cluster Munitions (2008);
4. firearms;
5. gambling facilities or products;
6. coal mining and coal-based power generation;
7. narcotics;
8. fur;
9. asbestos.

In addition to the sector exclusions set out above for all of the Company's direct investments, Wendel will also pay the utmost attention to indirect economic exposure to these business segments, in particular when examining investment opportunities that have passed the first filter of the exclusion list.

ESG due diligence

Once it has been established that an investment opportunity complies with Wendel's exclusion policy, the investment team works with the Sustainable Development department on ESG due diligence. Depending on the materiality and complexity of the issues identified, Wendel's teams may refer to external experts. This could include hiring consulting firms or calling experts, for example. In this phase, climate-related issues are analyzed. Wendel assesses both the investment opportunity's carbon intensity and its capacity to decarbonize. In addition, Wendel ensures that its investment teams are trained in these issues (annual ESG training for the Coordination Committee, ESG training for the Wendel North America investment team, awareness-raising for all employees with the "Climate Fresk" and "2tonnes" workshops).

	2023	2022	2021
Number of investment team members trained in ESG work to be undertaken in portfolio companies	100%	100%	100%
Percentage of investment opportunities studied that have undergone due diligence covering ESG risks and opportunities	100%	100%	100%

Ownership phase

Systematically integrate ESG into senior executive compensation at Wendel and its controlled companies

Wendel's management and the management teams of the controlled companies are held accountable through the alignment of their variable compensation with non-financial performance.

	2023	2022	2021
% of the management teams of controlled portfolio companies whose variable compensation is aligned with the ESG performance of their company	100%	80%	100%
% of the Group CEO's total compensation contingent on the Group's ESG performance	16.3%	16.9%	19.2%
% of Wendel teams whose variable compensation is contingent on ESG performance criteria	20%	20%	23%

Constantly improving the quality of non-financial information in the absence of a stabilized normative ESG framework

Wendel's responsible investor approach also covers its ability to measure as rigorously as possible the non-financial performance of its business and that of its companies, business sectors ranging from services to industry, in the case of Stahl. Within this framework, Wendel's ambition is to put in place procedures aimed at aligning the production of its non-financial information with that of its financial information. In particular, since 2022, four consolidated KPIs on the controlled companies scope have been covered by a reasonable assurance audit[1] initiated by Wendel (see section 4.7). This constant improvement approach will be pursued in the coming months. The attention paid to the quality of non-financial information makes it possible to:

- address the most material ESG topics for the Group;
- regarding climate, have the Company's carbon footprint reliably assessed on Scopes 1, 2 and 3 on an annual basis;
- improve the readability for all stakeholders of Wendel's non-financial performance with regard to the wide range of international ESG reporting standards;
- allow investors to form an opinion on the Wendel Group's ESG strategy.

Standard or reporting exercise	Status
CSRD reporting	Preparatory work: June 2023 to December 2024
Reporting to non-financial rating agencies: CSA (S&P), PRI, CDP, MSCI, ISS, Sustainalytics	Voluntary reporting since 2021
Task Force on Climate-related Financial Disclosures (TCFD)	See Climate Plan chapter –built on TCFD recommendations and TCFD report available on Wendel's website
GHG Protocol	All controlled portfolio companies carry out a Scope 1, 2 and 3 carbon assessment in accordance with GHG protocol standards

(1) As Scalian joined the Group in 2023, it has not been included in the audit scope for this fiscal year.

Support the deployment of strategic roadmaps on the portfolio companies' material issues

Wendel relies on a hybrid system composed of Operating Partners and the Sustainable Development department, which makes it possible to integrate ESG into the companies' strategy and governance.

As a shareholder, the Wendel Group is not involved in the operational management of its subsidiaries. It does however ensure, mainly through permanent communication with their management and the Boards of Directors, that these companies gradually integrate ESG issues into their risk management and strategies.

In addition to setting objectives, Wendel assists its portfolio companies in monitoring and complying with European regulations (CSRD, Taxonomy, etc.), and in implementing their climate strategies (help with the analysis of physical and transition risks, review of decarbonization plans, etc.).

Each portfolio company has its own strategic roadmap in which its ESG commitments are formalized (see section 4.2 – ESG performance of controlled portfolio companies). The roadmaps address the material issues specific to each company, as well as the four priority topics defined by Wendel:

Priority topics defined by Wendel in the ownership phase

Employee health and safety	Climate change mitigation	Gender balance and diversity	Products and services with added environmental value

Overview of the 2023 ESG performance of the consolidated portfolio companies based on Wendel's four priorities

In order to facilitate the readability of ESG performance at the portfolio level, Wendel makes sure to present a consolidated measurement indicator for these priority issues whenever possible. In 2023, with the exception of the percentage of sales generated by products or services with added environmental value, all priority KPIs showed positive trends:

		Bureau Veritas	Stahl	CPI	ACAMS	Scalian (acquisition 2023)	WENDEL PORTFOLIO – CONTROLLED ASSETS	CHANGE 2022/2023
CLIMATE CHANGE	Emissions (Scopes 1 to 3) ✓	741,684 tCO_2eq	643,138 tCO_2eq	3,204 tCO_2eq	1,112 tCO_2eq	7,810 tCO_2eq [1]	197 tCO_2/€m of net sales	-46 % in tCO_2/€m
	Weight of emissions in the controlled portfolio	53%	46%	0.2 %	0.1%	0.6%		
	Reduction targets	YES	YES	YES	NO	In progress - 2024		
	SBTi status	1.5 C° by 2030 Approved	1.5 C° by 2030 Approved	NO	NO	In progress - 2024		
	Targets	-42% Scopes 1 and 2 (2030) -25% Scope 3 (2030)	-42% Scopes 1 and 2 (2030) -25% Scope 3 purchased goods and services (2030)	-10% 2024 Scopes 1, 2 and 3	NO	In progress		
DIVERSITY AND GENDER PARTY	% women on the Board of Directors ✓	42%	13%	29%	40%	25%	31%	+2 pp
	% women in management positions[3] ✓	30%	25%	56%	48%	26%	30%	+5 pp
	Targets to enhance parity	35% women in management positions	25% women in management positions by end-2023	45% to 50% women on the Board of Directors by 2024	Maintain the current parity (49% of women managers)	Diversity action plan for 2024		
HEALTH AND SAFETY	Frequency rate of work-related accidents ✓	0.13[2]	2.24	1.28	1.54	1.72	0.74	-22%
	Health and safety management system (OHSAS 18001 or ISO 45001)	YES	YES	NO Non-material	NO Non-material	NO		
SUSTAINABILITY OF PRODUCTS AND SERVICES	% of net sales from products or services with environmental value added	56%	53%	Not applicable	Not applicable	2%	53%	-2 pp
	Offers of products or services with value added	BV's Green Line (sustainable services and solutions)	Water-based products eligible for the Taxonomy under the category "Other low carbon manufacturing technologies"			Sustainable services and solutions		

(1) GHG emissions for the 2022 calendar year, as Scalian's carbon footprint for 2023 was not available as of the date of publication of the URD.
(2) Calculated according to Bureau Veritas' methodology (number of accidents with lost time x 200,000)/theoretical number of hours worked. Frequency rates are presented n theoretical hours.
(3) Calculated according to Wendel's definition: any employee with at least one direct report is considered to be a manager.
✓ Indicators subject to a reasonable assurance audit (only Scopes 1 and 2 for emissions).

1. **Climate change mitigation**

See Climate Plan presented in section 4.1.5.5.

2. **Employee health and safety**

- **The average frequency rate of workplace accidents in the portfolio of consolidated companies was 0.74, down 22% compared to 2022** (0.95). The average severity rate was also down for the fourth consecutive year (0.01 in 2023 compared to 0.02 in 2022, 0.03 in 2021, and 0.04 in 2020). On a like-for-like basis, the frequency rate decreased by 15%, from 0.83 in 2022 to 0.70 in 2023.
- 100% of controlled companies have implemented a continuous improvement process for health and safety in the workplace (not applicable to ACAMS due to its fully remote internal organization).

3. **Promotion of diversity and gender parity**

- **Readings on the gender balance indicators defined by Wendel for its portfolio companies were all up:**
  - the percentage of women among the directors appointed by Wendel was 31% in 2023. This represents a slight increase compared with 2022 (up 2 percentage points);
  - the average percentage of women in the operational governance bodies (e.g., Executive Committees) of portfolio companies increased significantly to 39% in 2023 from 27% in 2022. This increase is due partly to the exit of Constantia Flexibles from the scope of consolidation, and partly to the increased representation of women on the operational governance bodies of all Wendel's controlled portfolio companies. On a like-for-like basis (excluding Constantia Flexibles and Scalian), the ratio amounted to 39% in 2023, compared with 34% in 2022;
  - the average percentage of women in management positions within the Group's entities increased from 25% in 2022 to 30% in 2023. On a like-for-like basis (excluding Constantia Flexibles and Scalian), this ratio increased from 27% in 2022 to 31% in 2023;
- 100% of companies have incorporated gender-related commitments into their roadmap.

4. **Innovation and products or services with environmental added value**

The share of products and services with environmental added value offered by portfolio companies amounted to 53% of Wendel's consolidated net sales, a decrease of 2 percentage points (pp) in 2023. The decline is explained by the exit of Constantia Flexibles and its recyclable packaging offering from the portfolio. On a like-for-like basis, the share of products and services with environmental added value was unchanged from 2022 to 2023 (54% excluding Constantia Flexibles and Scalian). This indicator reflects the proportion of sales of products and services that contribute to environmental objectives (low-carbon products, environment-related services and inspections, climate change mitigation, etc.). Its calculation method differs from that used for Taxonomy reporting, which is outlined in section 4.4.

This ratio for products and services with environmental added value therefore covers:

- Bureau Veritas' "Green Line" certification services offering, which represents 55.6% of its net sales, was up 0.9 pp compared to 2022;
- Stahl's water-based products, eligible for the EU Green Taxonomy under the category "Other low-carbon manufacturing technologies", accounted for 52.9% of the company's sales in 2023 (a 3.9 pp decrease compared with 2022). On a like-for-like basis (excluding acquisitions), the ratio was up 1.8 pp. The composition of these products (high water and low solvent content) leads to a significant reduction in CO_2 emissions generated over the product life cycle. An emissions reduction target has been set; it is monitored on the basis of life cycle analyses carried out in accordance with ISO 14040/44 (see section 4.4 – European Green Taxonomy);
- Scalian's sustainable development services, including support with carbon audits, decarbonization strategies, life-cycle analysis and ESG reporting. It represents 2% of Scalian's sales for 2023.

CPI and ACAMS do not present sales with environmental added value due to their activity. However, both companies have a significant societal impact:

- the entire CPI training offer, which aims to reduce violent behavior and improve personal safety in the workplace (see section 4.2.3 on CPI's ESG performance and 2023 ESG portfolio performance report);
- the entire ACAMS training offer, which aims to combat financial crime (see section 4.2.4 on ACAMS' ESG performance and 2023 ESG portfolio performance report).

In line with Wendel's four ESG pillars and the aim of measuring the effective contribution of its companies to a universal sustainable growth objective, Wendel uses the United Nations Sustainable Development Goals (SDGs) framework to qualify the sustainability challenges that its activity enables it to meet. This reference framework is also used by controlled companies within the portfolio.

Wendel has selected SDGs that are aligned with its business and believes that its ESG performance strategy will make a contribution to achieving the following SDGs:

- **4.4** by 2030, substantially increase the number of youth and adults who have relevant skills, including technical and vocational skills, for employment, decent jobs and entrepreneurship;
- **5.5** ensure women's full and effective participation and equal opportunities for leadership at all levels of decision-making in political, economic and public life;
- **8.3** promote development-oriented policies that support productive activities, decent job creation, entrepreneurship, creativity and innovation, and encourage the formalization and growth of micro-, small- and medium-sized enterprises, including through access to financial services;
- **12.6** encourage companies, especially large and transnational companies, to adopt sustainable practices and to integrate sustainability information into their reporting cycle;
- **13.** take urgent action to combat climate change and its impacts.

Case study: Constantia Flexibles' ESG transformation during the 2015-2022 holding period by Wendel

Wendel acquired Constantia Flexibles, one of the world's leading manufacturers of flexible packaging, in March 2015 and sold it in September 2023.

Constantia Flexibles is a good example of Wendel's ESG commitment to its portfolio companies and the creation of non-financial value during the holding phase:

- **climate**: Constantia Flexibles set approved SBTi below 2° reduction targets for 2018. Over the period 2015 to 2022, emissions fell 17% in absolute terms. Constantia Flexibles also defined a climate change adaptation plan, approved by the Supervisory Board in 2022;
- **health and safety**: the frequency rate of workplace accidents fell from 13.4 points in 2014 to 2.08 points in 2022, a reduction of 11.2 points during the holding period by Wendel;
- **products with environmental added value**: in 2018, Constantia Flexibles committed that 100% of its packaging solutions would be designed for recycling by 2025. In 2022, 85% of the Constantia Flexibles product offering was either designed for recycling or had a recyclable alternative.

Thanks to these results, Constantia Flexibles was awarded an A rating by CDP in 2023, placing it among the 346 highest-performing companies out of 23,000 worldwide.

4.1.5.5 Climate Plan

Wendel is conscious of the urgency of the fight against climate change and the need to take its impact into account in its strategic planning and operational management.

In full compliance with its role as a shareholder, in 2023 Wendel continued to assist its controlled companies with the management of their climate strategy, in particular by monitoring climate change adaptation and mitigation action plans. Wendel ensures that all its controlled companies carry out an annual carbon assessment and identify short-, medium- and long-term reduction paths and targets that are compatible with the Paris Agreement, and implements a climate risk adaptation plan where risks have been identified.

The climate plan below is structured in two parts:

1. the GHG emissions mitigation plan, including metrics and reduction targets for Wendel and its portfolio companies;
2. the climate change adaptation plan, including action plans for transition and physical risks.

This climate plan is also presented in detailed format in line with the TCFD framework in the 2023 TCFD report available on Wendel's website.

Key figures:

- **100%** of controlled companies **measure their carbon footprint** every year, at Wendel's request within 18 months of their acquisition. Although Scalian will be included in the Wendel Group's scope of consolidation in 2023, it already has an exhaustive carbon footprint for the 2022 calendar year.
- **100%** of the controlled companies that have identified risks related to climate change adaptation (Stahl, Bureau Veritas, CPI) have developed a **climate resilience plan** approved by their Boards of Directors. Scalian will present its transition plan to the Supervisory Board in 2024. Identifying the risks associated with adapting to climate change is not relevant for ACAMS, which has a full remote work model.
- **4% reduction in Scope 1, 2 and 3 emissions in absolute terms on a like-for-like basis** (according to the PCAF financial control approach).
- **197 tCO_2 eq/€m of sales** on the consolidated scope (Scopes 1, 2 and 3).
- **46% reduction in carbon intensity** (Scopes 1, 2 and 3) relative to consolidated sales compared to 2022, and a **6% reduction on a like-for-like basis**.
- **90% of the Wendel Group portfolio's emissions** come from companies with SBTi-approved pathways.
  - ***98% of the portfolio's emissions from unlisted assets*** *are attributable to companies with* ***SBTi-approved*** *pathways.*
  - ***86% of the portfolio's emissions from listed assets*** *(controlled and non-controlled companies) are attributable to companies with* ***SBTi-approved*** *pathways.*

GHG emissions mitigation plan

Consolidation of emissions using the financial control approach – PCAF method

Under the financial control approach to consolidation, as defined by the PCAF (Partnership of Carbon Accounting Financials), the Company accounts for 100% of the emissions of controlled assets (Bureau Veritas, Stahl, CPI, ACAMS, Scalian and Wendel SE) and includes the emissions (Scopes 1, 2 and 3) of non-controlled assets in Scope 3, in proportion to its percentage interest. Emissions related to Wendel Growth investments are not included as they are not deemed material.

In tCO_2 eq	Total emissions – PCAF financial control approach 2023(1)	Total emissions – PCAF financial control approach 2022	2023-2022 change restated
Scope 1	85,828	203,705	-58%
Scope 2 market-based	78,305	167,206	-53%
Scope 3(2)	1,828,264	3,417,154	-46%
TOTAL (MARKET-BASED)	**1,992,397**	**3,788,065**	**-47%**

(1) As IHS Towers' 2023 Scope 1 and 2 emissions were only available after the publication of the URD, we have used the 2022 data. IHS Towers' Scope 3 emissions are not available. Scalian's Scope 1, 2 and 3 emissions are not available for 2023. We have used the 2022 data.
(2) The emission items included in the controlled portfolio companies' Scope 3 emissions are listed in section 4.2 – ESG performance of controlled portfolio companies. Downstream and/or upstream emissions taken into account depend on their materiality by business sector.

Consolidation of emissions using the financial control approach – SBTi method

The consolidation method proposed by the SBTi for financial institutions consists in including 100% of the emissions (Scopes 1, 2 and 3) of controlled assets in the Wendel Group's Scope 3 emissions, unlike the PCAF method. Emissions from non-controlled assets are also included in Scope 3, in proportion to the percentage interest.

The Scope 1 and 2 emissions below only include Wendel SE's Scope 1 and 2 emissions, essentially linked to energy consumption in the offices.

The reduction targets set out below are based on this consolidation methodology.

In tCO_2 eq	Total emissions – financial control approach SBTi 2023(1)	Total emissions – financial control approach SBTi 2022	2023-2022 change
Scope 1	18	20	-11%
Scope 2 market-based	98	140	-30%
Scope 3(2)	1,986,000	3,784,636	-48%

(1) As IHS Towers' Scope 1, 2 and 3 emissions and Constantia Flexibles' Scope 3 emissions were only available after the publication of the URD, we have used the 2022 data. IHS Towers' Scope 3 emissions are not available. Scalian's Scope 1, 2 and 3 emissions are not available for 2023. We have used the 2022 data.
(2) The emission items included in the controlled portfolio companies' Scope 3 emissions are listed in section 4.2 – ESG performance of controlled portfolio companies. Downstream and/or upstream emissions taken into account depend on their materiality by business sector.

Overall portfolio emissions were down 47% in absolute terms compared to 2022. This decrease is mainly due to the exit from the portfolio of Constantia Flexibles, which in 2022 represented 45% of emissions consolidated according to the financial control method.

On a like-for-like basis, emissions decreased by 4% in absolute terms. The intensity ratio of tons of CO_2 eq per million euros of consolidated sales was down 46% with the exit of Constantia Flexibles and **down 6% on a like-for-like basis**.

The biggest decline was in Scope 2, where all of the Group's portfolio companies recorded significant reductions. The change in the share of renewable energy is also explained by the exit of Constantia Flexibles, which accounted for 64% of total energy consumption and whose share of renewable energy was 28% in 2022. On a like-for-like basis, the share of renewable energy consumed rose slightly from 18% in 2022 to 19% in 2023.

Share of renewable energy consumed	2023	2022	2023-2022 change
Total energy consumed (in MWh)	357,397	981,043	-64%
Renewable energy consumed (in MWh)	67,166	237,786	-72%
Share of renewable energy (in %)	19%	24%	-5 pp

Focus on Wendel's SBTi commitment

In 2023, Wendel committed to implementing Group-wide greenhouse gas emissions reduction targets, based on the criteria defined by the SBTi and in line with the latest climate-related scientific advances. Wendel's targets were submitted to the SBTi for approval.

Wendel's short-term targets are two-fold:

- GHG emissions from Wendel's offices (Scopes 1 and 2): **-42% Scopes 1 and 2** *(baseline year 2022)*;
- GHG emissions of eligible companies[1] in Wendel's portfolio using a portfolio coverage approach derived from SBTi guidelines[2]: 100% of eligible portfolio companies SBTi approved by 2030.

The above commitments may be adjusted in line with the SBTi's recommendations before the targets are approved.

Three companies received approval of their reduction pathways by the Science-Based Targets initiative (SBTi) in 2023 based on a 1.5° pathway by 2030:

- Bureau Veritas, representing 37% of the portfolio's emissions at the end of 2023;
- Stahl, representing 32% of the portfolio's emissions at the end of 2023;
- Tarkett, representing 20% of the portfolio's emissions at the end of 2023.

At December 31, 2023, 90% of the portfolio's emissions were therefore covered by SBTi-approved targets.

Within the **scope of controlled companies**, the following objectives have accordingly been defined:

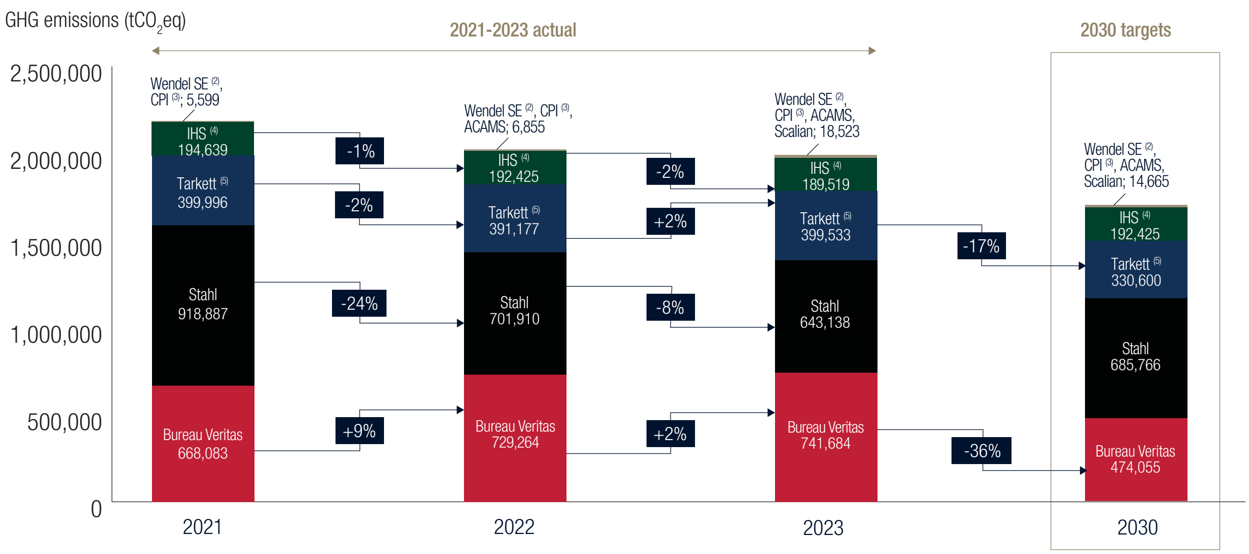
- Bureau Veritas – SBTi approved: -42% on Scopes 1 and 2 and -25% on Scope 3 by 2030 – *baseline year 2021*;
- Stahl – SBTi approved: -42% on Scopes 1 and 2 by 2030 and -25% on Scope 3 by 2030 – *baseline year 2021*;
- CPI: -10% of CO_2 eq emissions per employee (Scopes 1, 2 and 3) by the end of 2024 – *baseline year 2022*;
- Scalian: specialized in engineering and consulting for business transformation, the company joined the Wendel Group in 2023. The company has been calculating its carbon footprint since 2018 and has drawn up a transition plan including an action plan to mitigate its emissions. Under the impetus and support of Wendel, it plans to set reduction targets in line with SBTi standards by 2024;
- ACAMS does not currently have a GHG emissions reduction plan. This is due to its internal organization model based on full remote work and the absence of offices worldwide.

The detailed action plans associated with these targets for each of the portfolio companies are described in detail in Wendel's 2023 portfolio ESG performance report.

In the non-controlled companies scope, Tarkett has committed to reducing its Scope 1 and 2 emissions by 50% and its Scope 3 emissions in Category 3.1 "Purchased goods and services" and Category 3.12 "End-of-life treatment of sold products" by 27.5% by 2030 (baseline year 2019). The Company aims to reduce its overall emissions by 30% by 2030 and was SBTi approved in 2023. IHS Towers is committed to reducing the kWh intensity of its emissions by 50% on Scopes 1 and 2 by 2030 (baseline year 2021).

(1) All listed portfolio companies and unlisted companies in which Wendel holds an interest of more than 25% and has at least one seat on the Board of Directors (reference threshold of 15% for Venture Capital).
(2) Financial Sector Science-Based Targets Guidance (version 1.1) and Private Equity Sector Science-Based Target Guidance.

Portfolio emissions and 2030 reduction targets in absolute terms compared to baseline years[1]



(1) Scope 1, 2 and 3 emissions of the portfolio calculated according to the financial control approach of the GHG Protocol and the PCAF methodology.
(2) Wendel SE has defined a reduction target of -42% for Scopes 1 and 2 by 2030, which does not appear in the chart.
(3) CPI has defined an absolute yearly reduction target of -10% by the end of 2024, which does not appear in the chart.
(4) IHS Towers' emissions are weighted based on the holding ratio as of December 31, 2023. 2023 IHS emissions include Scope 1 and 2 emissions for 2022, as 2023 data were not yet available at the time of publication. The difference between emissions in 2022 and 2023 is attributable to the change in the holding ratio. The IHS Towers reduction pathway is not shown in the chart because it is expressed in relative terms (-50% on Scopes 1 and 2 in kWh intensity compared to 2021).
(5) Tarkett's emissions are weighted according to the percentage interest held as of December 31, 2023.

As illustrated in the above chart, the companies that have set absolute reduction targets have made significant progress:

- Stahl has reduced its emissions by 29% compared to 2021. This reduction is attributable to efforts on Scopes 1, 2 and 3 and a decline in purchasing volumes compared to 2021. It is likely that absolute Scope 3 emissions will increase in 2024, notably due to the impact of Stahl's acquisition of ISG, a unit of the ICP group (see section 4.2.3);
- Tarkett already reduced its emissions by 18% on Scopes 1, 2 and 3 between 2019, the baseline year, and 2023 (see Tarkett's Universal Registration Document).

Climate change adaption plan

In order to conduct this assessment, Wendel relied on the TCFD (Task Force on Climate-Related Financial Disclosure) framework, which has developed recommendations for communicating climate-relevant information. The objectives of this framework are to:

- promote more informed investment, credit and insurance decisions;
- enable stakeholders to better understand the exposure of assets to climate-related risks;
- enable companies to integrate climate-related risks and opportunities into their risk management and strategic planning processes.

The conclusions of the analysis conducted enabled Wendel to establish:

(i) its alignment with the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD);

(ii) a table of transition risks and physical risks to which Wendel and its controlled portfolio companies are exposed;

(iii) a short- and medium-term action plan to improve the climate resilience of controlled portfolio companies. Action plans were approved in 2023 by the governance bodies of companies for which significant risks have been identified.

The successful implementation of this climate plan is a condition for the 2021-2024 stock option plan for the Executive Board and for all employee beneficiaries of Wendel SE.

Wendel's alignment with the TCFD recommendations

The table below summarizes Wendel's alignment with the TCFD pillars. The full TCFD report is available on Wendel's website.

TCFD pillar	TCFD recommendations	Wendel positioning
Climate governance	Description of the roles of Management and the Board of Directors in assessing and managing climate-related risks and opportunities.	**The responsibility for managing the effects of climate change is borne at all levels of the Company.** See 4.1.5.1 Non-executive governance: ■ Supervisory Board: ESG strategy and taking climate issues into account, particularly in terms of investments; ■ Audit and Risks Committee: quality and relevance of climate-related non-financial information; ■ Governance and Sustainability Committee: ESG objectives and ESG skills at governance level. Executive Governance: ■ Executive Board: approval of the climate strategy and targets; ■ ESG Committee: coordination and definition of climate change mitigation and adaptation targets. Governance within the portfolio companies: ■ annual reviews of climate plans by the portfolio companies' governance bodies; ■ a portion of the variable compensation of all the CEOs of the consolidated companies is linked to the achievement of ESG targets, 80% of which relate directly to mitigating and/or adapting to climate change.
Corporate strategy	Identification of climate-related risks and opportunities identified over the short, medium and long term, and their impacts on the Company's businesses, strategy and financial planning. Alignment of the Company's strategy with a low-carbon pathway.	Wendel's approach as a long-term investor, strongly oriented towards value creation through ESG leverage, demonstrates that sustainability issues are at the heart of its strategy. Climate change management is positioned as one of the four ESG priorities established by the Company. Wendel's ESG team and the operating partners ensure that climate issues are integrated into the strategy of the portfolio companies. The climate strategy of controlled companies is reflected in the ESG objectives of the CEOs of controlled companies. Accordingly, 80% of the controlled portfolio companies have defined low-carbon products and services: ■ Bureau Veritas' Green Line segment on energy efficiency and low-carbon transition; ■ sustainability segment for Scalian's ESG reporting and decarbonization strategies; ■ Stahl's development of water-based products (with a better carbon footprint than solvent-based products); ■ digitalization of CPI's training courses.
Risk management	Description of the processes for identifying and managing climate-related risks, and integrating them into the Company's overall risk management process.	The risk factors to which Wendel is exposed, as presented in chapter 3, mention ESG and climate risks, demonstrating that these are integrated and prioritized in the Company's overall risk management. Physical and transition risk analyses have been presented to the governance bodies of each of the portfolio companies. Wendel, as an investor, also develops methodologies to fine-tune the consideration of the financial impacts on companies' valuations.
Metrics and targets	Having indicators to assess the Company's performance with respect to its climate-related commitments, in particular information on the Company's carbon footprint across all scopes, and setting reduction targets.	100% of controlled portfolio companies to offer a complete and published measurement of their carbon footprint, in accordance with GHG Protocol standards. Wendel's short-term climate objectives are set at two levels: ■ GHG emissions from Wendel's offices (Scopes 1 and 2): **-42% Scopes 1 and 2** *(baseline year 2022);* ■ GHG emissions of eligible companies[1] in Wendel's portfolio using a portfolio coverage approach from the SBTi guidelines[2]: 100% of eligible portfolio companies SBTi approved by 2030. At the end of 2023, emissions from the portfolio covered by an approved SBTi pathway represented 90% of the portfolio's emissions.

(1) All listed portfolio companies and unlisted companies in which Wendel holds an interest of more than 25% and has at least one seat on the Board of Directors (reference threshold of 15% for Venture Capital).
(2) Financial Sector Science-Based Targets Guidance (version 1.1) and Private Equity Sector Science-Based Target Guidance.

Exposure to physical hazards and transition risks (controlled scope)

The climate risk analysis is based on the classification table of climate risks and opportunities as defined by the TCFD for transition risks. For physical hazards, the modeling is based on RCP 8.5 weather scenario data for 2030 and 2050.

Transition risks and opportunities			
Transition risk/ opportunity	**Risk/opportunity category as presented in the TCFD classification**	**Description**	**Measures in place or recommended**
Transition risk	Carbon price increase	Estimates from the International Energy Agency anticipate a 250% increase in the price per metric ton of carbon by 2050, assuming a low-carbon transition[1]. No portfolio companies currently have facilities subject to the emissions trading scheme. This increase will mainly have indirect effects in the value chain of the portfolio companies (transportation, energy, commodities, etc.).	Measuring and anticipating the potential cost generated by a carbon emissions tax. For the portfolio companies and for future investment opportunities studied, a carbon cost is estimated where material. GHG emissions mitigation targets for Wendel and the portfolio companies according to SBTi standards. Vigilance with regard to the applicability of emissions trading systems (size of facilities, choice of geographical location, etc.).
Transition risk	Stricter regulations on emissions generated	Recent examples related to the EU taxonomy and the European Fit for 55 package demonstrate the strongly evolving nature of the regulations related to low-carbon alignment and emissions reduction. These new regulations generate direct costs (internal and external resources mobilized to verify compliance) as well as indirect costs over the long term (operational transformations necessary for compliance).	As a listed company, Wendel monitors changes in European and international regulations on climate impact reduction. It also encourages the controlled companies to respect the best standards in terms of reducing their emissions (e.g., emissions reduction pathway approved for Stahl, Bureau Veritas and Tarkett). The companies in the portfolio also carry out more specific monitoring of certain subjects to which they may be exposed (e.g., the carbon credit market, environmental labeling, circular economy, etc.).
Transition risk and opportunity	Change in commodities costs	The energy transition requires a rapid increase in renewable energy production capacity. Nevertheless, this transition to renewable energy will automatically reduce the current costs of renewable energy. Wendel and its portfolio companies are committed to significantly increasing the share of renewable energies in their total consumption. Renewables currently account for 19% of the Group's total consumption.	Securing multiple and diversified supply chains. Wendel monitors and controls the deliberations of the portfolio companies in order to optimize the quantities of products used. Participation in the improvement of recycling capacities in order to promote the reuse of certain commodities. In 2024, Wendel will roll out an application that analyzes climate risks in the value chain, particularly for the most exposed companies in its portfolio.

(1) World Energy Outlook study by the International Energy Agency, 2020.

Transition risks and opportunities			
Transition risk/ opportunity	**Risk/opportunity category as presented in the TCFD classification**	**Description**	**Measures in place or recommended**
Transition opportunity	Substitution of existing products and services in favor of low-carbon solutions	The transition to a low-carbon economy requires the transformation or discontinuation of certain products and services, the manufacture and consumption of which will become difficult to reconcile with the emission levels to be respected.	Wendel encourages its portfolio companies to monitor emerging trends and the risks of substitution in their respective products. The share of sales linked to products or services with environmental added value illustrates Wendel's determination to steer portfolio companies towards transition opportunities. Accordingly, the majority of the controlled portfolio companies have defined low-carbon products and services: ■ Bureau Veritas' Green Line segment on energy efficiency and low-carbon transition; ■ segment of Scalian's sustainability offering, including decarbonization strategy services; ■ Stahl's development of water-based products eligible for the European Taxonomy (with a better carbon footprint than solvent-based products). Wendel and its controlled portfolio companies are working to increase the share of these products and services.
Transition opportunity	Changes in consumer expectations	The transition to a low-carbon society is transforming the needs and consumption habits of society as a whole. While some products may be abandoned, new needs may emerge. The main examples within the Wendel portfolio are: ■ the development of needs related to corporate social responsibility, eco-efficiency, emissions reduction and climate change adaptation, as expressed by Bureau Veritas and Scalian group customers via the Net Promoter Scores calculated; ■ the management and support of trauma related to natural disasters or severe weather events.	Bureau Veritas' Green Line offering addresses all emerging needs related to the low-carbon transition (renewable energies, new forms of mobility, low-carbon buildings, etc.). Scalian's sustainability offering specifically addresses issues related to ESG performance, decarbonization of organizations, ESG reporting and life cycle analysis. CPI is involved in managing people who have survived severe climatic events, and its training includes emergency care workers and hospitals. Lastly, Stahl is actively involved in the Zero Discharge of Hazardous Chemicals (ZDHC) program, which is designed to promote the sustainable management of chemicals in the fashion industry. It is also a founding member of the Renewable Carbon Initiative.
Physical hazards and opportunities – moderate or severe risks			
At the Wendel portfolio level (save Bureau Veritas), four sites have been identified to date as vulnerable to potentially moderate or severe physical hazards by 2050. The identification of sites at risk of hazards is based exclusively on the RCP 8.5 scenario projections for 2050. This process does not therefore include the existence of protection measures put in place by the Company or by third parties (such as the local authority where the Company is located). This assessment of actual and effective risks at the most vulnerable sites was prepared in 2022 as part of the climate resilience plans of the relevant portfolio companies. Bureau Veritas estimates the number of sites exposed to high risk at 431 according to the RCP 8.5 scenario[(1)].			

(1) For more information, see "Climate change adaptation" in the Bureau Veritas 2023 Universal Registration Document.

4.2 ESG performance of controlled portfolio companies

This section presents the application of Wendel's ESG strategy, as described above, to controlled companies in the portfolio:

- 4.2.1 **Bureau Veritas**
- 4.2.2 **Stahl**
- 4.2.3 **Crisis Prevention Institute**
- 4.2.4 **ACAMS**
- 4.2.5 **Scalian**

Each of the sub-sections below includes:

i) a brief overview of the business and key figures;

ii) the ESG Roadmap – including the four pillars of Wendel's ESG strategy and the material issues specific to each investment;

iii) methodological information pertaining to the indicators presented.

The 2023 portfolio ESG performance report available on Wendel's website also presents the policies implemented to address the most material issues, as well as the climate change adaptation and mitigation plans, for each of the controlled companies.

4.2.1 Bureau Veritas

4.2.1.1 Business overview and key figures

GENERAL INFORMATION		
Activity	Global leader in Testing, Inspection and Certification (TIC) services	
Revenue	€5,868 million	
Revenue by region	Europe	35%
	Middle-East, Africa	9%
	Asia-Pacific	28%
	Americas	28%
HEADCOUNT		
Number of employees	81,511	
Headcount by region	Europe	22%
	Middle East, Africa	10%
	Asia	40%
	America (USA/Mexico)	28%
SUPPLY CHAIN		
Number of operational sites and offices	1,610 sites	
Services	Regulatory or voluntary compliance assessment Technical and regulatory assistance Services and solutions to support the implementation of sustainable strategies	
End markets	Buildings & Infrastructure Agri-Food & Commodities Industry Consumer Products Services Marine & Offshore Certification	
OTHER INFORMATION		
ESG Ratings	S&P Global	83 (1/184)
	MSCI	AA
	Sustainalytics	9.1 (1/72)
	Moody's	70
In Wendel's portfolio since	1995	

4.2.1.2 ESG Roadmap

This section summarizes the main terms of the Bureau Veritas Non-Financial Statement (NFS). The full version of the NFS is published in the Bureau Veritas Universal Registration Document.

Bureau Veritas tracks 19 CSR internal management indicators on a quarterly basis. The annualized performance of these indicators is presented in the table below:

	2023	2022	2021	2028 target
Scope 1 & 2 emissions (ktCO_2eq)	149	151	159	107
Scope 3 emissions (ktCO_2eq)	592	578	509	410
Share of renewable energy	9.9%	9.5%	4.0%	40%
Number of certified energy efficient sites	N/A	N/A	N/A	-
Number of labelled eco-sites	N/A	N/A	N/A	-
Total Accident Rate (TAR)	0.25	0.26	0.27	0.23
Lost days rate	0.13	0.16	0.19	0.13
Number of fatalities	0	2	0	0
Learning hours per employee	36.1	32.5	29.9	40
Share of employees participating in a performance review	63%	57%	55%	95%
Employee engagement score	70%	69%	70%	76%
Rate of internal recruitment to leadership and expert positions (from the Executive Committee to Band IV)	N/A	N/A	N/A	35%
Global gender balance	31%	30%	30%	35%
Gender balance in senior leadership (EC-II)	29%	29%	27%	36%
Gender balance in leadership and experts (EC-IV)	27.3%	27%	N/A	36%
Gender pay ratio	0.93	0.97	-	1
Proportion of employees trained to Bureau Veritas Code of Ethics	97.4%	97.1%	95.8%	99%
Number of Bureau Veritas Code of Conduct breaches	91	51	N/A	N/A
Share of suppliers covered by the Bureau Veritas Code of Conduct	54%	55%	60%	75%

4.2.1.3 Reporting methodology

The indicators presented in this section were calculated based on data collected from the Bureau Veritas operating groups. These data were then consolidated by the Bureau Veritas departments concerned (Human Resources, Legal Affairs and Audit, QHSE, Technical, Quality, Risks and Finance) using proven methods. Changes in methods or scope are reported systematically.

The data are presented on a consolidated scope basis in 2023 (from January 1 to December 31), except the indicators below:

- the number of employees used in the calculation of Health and Safety indicators is based on employees in November 2023;
- the following environmental data are calculated on a 12-month rolling basis (from October 1, 2022 to September 30, 2023): Scope 1, 2 and 3 CO_2 emissions for waste and business travel.

The information presented in this section is based on the Bureau Veritas group's Non-Financial Statement (NFS), included in its 2023 Universal Registration Document. The Bureau Veritas group's NFS has been reviewed by an independent third party in accordance with Article R. 225-105 of the French Commercial Code. The complete NFS and the Independent Third Party's report are available in the Bureau Veritas Universal Registration Document.

4.2.2 Stahl

4.2.2.1 Business overview

Stahl is a world leader in specialty coatings and treatments for flexible substrates. Its products add functionality, durability and comfort to many different materials used in everyday life. Through its continuous focus on innovation and reducing environmental footprint, Stahl's unique service model and premium solutions add value to various industries.

GENERAL INFORMATION		
Activity	Stahl is a world leader in specialty coatings and processing chemicals that provide functionality, durability and comfort to many different materials used in everyday life.	
Revenue	€913.5 million	
SALES BY REGION		
	Asia-Pacific	42%
	EMEA (Europe, Middle East & Africa)	35%
	North and Central America	16%
	South America	8%
HEADCOUNT		
Number of employees	1,802	
HEADCOUNT BY REGION		
	EMEA (Europe, Middle East & Africa)	50%
	Asia-Pacific	20%
	India and Pakistan	15%
	North and South America	15%
PRODUCTS & SUPPLY CHAIN		
Number of manufacturing sites	14 manufacturing sites (11 excluding ICP) (59% of volume produced in the EU, 97.7% of volume from ISO 14001-certified sites excluding ICP sites)	
Products: resources/use of resources/ final products and market	Specialty performance coatings Leather processing chemicals Packaging coatings	
Outsourced activity	The manufacture of part of Stahl's leather chemicals portfolio is outsourced to a third party, under supply agreements.	
Value Chain Position	Stahl's unique position at the end of the chemical supply chain (i.e., its direct customers are not chemical companies) means that it is dependent on the chemical and biotech industries for the supply of its raw materials. This also means that its factories are not heavily energy intensive, i.e., Stahl doesn't have cracking, distillation or pyrolysis processes.	
OTHER INFORMATION		
In Wendel's portfolio since	2006	
ESG ratings	EcoVadis 2023 Platinum rating	

Note: This business overview excludes the ICP Industrial Solutions Group, acquired by Stahl in 2023.

4.2.2.2 ESG Roadmap

ESG issue	ESG Roadmap Topic	Target	KPIs	Unit	2023	2022	Change	Remarks on 2023 achievement in relation to the target
Climate Change	Reduce Scope 1 and 2 emissions	Absolute reduction in Scope 1 and 2 emissions of 42% (2021 vs 2030)	Scope 1 and 2 emissions	tCO_2 eq	12,581	16,469	-24%	SBTi approval obtained in May 2023.
	Reduce Scope 3 emissions	Absolute reduction in Scope 3 category 1 purchased goods and services of 25% (2021 vs 2030)	Scope 3 emissions	tCO_2 eq	630,557	685,441	-8%	SBTi approval obtained in May 2023.
	Renewable energy located at or near Stahl factories	Three sites using on-site renewable sources (solar panels) (minimum 20% of total on site energy) by 2023 & six sites by 2030	Number of sites using on-site renewable sources (solar panels)	Number of sites	4	3	+33%	49% of Stahl's global energy consumption is renewable (solar panel, renewable electricity, agri briquettes). In Singapore (2023), Mexico (2022), India (2022) and Brazil (2018), energy from solar panels is used for electricity.
	Climate resilience and adaption	Implement a Climate resilience and adaption plan	Implementation of the resilience plan and approval by the Board	Yes/no	Yes (approval at Board level)	Yes (approval at Board level)		Climate resilience plan discussed and approved by Stahl Board in December 2021, 2022, and 2023.
Sustainable products	Safe chemistry (ZDHC) and improved water footprint	80% of Stahl portfolio for the footwear, garment & accessories segment to be ZDHC-certified by 2023	Number of Stahl products (% of total portfolio sales revenue) at ZDHC level 3 Gateway conformance	Number of products	63%	73%	-10 pp	Ongoing external testing of portfolio products & raw materials, and auditing of our manufacturing sites, to maintain and grow the % of products registered at ZDHC level 3 Gateway conformance.
	Environmental footprint – Measuring: Environmental Impact data via Life Cycle Assessment (LCA) methodology	ISO 14044 LCA data for a minimum of 50 strategic products	Number of strategic products with available LCA/LCI data	Number of products	353	160	+121%	In 2023, the company added 193 products for which the Carbon Footprint data is available, bringing the total to 353 products (47% of sales revenue).
	Environmental certification: ISO 14001 certification (environment)	ISO 14001 for all Stahl sites by 2030	Number of sites with ISO 14001 certification	Number of sites certified	9 out of 11 sites	8 out of 11 sites	+12.5%	97.7% of Stahl's production volume is produced at ISO 14001-certified manufacturing sites.
Sustainable use of resources	Sustainable use of water	-	Water withdrawals	m^3	598,726	644,268	-7%	-
		-	Water consumption	m^3	161,108	N/A	-	-
ESG issues in the supply chain	ESG performance in the supply chain: Supplier performance & external EcoVadis rating for Stahl	By 2023: external rating for top 10 suppliers in EcoVadis: minimum rating of 60/100	Average score in EcoVadis rating of Top 10 suppliers (based on spend/€)	Average score	68.7	65.7	+3	Continuous progress on encouraging suppliers to improve their Ecovadis ratings.
		Maintain Platinum EcoVadis rating	EcoVadis rating Stahl	Medal rating (score out of 100)	Platinum rating (80/100)	Platinum rating (77/100)	+3	Platinum EcoVadis achieved in 2022 and 2023. Focus is on maintaining this level. EcoVadis performance bar is continuously rising.

ESG issue	ESG Roadmap Topic	Target	KPIs	Unit	2023	2022	Change	Remarks on 2023 achievement in relation to the target
Health and safety	Health and safety: Safe working environment (OHS) for Stahl employees and contractors at Stahl sites	Zero accidents, all Stahl locations & staff (including contractors)	TRIFR (total recordable injury frequency rate)	Rate	2.391	2.325	+3%	TRI-FR consolidated a stable low value compared to Stahl's record.
			LTIFR (lost time injury frequency rate – employee)	Rate	2.239	1.638	+37%	In 2022, Stahl reported 6 events causing 142 days lost. In 2023, the number of LTI events was 8, causing 84 days lost. While the LTI-FR increased by 37%, the severity rate decreased by 36%.
			Severity rate	Rate	0.025	0.039	-36%	
		ISO 45001 certification for all Stahl sites by 2030	Number of sites with ISO 45001 certification	Number of sites certified	5 out of 11 sites	5 out of 11 sites	0	-
Issue related to Human Resources: attracting and retaining talent, diversity	Diversity, Equity and Inclusion (DEI) at Stahl	100% of Stahl employees trained in diversity, equity and inclusion by 2023	Percentage of employees trained in DEI annually	%	89.83%	Voluntary training available for employees		Stahl has set up local DEI Committees for each of its entities worldwide and a global DEI Committee, which oversees progress and promotes awareness.
	Human capital: Talent attraction and retention, alignment between employee competencies and company needs	Introduction of the employee engagement index	Employee engagement index Turnover rate – resignations only	% turnover	4.07%	5.22%	-1.15 pp	Turnover is in line with market averages.
	Diversity in Leadership: Gender balance in leadership positions in Stahl	By 2023: One female (minimum) member in Stahl's Leadership Team By 2030: gender balance (30-60%) in Stahl's Leadership Team	Percentage of women in Stahl's Leadership Team	% membership	11.11%	0%	+11.11 pp	As of March 2023, Stahl had one female member on the leadership team.
		By 2023: 25% (minimum) female representation in Stahl's Extended Leadership Team & Heads of functions By 2030: gender balance (30-60% ratio)	Percentage male – female (30-60%) in Stahl supervisory and managerial positions	% membership	24.8%	25.1%	-0.3 pp	Women in supervisory and managerial positions: 24.8%
Corruption and bribery	Adherence to the Stahl Code of Conduct, laws and policies in place, identification and reporting of incidents	Each year: 100% of Stahl employees trained in anti-corruption and bribery	Percentage of employees trained	%	92.06%	97.50%	-5.44 pp	The proportion of trained employees is stable and close to 100%.
		100% of whistleblower cases treated	Number of whistleblower cases treated	% (number of cases)	100% (5)	100% (8)	-	All cases were treated in 2023.
Governance	Independent membership on the Stahl Board of Directors	Reporting of Stahl Board members (gender and independence)	Number of independent members on the Board of Directors, excluding observers	Number of mem-bers	1	3	-2	-
	ESG is a Strategic priority: Link ESG objectives to Executive & Management incentive bonus plans	Incentive bonus plans to include ESG targets	Bonus plan of Executive Control group includes ESG objectives		Completed	Completed	-	The incentive bonus plan was expanded beyond the Leadership Teams to a larger group of senior managers.

A full overview of Stahl's ESG Roadmap to 2030 is available on the company's website:
https://cms.Stahl.com/assets/downloads/Stahls-esg-roadmap-to-2030-v1-2.pdf

4.2.2.3 Reporting methodology

Reporting period

The period selected for 2023 annual reporting is the calendar year from January 1 to December 31, 2023.

Reporting scope

- Unless otherwise indicated, HR and Safety data are reported for all Stahl entities worldwide.
- For environmental data, the manufacturing sites are included as indicated in the table below.
- Data from the acquired ICP Industrial Solutions Group, and its associated manufacturing sites, were not included in EFPD reporting for 2023.

	Site	2023	2022
1	Brazil, Portao	Yes	Yes
2	China, Suzhou	Yes	Yes
3	France, Graulhet	Yes	Yes
4	Germany, Leinfelden	Yes	Yes
5	India, Kanchipuram	Yes	Yes
6	Italy, Palazzolo	Yes	Yes
7	Mexico, Toluca	Yes	Yes
8	Netherlands, Waalwijk	Yes	Yes
9	Singapore, Singapore	Yes	Yes
10	Spain, Parets	Yes	Yes
11	USA, Calhoun	Yes	Yes

Social indicators

Total workforce

The total workforce is the number of employees with a permanent or fixed-term contract with the Stahl group on the last calendar day of the month. Data are reported in terms of full-time equivalents.

Safety indicators

Population considered

In preparing the KPI, the following types of population are considered:

- specific contractor: a contractor present at Stahl only for specific projects or work;
- usual contractor: a contractor present at Stahl on a regular basis, i.e., maintenance personnel, security guards or personnel working in the canteen;
- Stahl worker: any person having a personal employment contract with Stahl.

Based on this definition, the impact of workers on the KPIs is as follows:

Relation with Stahl	Reported by site in case of injury	Included in Stahl SHE&PS Injury KPIs	Included in Stahl SHE&PS days lost, LTI KPI and Severity Rate
Stahl worker	YES	YES	YES
Usual contractor	YES	YES	NO
Specific contractor	YES	NO	NO

Total reported injuries frequency rate

The total reported injuries (TRI) frequency rate is calculated on the basis of the total number of injuries recorded in the last twelve months over the total number of hours worked and referenced to a base of 1,000,000 h.

Lost-time injury frequency rate

The lost-time injury frequency rate is the number of accidents involving the loss of one or more days of working time in the last twelve months over the total number of theoretical hours worked and referenced to a base of 1,000,000 h.

To align LTI FR with TRI FR, the lost days considered in this calculation are those caused by injuries with medical treatment or a higher level. The calculation is based on calendar days.

Severity rate

The severity rate is the number of lost working days due to injuries in the last twelve months over the total number of hours worked and referenced to a base of 1,000 h.

Environmental indicators

Energy

Reported energy consumption includes all energy sources consumed by Stahl manufacturing sites around the world. The figures indicated do not include energy consumed by offices and laboratories that are not geographically connected to one of the manufacturing sites. Coal is not used.

Water

The water consumption indicator covers all water sources (public water, ground water, third-party supply, surface water, and other water like rainwater for instance) consumed by Stahl manufacturing locations, deducted from the water released into the environment and public sewers around the world. The figures exclude water consumption by offices and laboratories that are not geographically connected to one of the manufacturing sites.

Waste

The waste indicator includes all hazardous and non-hazardous waste generated by Stahl manufacturing sites around the world. The figures do not include waste generated by offices and laboratories that are not geographically connected to one of the manufacturing sites.

Stahl also reports wastewater that is sent for external treatment. These data relate to the sites in Calhoun (USA) and Toluca (Mexico). Stahl's other manufacturing sites have onsite wastewater treatment.

Zero Discharge of Hazardous Chemicals (ZDHC) is a multi-stakeholder organization, comprising brands, textile manufacturers, leather tanneries, solution providers and chemical companies, whose goal is to eliminate the use of unwanted substances in the textile, leather and footwear value chains.

Consolidation and internal controls

The HR and SHE departments are responsible for consolidating social and safety data based on the information provided by the Group.

At each site, the SHE Manager reviews safety and environmental data reported before the group-level consolidation is performed.

Social data relating to the workforce are compared with the consolidated data in the group's finance database for consistency.

Guidelines on calculation and reporting of indirect Scope 1, 2 and 3 emissions

All Scope 1, 2 and 3 emissions reported by Stahl are calculated and communicated in accordance with the recommendations of the GHG protocol.

Scope 3 emissions exclude GHG protocol categories 8, 10, 11, 13, 14 and 15, as they are deemed to be not relevant to Stahl. In particular, category 11 – Use of Sold Products – is deemed irrelevant, as Stahl's products are not combusted, do not directly consume fuel or electricity, and do not contain GHGs which are emitted during use. Additionally, under the GHG Protocol guidance, the reporting of indirect use-phase emissions is optional for intermediary products.

Process-based data

Process-based data are prioritized as follows	Data description
Primary	Actual consumption data such as liters of fuel or kWh consumed
Secondary	Data one step removed from actual consumption data such as company car mileage
Tertiary	Data two or more steps removed from actual consumption data such as spend data

Consistency

- Emission factors for the main category 1 are extracted from an LCA software tool (SimaPro – Ecoinvent Database). The ESG team will track and update the emission factors annually or update them based on supplier data (if they meet the LCA criteria).
- Each year emission factors are reviewed internally and externally (for example by Accenture, Deloitte).
- Stahl follows ISO guidelines for its LCA and Carbon Footprint calculations.

Uncertainties

Aligned with the GHG protocol, the reporting methods for certain CO_2 eq indicators for Scope 3 emissions may have certain limitations due to the pragmatic considerations of collecting and consolidating the relevant data. For CO_2 eq emissions from Scopes 1, 2 and 3, there are uncertainties due to the intrinsic uncertainties of emission factors.

The source of Stahl's emission factors for Scopes 1, 2 and 3 are: IPCC, guidelines for National Greenhouse Gas Inventories, EPA (Environmental Protection Agency), IEA (International Energy Agency), National sources, SimaPro/Ecoinvent and DEFRA (Department for Environment, Food & Rural Affairs – UK ministerial department).

4.2.3 Crisis Prevention Institute

CPI is the world's leading provider of de-escalation training, non-violent physical intervention training, and person-centered care training for those living with dementia. The social impact is core to CPI's values, business plan, and mission, driven by the thousands of training events it holds each year. Every year, over a million nurses, teachers, social care workers are trained in CPI skills and deploy those strategies to improve a safer, more caring workplace environment.

Additionally, although its business is not particularly emissions-intensive, the company undertakes yearly activities to reduce its carbon footprint and leverage digitization. CPI's stated goal is to reduce the carbon footprint per employee by 10% by the end of 2024.

The following report presents CPI's 2024 ESG Roadmap and associated plans.

4.2.3.1 Business overview and key figures

GENERAL INFORMATION		
Company activity	De-escalation and physical intervention training for health and education professionals, worldwide	
Revenue	€128 million	
Sales by region	North America	87%
	EMEA	10%
	Asia-Pacific	3%
Sales by market	B2B	100%
	Education	43%
	Healthcare	23%
	Human and Social Services	16%
	Mental Health Facilities	9%
	All Other (e.g., Retail, Long-term Care)	9%
HEADCOUNT		
Number of employees	410	
Headcount by region	North America	71%
	Rest of the World	29%
Female to Male %	58% female, 42% male	
OFFICE LOCATIONS		
North America	Milwaukee, WI (2), Gurnee, IL	
Rest of World	Reading, UK (new location)	
	Newcastle-Under-Lyme, UK	
	Sale, UK	
	Sydney, AU	
	Dubai UAE (new location)	

4.2.3.2 ESG roadmap

ESG issue	ESG Risk/ Opportunity	Key policies	KPIs	Unit	2023	2022	2021	Change (2022/ 2023)	Target 2024
Health and safety	Health and safety of employees	■ Safety policy (for example, Workplace Violence, Work from Home, and Operation of Vehicles) ■ Well-being at work (for example, Health and Wellness Days, Break-Time for Nursing Employees, and Employee Assistance Program) ■ Training on an annual basis on safety, health and well-being ■ Monitor employee engagement (2 surveys a year) and track planned *vs.* unplanned churn	Hours of Personal Time off per employee (CPI North America scope) – including Health and Wellness days leave	h	137.4	25.1	N/A	+448%	-
			Lost time injury frequency rate (LTIFR)	Rate	1.28	1.56	1.64	-18%	0
			Health and Safety incidents	Nb	0	0	3	-	-
			Departure rate	Rate	18%	21%	28%	-3 pp	-
Climate change	Climate change	Employee travel and energy consumption generate carbon emissions. CPI, as a responsible company, must demonstrate that it is making efforts to participate in the fight against climate change. Key policies are: ■ Carbon footprint monitoring; ■ Carbon footprint of workbooks; ■ Mandatory remote work day/week; ■ Implementing virtual training to reduce air travel and hotel days; ■ Use of LED light bulbs.	CO_2 footprint/employee	tCO_2 eq./ employee	7.97	8.1	7.7	-2%	7.3
			Catalog page count (2020 baseline year)	pages	576,000.00	582,144.00	832,000.00	-1%	-20% compared to 2019
			% of increase in digital revenue (year on year)	%	+30%	+26%	141%; Covid-19 impacted	+4 pp	+25% per year
			% of CPI's m^2 using LEDs	%	92%	93%	87%	-1 pp	-
Social	Training	As a professional services firm, CPI makes employee learning and development a priority. Key policies are: ■ Attendance tracking in all mandatory training; ■ All employees trained on cyber security.	Number of hours of mandatory training per employee	h/ employee	4.90	6.47	23.49	-24%	-
			Number of Cyber Incidents per employee	Nb/ employee	6.16	3.09	0.98	+99%	-
			% CPI staff with cyber security training	%	100%	100%	100%	-	100%
	Discrimination and equal treatment	■ Applicant Tracking System (ATS) to manage the recruiting and hiring process ■ Affirmative Action Plan (AAP) which details our efforts to provide equal employment opportunities that reflect the gender and racial profile of the labor pools from which we recruit and select.	Percentage of women Board directors	%	29%	29%	25%	-	-
			Percentage of women managers	%	56%	53%	54%	+3 pp	45% -50%
	Local employment and development	■ Implementing a Volunteer Time Off Program to support volunteer activities that enhance and serve the communities in which we live and work. ■ Consideration of accessibility of public transportation in making the business decision to close the Kings Langley office in the UK and open a new location in Reading.	% of offices accessible with public transportation	%	100%	100%	100%	-	-
			Total paid Volunteer Time Off (VTO) hours per employee (only CPI US)	h/ employee	5.04	3.58	N/A	+41%	-

ESG issue	ESG Risk/ Opportunity	Key policies	KPIs	Unit	2023	2022	2021	Change (2022/ 2023)	Target 2024
Corruption and bribery	Corruption and bribery	■ CPI maintains audited approved segregation of duties and open transactions/contracting (via on-line contracting and DocuSign)	% of identified CPI staff trained and passed on Foreign Corrupt Practices Act (FCPA)	%	100%	100%	100%	-	-
		■ Full training on anti-bribery and corruption (ABC)	Number of lost contracts due to ethics	Nb	0	0	0	-	-
ESG performance of products	ESG performance of products and services	■ Regulatory authorities certify the quality of training ■ Verification scheme to guarantee confidence in training delivery for future Certified Instructors	Total number of active Certified Instructors/ number of learners	Nb	42,241/ 1,238,871	39,224/ 1,078,000	35,954/ 1,400,000	N/A	40,000 over 1,400,000
		■ External instructors' acknowledgment of CPI's quality training	NPS	Nb	70	76	70	-6	50

4.2.3.3 Reporting methodology

Reporting period

The period selected for the 2023 annual reporting is the calendar year from January 1 to December 31, 2023.

Reporting scope

The reporting scope covers all legal entities in the United States, the United Kingdom, the United Arab Emirates, and Australia.

Reporting standards and choice of indicators

To monitor the progress of its environmental, social, and societal performance, Wendel and CPI have adopted key performance indicators in connection with the CSR commitments at both the Wendel Group level and the CPI level.

Greenhouse emissions are calculated and reported according to the GHG Protocol standard. Scope 1, 2, and 3 emissions are updated every year.

Specific scope

The indicator "Total VTO (volunteer time off) hours per employee" applies to US employees only and excludes Global Professional Instructors (GPIs) and Global Professional Managers (GPMs). The indicator is calculated as follows: "Total VTO hours"/"Total number of employees who took VTO during the year".

Specific indicators' definitions

- Planned absenteeism: to calculate planned absenteeism, CPI North America used the total PTO (personal time off) granted to employees in the United States. The PTO covers both absences for illness and annual leave. For the Rest of the World, the formula used for planned absenteeism is total hours of sickness for all employees/total contracted hours for all employees. Contracted hours are calculated as the number of hours worked in a week multiplied by the number of weeks in a year (e.g., full-time employee working 37.5 hours multiplied by 52 = 1,950 hours per year).
- Departure rate: the departure rate is calculated as follows: 100 x "Total number of leavers"/"Headcount - Over the year".
- Certified Instructors: individuals trained by CPI to train and coach staff at their organizations to assess, manage, and safely resolve instances of high-risk, disruptive, aggressive, or high-risk behavior in the workplace. A Certified Instructor remains active if they attend required renewal programs, pay annual membership fees, and deliver training at least four times in any 24-month period.

Estimated data for the carbon footprint

- Energy consumption has been estimated based on the surface area of each office.
- Freight: upstream freight has been estimated based on the suppliers' addresses and the weight of the total workbooks purchased. Downstream freight has been calculated based on the transport spend.

4.2.4 ACAMS

4.2.4.1 Presentation of the company's activity

In 2023, ACAMS marked another year of transformative progress with new and updated product and service offerings, strengthened and expanded partnerships and key relationships across sectors, with a focus on organizational culture through pivotal initiatives. These collective efforts further strengthen ACAMS' global leadership in combating financial crime and in cultivating a cohesive and collaborative work environment.

GENERAL INFORMATION		
Activity	Continuing Professional Education, Comprehensive Professional Development, Industry-Leading Peer-to-Peer Networking, Expert-Led Training & Content	
Revenue	€91.6 million	
Sales by region	North America	47%
	Europe	19%
	Asia-Pacific	24%
	Rest of the world	11%
Sales by market	B2B	53%
	B2C	47%
HEADCOUNT		
Number of employees	312	
Headcount by region	Americas	60%
	Asia-Pacific	23%
	EMEA	17%
OTHER INFORMATION		
In Wendel's portfolio since	2022	

4.2.4.2 ESG Roadmap

ACAMS is committed to cultivating platforms that improve and strengthen the quality of financial flows for the benefit of environmental, social and governance progress globally.

Theme	Commitment	Target(s)	KPIs	Unit	2023	2022	Change (2022/ 2023)
Sustainability and collaboration across the value chain of business operations	We are committed to minimizing our impact on the environment and to improving our sustainability performance and creating solutions for the AFC community.	Through the development of a travel policy, we pledge: ■ to reduce mid-and-long-haul flights by 10% in 2023; ■ to increase the utilization of transportation options which are more efficient, including rail and train.	Breakdown of flights into three categories: short-haul, medium-haul and long-haul	% Short-haul	43%	47%	-4 pp
				Medium-haul	17%	17%	0
				Long-haul	40%	36%	+4 pp
			Share of journeys made by rail/train[1]	%	4%	N/A	N/A
		We commit to establishing supplier policies that meet certain sustainability considerations.	Hotel stays in eco-friendly accommodation for global events and business travel	%	74%	N/A	N/A
		We commit to building an ESG ecosystem that informs and educates.	# of resources (content, training) related to ESG	#	134	N/A	N/A
Climate Change	Our employee travel generates carbon emissions (Scope 3). We are committed to demonstrating that we are making efforts to contribute positively to reducing carbon emissions.	Measure our carbon footprint.	Intensity of GHG emissions over the year (Scopes 1, 2, 3)	tCO_2 eq/ employee	3.56	1.22	+192%
Consistently enhance products and services	We commit to staying abreast of the latest trends and regulations impacting financial flows and enhancing our products and offerings accordingly.	We commit to the continuous development of our offerings: training, certifications, events and thought leadership programming.	Number of products updated or released this year	Number	180	N/A	N/A
			Net promoter score	%	49%	48%	+1 pp
			Number of AFC professionals certified during the year	Number	75,007	62,927	+12,080
			Number of jurisdictions covered[2]	Number	203	194	+9
		We commit to strengthening the breadth of independent expertise and faculty that is infused throughout our products, PPP initiatives and global events.	Number of engagement opportunities for Advisory Board Members	Number	30	N/A	N/A
		We commit to offering social impact certificates that protect the world's most vulnerable populations and biodiversity.	Ratio of new social impact certificates developed and amplified	%	45%	45%	-
			Total enrollments for social impact certificates, since inception	Number	73,664	41,307	+32,357
			Number of individuals enrolled in the "Fighting Modern Slavery and Human Trafficking" free certificates	Number	12,027[3]	14,442	-2,415
			Number of individuals enrolled in the "Preventing Online Child Exploitation with Financial Intelligence" free certificates[4]	Number	10,248	N/A	N/A
			Number of individuals enrolled in the "Ending Illegal Wildlife Trade" free certificates	Number	6,702[5]	6,606	+96
			Number of individuals enrolled in the "Enhancing Financial Inclusion with a Risk-Based Approach" free certificates[6]	Number	5,308	N/A	N/A

(1) Data are for USA and EMEA regions only.
(2) A jurisdiction is country or territory, and is considered as "covered by ACAMS" if ACAMS had at least one transaction in that jurisdiction over the past year, including transactions with 0 USD amount.
(3) 0.04% of participants in the free Fighting Modern Slavery and Human Trafficking certificate registered in several languages.
(4) The "Preventing Online Child Exploitation with Financial Intelligence" certificate was launched in 2023.
(5) 0.15% of participants in the free Ending Illegal Wildlife Trade certificate registered in several languages.
(6) The "Enhancing Financial Inclusion with a Risk-Based Approach" Certificate was launched in 2023.

Theme	Commitment	Target(s)	KPIs	Unit	2023	2022	Change (2022/2023)
Diversity, equity and inclusion	We welcome people from all backgrounds and cultural experiences to strengthen the diversity of perspectives and practices across the organization.	We commit to gender parity in pay and representation in management levels by 2025.	Proportion of women among managers	%	48%	49%	-1 pp
			Proportion of women among Board members	%	40%	43%	-3 pp
		We commit to improving speaker gender diversity at our events and webinars.	Female speakers at events and webinars	%	36%	N/A	N/A
		We commit to expanding opportunities for professionals from various backgrounds.	Number of scholarship and mentorship granted	Number	28	31	-3
Talent retention, attraction, engagement and development	We commit to providing continuous support and development opportunities for our workforce, as they are foundational to ACAMS outcomes and impact.	We commit to expanding our learning & development opportunities for all employees.	Percentage of employees who attended at least one training course	%	95.2%	N/A	N/A
			Number of hours spent on training per employee	Hours	6.41	N/A	N/A
Health, safety and well-being of employees	We commit to prioritizing the consistent development of employee well-being and sustainable improvement of the work environment.	We commit to offering mental health resources/support and team building opportunities to drive well-being, community, and job satisfaction.	% of employees who participated in team building activities	%	78%	N/A	N/A
			% of employees who responded to the annual pulse and engagement surveys to gauge engagement levels(7)	%	63%	80%	-17 pp
			% of employees who feel "satisfied" or "very satisfied" at work, based on the annual employee survey(8)	%	61%	60%	+1 pp
Business ethics	We commit to fair, ethical and transparent practices, as outlined in the company's Code of Conduct.	We commit to ensuring compliance with our Code of Conduct.	% of employees who completed the Anti-Bribery and Corruption Training	%	97%	98%	-1 pp
			% of employees who completed the Code of Conduct training	%	92%	100%	-8 pp
		We commit to ensuring global compliance with local laws and regulations.	Number of enhanced third-party risk assessments for strategic partners and vendors(9)	Number	11,971	N/A	N/A
			% of strategic partners and vendors placed under On-going Monitoring based on risk profiles and relationship(10)	%	11%	N/A	N/A
		We commit to ensuring proper awareness and best practices to strengthen cybersecurity.	% of people who have completed the cybersecurity training at least once	%	94%	N/A	N/A

(7) There were no engagement surveys for employees in 2023. The 2023 data are based on the most recent Pulse Survey conducted in October 2023.
(8) Ibid.
(9) Strategic partners and vendors refer to third parties that represent or conduct businesses on behalf of ACAMS or those that maintain critical functions or operations for ACAMS, such as HR, Sales, and Finance.
(10) On-going Monitoring is a method of automatic screening and alerts against third parties on periodic intervals (daily, weekly, monthly, or quarterly as needed) through a service provider (i.e., Refinitiv).

4.2.4.3 Reporting methodology

Reporting period

The period selected for 2023 annual reporting is the calendar year from January 1 to December 31, 2023.

Reporting scope

The reporting scope covers 100% of ACAMS employees.

Reporting standards and choice of indicators

To monitor the progress of its environmental, social and societal performance, ACAMS has adopted key performance indicators that are material for ACAMS and consistent with CSR commitments at the Wendel Group level.

The ESG risk matrix presented above was approved by the Audit Committee in December 2022.

Greenhouse gas emissions are calculated and reported according to the GHG protocol standard. Scope 3 only includes business travel of employees, work-from-home energy use and some service purchases. It does not include emissions related to the travel of participants going to training courses or conferences organized by ACAMS, or any purchases of products and services.

Specific indicator definitions

- Turnover rate: The formula used is "Number of departures (voluntary and involuntary)"/"Headcount at year-end." It excludes interns and temporary employees.
- Number of jurisdictions covered: A jurisdiction is considered "covered by ACAMS" if ACAMS carried out at least one transaction in that jurisdiction over the past year.
- Number of products updated or released: Includes the total number of updates over the year in relation to the total number of products. This includes certifications, examinations and new translations.
- Total enrollments for social impact certificates is the sum of unique individuals enrolled (enrolled, in-progress, or completed) for each social impact certificate, since the launch of the certificates.
- Number of "Fighting Modern Slavery and Human Trafficking", "Preventing Online Child Exploitation with Financial Intelligence", "Ending Illegal Wildlife Trade" and "Enhancing Financial Inclusion with a Risk-Based Approach" certificates enrolled. These certificates are sold for 0 USD.
- Employee engagement (% of employees covered by the annual pulse and engagement surveys to gauge engagement levels, % of employees who felt satisfied or very satisfied at work during the annual employee survey): These indicators are calculated internally this year.
- Net Promoter Score: This indicator is calculated and provided by an external third-party.
- Team building is defined as collaborative moments that go beyond routine professional interactions, elevating the overall experience for ACAMS' global teams. This includes activities organized by regional Engagement Committees, team get togethers organized to coincide with ACAMS events and departmental team engagement events.
- Distance travelled by air is measured according to hours travelled or distance. Short haul is travel less than 3 hours, or 0-1,000 km; medium haul is travel between 3-6 hours, or 1,000-4,000 km; long haul is travel above 6 hours, or above 4,000 km.

4.2.5 Scalian

4.2.5.1 Business overview

GENERAL INFORMATION		
Company activity	Embedded and critical complex systems, information systems. Overall performance of projects, of supply chain, of purchasing function or of the entire company. Leverage of Big Data and new disruptive digital approaches to transform business and operating models.	
Revenue	€541 million(1)	
SALES BY REGION		
	Europe	96%
	North America	3%
	North Africa	Less than 1%
	Asia	Less than 1%
HEADCOUNT		
Number of employees	4,995	
HEADCOUNT BY REGION		
	Europe	97%
	North America	1%
	North Africa	Less than 1%
	Asia	2%
PRODUCTS & SUPPLY CHAIN		
Number of offices	26	
Products: resources/use of resources/ final products and market	Consulting services and software development	
OTHER INFORMATION		
In Wendel's portfolio since	2023	
ESG ratings	CDP	C
	EcoVadis	Silver medal – 77th percentile
	Great Place to Work France	5th for companies with more than 2,500 employees

(1) For the period from January 1 to December 31, 2023.

4.2.5.2 ESG Roadmap

ESG issue	ESG Roadmap Topic	Target	KPIs	Unit	2023
Climate Change	Climate change: GHG emissions	A target aligned with SBTi specifications is being developed	GHG emissions from Scopes 1, 2 and 3	tCO_2 eq per employee	2.1
		Reducing our carbon footprint by sourcing 95% guaranteed renewable electricity 2028	Renewable energy/ Total energy consumed	%	50%
		Setting up a climate change resilience and adaptation plan	Climate change resilience and adaptation plan approved by the Board of Directors	Yes/No	Yes
	Contributing to economy-wide transition	Support our customers though a sustainable pathway	% of sales related to the CSR services offering	%	2%
Social	Health & Safety	Zero accidents at all sites and for all Scalian employees including subcontractors in 2028	Lost-time injury frequency rate	Rate	1.72
	Ensure with employees that safety conditions are met	Safety conditions are 100% met in 2026	External survey – Employee safety satisfaction rate (Trust Index GPTW).	%	93%
	Ensure diversity & equal opportunity	Encourage female employees to progress in their careers: 40% women in management positions in 2028	% of women managers (directly managing at least 1 employee)	%	25.6%
	Ensure employability though skills development	Maintain a high number of trained employees (for at least 2 days/year): 60%	% of employees trained at least once per year	%	64%
	Promote the creation of stable jobs	Maintain 95% of permanent employees	% of permanent employees	%	95%
	Global Satisfaction of employees	Reach 85% satisfaction rate in 2028	% of employees satisfied according to the survey	%	75%
Governance	ESG performance in the supply chain: Supplier performance & external EcoVadis rating for Stahl	By 2023: external EcoVadis rating for top 10 suppliers: minimum rating of 60/100	Average score in EcoVadis rating of Top 10 suppliers (based on spend/€)	Average score	68.7
	Ensure that all employees are made aware of and trained in ethical issues	Train employees in the Code of Conduct (including Anti-Bribery & Sapin II), with a minimum objective of 100% of employees trained in 2026	% of employees trained in the new versions deployed in November 2023	%	8%[2]
	Respect security conditions and protection of customer and company data	Train employees in the Security of Information System, with a minimum objective of 100% of employees trained in 2026	% of employees trained at least once per year	%	12%[1]

(1) These training courses have recently been rolled out, and an action plan will be deployed in 2024 to significantly increase the proportion of employees trained and get closer to the 2026 target.

4.2.5.3 Reporting methodology

Reporting period

The period selected for this reporting is our fiscal year (June 30, 2022, to July 1, 2023). However, Social KPIs regarding Women Managers and the percentage of collaborators with a permanent contract has been calculated on the 2023 calendar year.

Reporting scope

Scalian has integrated several companies in recent years, so some of them are not yet fully included in the reporting scope.

The environmental indicators concern the worldwide scope (coverage rate of over 90% of employees).

The social and governance indicators concern France only (coverage rate of over 50% of employees).

The frequency rate indicator concerns Europe (coverage rate of over 90%).

Reporting standards and choice of indicators

To monitor the progress of its environmental, social and societal performance, Wendel and Scalian have adopted key performance indicators in connection with the CSR commitments at the Wendel Group level and at the Scalian level.

Carbon footprint calculation methodology

Greenhouse gas emissions are calculated and reported according to the GHG Protocol standard. Scope 1, 2 and 3 emissions are updated every year. The following elements have been considered during the carbon footprint analysis:

- timeframe: 2022 calendar year;
- number of employees: 3,752;
- turnover considered for carbon footprint assessment: €370 million (2022);
- scope: worldwide excepted German, i.e., 90% of our employees.

Calculation Scope 3

During the last update (2022 calendar year), the following assumptions have been considered in the calculation of Scope 3 emissions:

- monetary ratios were used for the analysis. Service expenses entitled "External services" have been removed from service expenditure because they only correspond to wages. The emissions that these activities generate are already counted elsewhere because Scalian provides the materials and pays for travel expenses;
- the assessment of employee commuting was based on the results of a questionnaire sent to all employees.

4.3 Issues specific to Wendel SE

Wendel SE includes the business as an investment company (investment teams and support services) representing 98 employees working at three offices in Paris, New York and Luxembourg.

The material non-financial risks identified for this business are as follows:

- risks related to human resources: section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion;
- risks relating to the non-independence of governance bodies and control mechanisms and risks relating to business ethics section 4.3.3 – Governance and business ethics.

In addition to these main non-financial risks, this section also includes a section dedicated to the environmental performance of Wendel SE, section 4.3.2 – Measuring and managing our environmental footprint.

Wendel's ESG approach is based on responsibility and is rooted in a firm belief in the core values of Engagement, Excellence, and Entrepreneurial Mindset.

These values guide Wendel's behavior both as an investor and as a company in order to accomplish its mission: partnering with entrepreneurial teams to build sustainable leaders whose long-term performance will create value for all stakeholders.

To this end, and as part of the new ESG strategy published at the beginning of 2020, the main thrust of which was set for 2023, Wendel has defined, in addition to its objectives as a long-term investor, **an ESG roadmap for the Wendel SE holding company**.

4.3.1 HR performance: fostering commitment, well-being, support, employability and inclusion

As part of the ESG strategy published at the beginning of 2020, the main thrust of which is set for 2023, Wendel has set the following objectives in relation to human resources:

		2023 objective	2021	2022	2023
Social	Gender balance	**Maintain or achieve gender balance, defined as maintaining a percentage of women of between 30% and 60% at all levels**			
		% of women among all employees	*57%*	*60%*	*57%*
		% of women in management positions	*42%*	*40%*	*37%*
		% of women in investment teams	*42%*	*45%*	*44%*
		% of women on the Executive Board	*0%*	*0%*	*0%*
		% of women on the Investment Committee	*29%*	*33%*	*20%*
		% of women on the Management Committee	*40%*	*44%*	*38%*
		% of women on the Coordination Committee	*21%*	*22%*	*20%*
		% of women on the Supervisory Board	*50%*	*40%*	*40%*
		Conduct an annual review of progress on diversity			
		Number of diversity-related reviews conducted annually by Wendel's governance bodies (Committees, Executive Board, Supervisory Board)	*20*	*23*	*22*
		Review of salary differences between men and women over the year [yes/no]	*Yes*	*Yes*	*Yes*
		Review of systems for promotions and appointments over the year [yes/no]	*Yes*	*Yes*	*Yes*
		Review of hiring rates of men and women over the year [yes/no]	*Yes*	*Yes*	*Yes*
	Training	100% of employees to formalize a skills development plan	100%	100%	100%
		100% of employees to receive non-mandatory training each year, in line with their career development plan objectives	99%	96%	99%
		Hours of non-mandatory training (soft skills or technical, in alignment with employee career development objectives)	*29.5*	*30.8*	*31.4*
	Quality of life at work	Conduct quality-of-life-at-work surveys every two years, starting in April 2020	Yes	Yes	Yes
		Employee participation rate in the survey on the quality of life at work (in %)	*81%*	*88%*	*70%*
Societal	Partnerships with associations	Establish long-term partnerships with at least two organizations – Number of long-term [>2 years] partnerships formalized with non-profits [with localization]	2	3	3
		Amounts (in thousands of euros) paid to different community/philanthropic projects	*834.30*	*1,130.8*	*667.14*

1. Main risks related to human resources and policies

Promoting a culture of integration, support and diversity to promote well-being and performance at work

Risks related to Wendel's human resources

NB: This section covers all of Wendel's priority human resources risks identified via the risk matrix (key people, talent acquisition and retention, compensation, work/life balance, combating discrimination and promoting diversity, Support for teams in the context of a health crisis).

Risk description

Attracting and retaining talent over time is a key factor in the Group's success.

Wendel operates a services business which demands a high level of skills and commitment from its employees. On a daily basis, employees foster good relations with the portfolio companies, with whom they maintain a constructive dialogue on new strategic issues related to the activity of the Company, enabling Wendel to achieve its mission.

2. Composition of Wendel's workforce

As of December 31, 2022, Wendel and its holding companies employed a total of 98 people.

The Luxembourg-based company (established in 1931) mainly engages in AIFM-regulated activities and is a holding company. Its United States branch was established in 2013 and is dedicated to investment research and/or support of the Group's portfolio companies.

The figures in the tables below are given in headcount at the end of the reference period (i.e., at December 31, 2023).

	Employees at Dec. 31, 2023	Workforce at Dec. 31, 2022	2022-2023 change
Men	42	36	17%
Women	56	53	6%
Other	0	0	- %
Not declared	0	0	- %
TOTAL	**98**	**89**	**10%**

Country	Employees at Dec. 31, 2023	Workforce at Dec. 31, 2022	2022-2023 change
France	76	67	13%
USA	10	9	11%
Luxembourg	12	13	-8%
TOTAL	**98**	**89**	**10%**

Dec. 31, 2023	Women	Men	Other	Not communicated	Total
Number of employees	56	42	0	0	98
Number of permanent employees	53	38	0	0	91
Number of temporary employees	3	4	0	0	7
Number of employees with non-guaranteed hours	0	0	0	0	0
Number of full-time employees	56	41	0	0	97
Number of part-time employees	0	1	0	0	1
TOTAL	**56**	**42**	**0**	**0**	**98**

Dec. 31, 2023	France	USA	Luxembourg	Total
Number of employees	76	10	12	98
Number of permanent employees	73	6	12	91
Number of temporary employees	3	4	0	7
Number of employees with non-guaranteed hours	0	0	0	0
Number of full-time employees	76	10	11	97
Number of part-time employees	0	0	1	1
TOTAL	**76**	**10**	**12**	**98**

3. Talent management

Key people – Talent acquisition, development and retention

Due to its streamlined workforce, Wendel must ensure that its business is not affected by the departure of key people. A process aimed at anticipating and supporting career development within the Company is in place to set clear milestones for each individual's professional development and encourage the development of talent. The aim is to support and accompany those who will be able to make a major difference in their current role, in order to take on other functions and responsibilities to ensure the development and continuation of the Company's activities. Gender balance is naturally integrated into this process. In line with Wendel's gender diversity policy, successors are appointed based first and foremost on their aptitude for the role.

These steps, along with a compensation policy that is fair and aligned with the market, allow the Group to anticipate the risks associated with the development of its organization. As well as performance, annual employee skills and objective appraisals focus on transparency and progress, while taking personal development and teamwork into account.

Wendel also develops an annual individual and collective training offering adapted to the expectations and profiles of its employees, continually improves the appeal of their working conditions, introduces attractive employee benefits, and actively promotes diversity in the workplace.

Training

Professional training and skills development

Wendel considers the development of its employees' skills and experience to be essential to their employability, which makes it a priority. The importance of this issue is underlined by the fact that the percentage of employees who have attended at least one non-mandatory training course per year is a criterion for calculating the annual profit-sharing allocation, as is the percentage of employees with clear and measurable individual objectives set by their manager for the following year.

The 360° feedback process set up in 2018 has improved the quality of employees' individual objectives and allowed for training plans to be adjusted.

Wendel ensures that its employees develop their skills, in particular by offering individualized training in line with the Company's strategic direction. In order to promote the employability of its teams, training leading to a certificate or diploma is encouraged.

To enable each employee to develop their expertise, Wendel puts the emphasis on "job-related" training, i.e., training focused on a specific aspect of their profession, as well as personal development training. In total, these job-related training courses represented 29% of the overall volume of training hours.

In addition to these job-related training courses, we offer cross-functional training in occupational health and safety, ESG and cyber risks. The latter account for 24% of training courses. In 2023, Wendel began rolling out a long-term mental health risk awareness program for all employees, with three sessions, covering ordinary sexism, invisible disabilities and bullying. Eight employees were also certified as "mental health first aiders".

Maintaining ESG training in 2023

As in 2022, Wendel supported the deployment of its CSR policy with a dedicated training program. Virtually all employees attended a "2-tonne workshop" training session to learn about the individual and collective levers of the ecological transition and how to limit climate change, or an "ESG Workshop" in the United States to gain an understanding of local challenges. Fighting climate change is one of the Group's four ESG priorities. Two employees achieved CESGA certification (ESG analysis certificate), after completing training that began in 2022. Members of the Coordination Committee received training in sustainable finance. Lastly, one employee followed an "energy-saving ambassador/adviser" training course and two other employees received training with Carbone 4 (carbon footprint) and Novethic (an overview of green and sustainable finance strategies and regulations).

ESG-related training totaled 508 hours in 2023, or about five hours of training per person.

2023 key figures

- 3,567 hours of training;
- 99% of employees trained;
- 36.4 hours on average per employee;
- 78.6% have received training on ESG issues, including 95% of the members of the Coordination Committee;
- 2.8% of payroll dedicated to training.

Tracking of training hours

Indicators	2023	2022	2021
Percentage of employees trained	98.9% (all countries) 98.6% (France)	95.5% (all countries) 92.5% (France)	98.8% (all countries) 98.4% (France)
Training hours per employee	36.4 (all countries) 34.9 (France only)	30.8 (all countries) 31.12 (France only)	29.5 (all countries) 30.56 (France only)

Compensation

For France, total cash compensation (base salary, variable compensation and individual job-related bonuses) paid in respect of 2023 was approximately €18 million (excluding expenses).

Wendel's salary policy uses several levers to ensure that employee and shareholder interests are aligned, including the variable component of compensation, profit-sharing (in France) and the employee shareholding scheme, open to all employees. This convergence of interests is a key component of the corporate culture.

Each year, Wendel reviews its employees' compensation according to their duties, skills, experience and the market. Variable compensation is awarded based on the individual and collective performance of teams and the Company as a whole.

The fixed salary and bonuses are also accompanied by the following features:

- employee shareholding;
- allocation of stock options and performance shares;
- PERECOL;
- CET;
- profit-sharing;
- other employee benefits (nursery, CESU vouchers which can be used to pay for services such as cleaning or childcare, etc.).

4. Well-being at work

Work-life balance, working conditions and mental health risks

As an employer, Wendel must ensure that its employees' working conditions promote a positive work-life balance. This balance also guarantees their long-term commitment and investment in the Company's goals.

In France

Managers aim to optimize working conditions and relations by providing support through close dialogue with employee representatives (CSE) and an end-of-year review process that encourages information sharing, and aims to optimize working conditions and relations. In this way, Wendel can implement the measures that most closely meet staff expectations.

Family policy

Since 2010, Wendel has helped employees achieve a better balance between their work and family lives by offering co-funded childcare places to employees who request them. In 2023, Wendel helped finance daycare for nine children, benefiting nine employees.

Key figures:

- 100% of requests for daycare places fulfilled;
- Additional salary for maternity and paternity leave paid at 100%.

Wendel's **Remote Work charter** aims to offer flexibility to employees who wish to work from home. In this context, Wendel remains vigilant with regard to the application of the charter on the right to disconnect.

Indicators

Wendel's Human Resources department closely accompanies all Wendel employees both in and outside France.

	2023	2022
Absenteeism (scope: France)(1)	6.78%	6.23%

*(1) Methodology for calculating absenteeism: (total absenteeism days*100)/(218 days* average number of employees). Absences recognized: illness, commuting accidents, workplace accidents, sick children, part-time working on health grounds/Absences not recognized: family events and parental leave.*

Absenteeism, excluding family events, was around 6.78% in 2023.

	2023	2022
Number of workplace accidents (scope: France)	0	0
Number of commuting accidents	1	0
Number of fatal accidents	0	0

In 2023, there was one commuting accident which did not result in any lost time.

	2023	2022	2021
Average seniority of employees (in years)	7.4	7.6	7.9

Globally, the average seniority of employees is 7.4 years.

5. Diversity, inclusion and human rights

Combating discrimination and promoting diversity

Wendel strives to promote diversity within the Company, seeing it as a major benefit which contributes to the Group's excellence. Wendel promotes a Code of Ethics and Equality among its employees.

Wendel takes steps to ensure that decisions regarding recruitment, career development (training and job promotions) and compensation are made without any form of discrimination. Only candidates' skills and experience are taken into account to ensure that the skills required and developed within the Company remain in line with the needs of the position.

Gender equality

Wendel aims to provide a welcoming and stimulating work environment for men and women and has implemented several initiatives to achieve this goal.

For example, Wendel requires women to be equally represented in the applicant pool during each recruitment process.

There is no difference in pay for men and women in equivalent positions.

Wendel promotes work-life balance by offering working conditions adapted to the demands of employees' personal lives and benefits for parents as described above (see section on work-life balance).

Wendel is aware that gender equality requires a collective effort, particularly in the area of investment. With this in mind, Wendel signed France Invest's Gender Equality charter published on March 6, 2020.

Women are represented in the total workforce and in executives positions, as well as in investment positions and on governance bodies:

Key figures:

- 40% women on the Supervisory Board;
- 37% women in management positions;
- 44% women in investment teams (i.e., 16% higher than the average resulting from the 2023 Deloitte France Invest Study).

	2023			2022		
	France	International	Group	France	International	Group
Women in the total workforce(1)	57%	59%	57%	59.6%	59%	60%
Women in executive positions(1)	60%	N/A	N/A	60%	N/A	N/A
Women investors(2)	44%	37.5%	44%	46%	43%	45%
Women in management positions(3)	31.8%	40%	37%	40%	40%	40%
Women on the Investment and Management Committees(4)			Investment Committee: 20%			Investment Committee: 33%
			Management Committee: 38%			Management Committee: 44%
Women on the Supervisory Board(5)			40%			40%
Women in new hires	53%	50%	53%	64%	80%	69%

(1) In 2022 and 2023: France scope: permanent and fixed-term employees in France/International scope: employees with a permanent or temporary employment contract outside France.
(2) Women employees within the investment teams, excluding assistants and office managers.
(3) Line manager of at least one employee (excluding the Group CEO).
(4) Including the Group CEO.
(5) Excluding members representing employees.

At 44% in 2023, the proportion of women in the Company's investment teams currently exceeds the target set by the France Invest Gender Equality charter (40% by 2030).

The French "Freedom to Choose a Career" law *(loi pour la liberté de choisir son avenir professionnel)* enacted on September 5, 2018, requires Wendel to publish its Gender Equality Index indicator. In 2023, Wendel obtained a score of 93/100. The index's scope covers all of Wendel's workforce in France. The method of job classification used in the end-of-year performance reviews, which divides employees into three main categories of positions ("employees", "middle management" and "senior management"), contributed to achieving this strong result. This categorization system is based on an assessment grid comprising three criteria, namely professional expertise, autonomy and responsibilities, as well as the management of teams or external service providers, each given a score between 1 and 5 according to the position held. For the first time, this grid has been used to calculate the index, offering an employee breakdown that is more coherent with the way Wendel's organization operates and in compliance with legal provisions. Using this method, Wendel notably obtained 33 points for indicator 1, allowing it to achieve an overall score of 93 points.

Disability

Wendel welcomes and recognizes all talents, and does not discriminate against candidates or employees with disabilities.

The Company has two permanent employees with disabilities in France and takes out regular contracts with ESATs (centers providing support through employment), in particular for the purchase of office supplies.

Wendel has also adopted a preventive attitude towards its employees, providing ergonomic equipment for any employees who express a need for it, without the need for a doctor's prescription.

Wendel is building a work environment that respects each individual by ensuring safe working conditions and respect for all.

Youth and senior employment

The breakdown of permanent and temporary staff by age group is as follows:

	2023	2022
Under 30	16.3%	14%
30 to 50	62.3%	66%
Over 50	21.4%	20%

- New hires under the age of 30: seven people under the age of 30 hired worldwide.
- New hires aged between 30 and 50: seven people aged between 30 and 50 hired worldwide.
- New hires over the age of 50: three people over the age of 50 hired.

Promotion and respect of the ILO fundamental conventions and human rights

Wendel manages its human resources in accordance with the International Labor Organization's (ILO) fundamental conventions.

France has ratified the eight ILO fundamental conventions on forced labor, the freedom of association and protection of the right to organize, and collective bargaining, equal pay, the abolition of forced labor, discrimination, the minimum age for admission to employment and all forms of child labor.

Wendel does not operate in a business segment where there is a risk of violation of workers' rights, and therefore is not faced with the issue of respecting these conventions.

In the course of 2023, Wendel's Code of Ethics was completely revised and mandatory training on this subject was provided to raise employee awareness of Wendel's commitments to upholding individual and human rights. This Code of Ethics is given to each new employee on arrival.

Wendel emphasizes the fact that being valued and respected creates a virtuous circle of a positive work culture, establishing an environment in which every individual is treated with respect. A zero-tolerance approach to any form of harassment or discrimination enables Wendel to comply with the various regulations imposed on each of the countries in which its offices are located. Almost all employees in the French and Luxembourg offices have been trained or made aware of the issue of harassment and, more generally, of mental health risks.

The due diligence procedures relating to the ILO fundamental conventions and human rights implemented by Wendel in connection with its investments are described in section 4.5 on duty of care.

6. Supporting and strengthening our commitments to civil society

Wendel's commitment to civil society is in the Group's DNA. It is, in fact, part of its family heritage. This commitment goes hand-in-hand with a long-term vision in line with its business as an investor.

Since 2022, this commitment has gained new momentum with the creation of Wendel Cares, the Wendel endowment fund, designed to bring together all of its sponsorship initiatives within a dedicated structure and extend its scope of action to other issues in line with topical societal challenges.

Historically, Wendel's sponsorship initiatives focused on two pillars, education and culture. Today, there are five pillars, which provide the framework for the initiatives to which Wendel Cares chooses to commit itself:

1. culture;
2. education;
3. equal opportunities and professional integration;
4. medical research and health; and
5. environmental protection.

Initiatives supported by Wendel Cares

Culture

Since its creation in 2010, Wendel has been committed to the Centre Pompidou-Metz, supporting this emblematic institution in its mission to make art available to the general public. This support is especially meaningful for Wendel, as the Center is located in Lorraine, the historical home of the Group. The Group is represented on the Centre Pompidou-Metz Board of Directors by Nicolas ver Hulst, Chairman of Wendel's Supervisory Board.

In recognition of its long-standing commitment to the arts, Wendel was awarded the title of *Grand Mécène de la Culture* (Grand patron of the arts) by the French Minister of Culture in 2012.

- For more information: https://www.centrepompidou-metz.fr/

Education

Wendel has supported Insead since 1996. In that year, the prestigious business school created a chair and then the Wendel International Centre for Family Enterprise *(Centre Wendel pour l'Entreprise Familiale)* and Wendel has been a partner in this initiative from the start. The entity aims to raise awareness and promote understanding of family businesses as a model of sustainability. Priscilla de Moustier, Chairwoman of Wendel-Participations SE and member of the Supervisory Board, represents Wendel on the Center's Board of Directors.

- For more information: https://www.insead.edu/centres/family-enterprise

Medical research and health

Supported by Wendel Cares since 2022, HELEBOR contributes to the development of palliative care in France and to the improvement of quality of life for seriously ill people and their relatives. HELEBOR is a public interest structure which develops partnerships between various civil society stakeholders to support and foster the development of innovative palliative care projects.

- For more information: www.helebor.fr

Equal opportunities and professional integration

Alliance pour l'éducation – United Way, another organization that Wendel Cares has been supporting since 20230, promotes equal opportunity and helps young people from priority areas and rural areas to continue their education with a view to ensuring that they have clear options for their future. With a focus on collective impact, the *Défi Jeunesse* (Youth Challenge) program pools support from the many stakeholders involved in the association and rolls out regional initiatives.

- For more information: alliance-education-uw.org

For several years now, Wendel Cares has regularly supported Clubhouse France, an association that offers a friendly, non-medicalized place to live, created with and for people suffering from mental health problems. The Clubhouse method is a springboard to an active social and professional life for people living with a mental health problem, and a model of integration that has proved its worth over 70 years and in more than 35 countries.

- For more information: https://www.clubhousefrance.org/

Environmental protection

Since 2023, Wendel Cares has also supported Plastic Odyssey, a project designed to reduce plastic pollution in the ocean by creating a worldwide network of local recycling actions. It is supported by several stakeholders who all share the drive to build a world in which plastic waste will no longer end up in the ocean.

- For more information: plasticodyssey.org

In total, in 2023, Wendel's charitable donations amounted to €667,135.

A day of skills sponsorship offered to all Wendel employees

Since 2021, as part of the reinforcement of its philanthropy strategy, Wendel has offered each employee the opportunity to spend one day of working time per year on a charitable initiative. This skills sponsorship day allows everyone to volunteer with the non-profit of their choice, in compliance with the principles of the Wendel Ethics charter, provided that the organization has no political and/or religious leaning. In order to encourage teams to commit to this approach, in collaboration with its partner associations, Wendel offers a certain number of predefined assignments that enable employees to use their time and skills in the public interest.

In 2023, Wendel did not set up any specific initiatives to promote the link between the Nation and the armed forces and to support commitment to the reserves.

4.3.2 Measuring and managing our environmental footprint

As part of the ESG strategy published at the beginning of 2020, the main thrust of which is set for 2023, Wendel has set the following objectives in relation to the environmental performance of its offices:

	2023 objective	2021	2022	2023
Environment	Carry out annual carbon reporting for Wendel SE (Scopes 1, 2 and 3)	Yes	Yes	Yes
	Reduce our carbon footprint by sourcing 100% renewable energy for Wendel offices worldwide *% of renewable energies in Wendel's energy consumption*	26%	28%	16%

Carbon impact and climate change management

Risk description

The Wendel Group is conscious of the climate emergency and the importance of everyone involved in mitigating its effects. Managing climate change and the risks and opportunities it generates is a priority in the Group's action as a responsible shareholder. While Wendel focuses primarily on reducing the CO_2 emissions of its portfolio companies, it is nevertheless careful to measure and communicate transparently on its annual carbon footprint. It should be noted that the limited size of the Company (98 employees as of December 31, 2022) and its activity (investment) make its carbon footprint marginal compared to the emissions generated indirectly by the companies in which it invests. Wendel SE accounts for 0.1% of the Wendel Group's emissions, including the portfolio companies.

Policies and outcomes

As mentioned in the climate plan (see 4.1.5.5), in 2023, Wendel committed to implementing targets for reducing greenhouse gas emissions in line with the criteria defined by the SBTi.

Consolidating emissions according to the financial control approach defined by the SBTi implies including in Scopes 1 and 2 the emissions linked to Wendel SE's office activities presented below.

The reduction target defined as part of the SBTi commitments regarding Wendel SE is as follows: **42% reduction in Scope 1 and 2 emissions by 2030** compared to the 2022 baseline year.

At December 31, 2023, Wendel's carbon footprint was as follows:

Emissions by category (in tCO_2 eq.)	2022[(1)]	2023	2022/2023 change
Scope 1	20	18	-11%
Scope 2	140	98	-30%
Scope 3	3,268	6,281	92%
TOTAL (SCOPES 1 AND 2)	**161**	**116**	**-28%**
TOTAL (SCOPES 1, 2 AND 3)	**3,429**	**6,397**	**87%**
Intensity of Scope 1, 2 and 3 emissions per employee	**39.52**	**65.28**	**65%**

(1) 2022 emissions were recalculated in 2023 following the update of certain emissions factors.

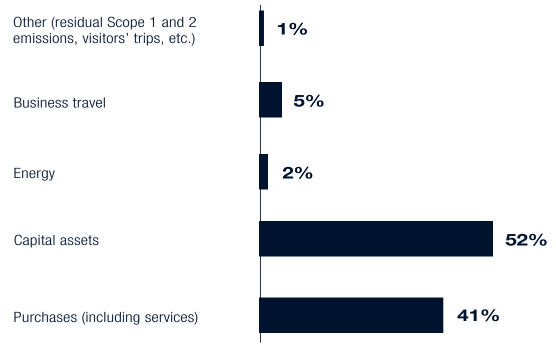
Since 2022, the methodology used to calculate GHG emissions related to the purchase of intellectual services has been fine-tuned. Wendel requested GHG emission intensity ratios from its main suppliers of intellectual services, corresponding to the services provided. Historical data have been adjusted based on these emissions factors.

Wendel SE's emissions in 2023 were up 87%, mainly due to the relocation of Wendel Paris and the work carried out in the new premises. Scope 3 emissions remain the main source of Wendel SE's emissions, and consist mainly of intellectual services, which are essential to an investment activity (law firms, insurance, strategic consulting, etc.) and exceptionally for 2023, capital expenditure related to the move.

The 2023 move of the Paris headquarters to a more energy-efficient, BREEAM certified location (excellent level for "asset building" and "building management") has significantly reduced the Scope 1 and 2 carbon footprint of the Paris offices.

Alongside its formal objectives, Wendel has drawn up an action plan to reduce energy consumption at its Paris, New York and Luxembourg offices, focusing in particular on Building Management Systems (BMS), energy-saving measures and the possibility of subscribing to renewable energy contracts as tenants of the Paris and New York offices.

Breakdown of Wendel SE Scope 1, 2 and 3 emissions



The Paris and Luxembourg offices are supplied with electricity from renewable sources, bringing the percentage of renewable energies in Wendel SE's energy consumption to 16%.

4.3.3 Governance and business ethics

As part of the ESG strategy published at the beginning of 2020, the main thrust of which is set for 2023, Wendel has defined the following objectives in the areas of governance and business ethics. Aspects related to parity in governance bodies are included in section 4.3.1 – HR performance.

		2023 objective	2020*	2021*	2022*	2023*
GOVERNANCE & ETHICS	Ethics	100% of employees to sign the Code of Ethics over the course of the year	94%	99%	96%	98%
		100% of employees follow Wendel's annual Business Ethics training course	98%	99%	96%	89%
		Annual review of the Code of Ethics at the Executive Board level	Yes	Yes	Yes	Yes
		Annual audit of Wendel's anti-corruption program	No	Yes	Yes	Yes
	ESG governance	Adding ESG as a key mission of the Wendel Supervisory Board and the Wendel Governance and Sustainability Committee Number of meetings of the Wendel Governance and Sustainability Committee dealing with ESG-related matters	3	3	8	1
		Number of ESG Steering Committee meetings	*4*	*7*	*5*	*4*

* *The percentages shown include employees whose absence is justified (e.g. maternity leave, sick leave, etc.). Excluding justified absences, the percentages for 2023 are respectively 100% for the Ethics charter and 96% for training.*

Ensuring balanced governance

Independence of governing bodies

Risk description

Wendel has a controlling shareholder, Wendel-Participations SE which (along with its related parties), held 39.57% of Wendel's share capital and 51.86% of the theoretical voting rights as of December 31, 2023. This could result in a risk of conflict of interest or non-compliance with the principle of equality between shareholders.

Policies and outcomes

Various good governance measures are applied to avoid this risk. Firstly, Wendel's dual structure, as a company with an Executive Board and a Supervisory Board, makes it possible to clearly separate the executive functions performed by an independent Executive Board from the control functions exercised by the Supervisory Board (see section 2.1.7 – Division of powers between the Executive and Supervisory Boards). Within the Supervisory Board itself, 40% of members are independent (excluding members representing employees), which exceeds the recommendations of the Afep-Medef Corporate governance Code (see section 2.1.1 – The Supervisory Board and its operations). Both Board committees are chaired by independent members. In addition, the Chairman of Wendel's Supervisory Board no longer serves as Chairman of the Board of Directors of Wendel-Participations. Lastly, the Supervisory Board's internal regulations provide for a procedure for the prevention and management of conflicts of interest, and the Lead Member of the Supervisory Board (who is an independent member) is specifically tasked with handling matters of conflicts of interest with the majority shareholder. On shareholder equality, see the section entitled "Preventing market abuse".

Robustness of internal control mechanisms

Risk description

Wendel must ensure the effective internal control of its own organization and that of its consolidated subsidiaries, in order to control risks relating to their operational activities.

Policies and outcomes

For internal control procedures, (see section 3.3 – Risk management and internal control systems).

Strengthening and upholding business ethics within the Group

Management of main risks as defined by the NFPS

Risk description

In terms of business ethics, Wendel has identified the following as main risks based on NFPS definitions:

- corruption;
- market abuse.

Other risks related to business ethics are taken into account by Wendel and outlined below following the presentation of these two priority NFPS risks.

Anti-corruption

Risk description

The risk mapping conducted for Wendel (namely Wendel SE, its holding companies and foreign offices) showed that corruption risks could arise from some of its activities, particularly its investment arm. For example, this risk could arise in the case of an investment to influence the outcome of a competitive process or to obtain specific authorizations or confidential information.

Corruption distorts competition and normal market conditions. Should it occur, it would be highly damaging to Wendel's reputation and that of the people responsible or who allow the corruption to occur. It would expose Wendel to particularly damaging financial consequences as well as administrative and criminal sanctions. It could disrupt the Wendel Group's operations and destabilize its activities.

Policies and outcomes

For Wendel

The Executive Board has identified the prevention and detection of acts of corruption as an absolute necessity for the Wendel Group and is committed to a zero-tolerance corruption policy. Any use of corrupt practices in the Wendel Group's operations, as well as in its relations with partners or third parties, whether public or private, is strictly prohibited.

To prevent this risk, the Executive Board has put in place a robust program in accordance with the Sapin II Law and the recommendations of the French Anti-Corruption Agency (AFA). The Group Compliance and Internal Audit departments monitor, control and reinforce this program.

In addition, Wendel regularly reviews its corruption-related risk mapping: an annual assessment of the need to update the mapping is carried out. In 2023, no new areas of exposure to corruption risks were identified, but certain processes have been reinforced in areas requiring special attention. The risk mitigation measures for each corruption scenario were listed and reviewed in detail, ensuring Wendel's alignment with AFA requirements.

The anti-corruption policy is adapted to the specific risks associated with Wendel's activities as identified in the risk map and complies with the latest AFA recommendations in this regard. The policy is included in the "Employee Handbook" and failure of Wendel employees to comply with its obligations may result in disciplinary sanctions up to and including dismissal for gross misconduct.

With respect to its core business, which is investing, Wendel's compliance team, in collaboration with external firms, performs thorough anti-corruption due diligence before carrying out any investment transaction. This analysis involves verifying the integrity of the target and its management team, as well as defining the target's corruption risk profile and evaluating any existing compliance framework. Wendel formalized this process in its M&A Compliance Due Diligence Policy and now regularly provides training to the teams concerned in order to raise awareness and ensure that compliance is taken into account at all stages of a planned investment.

In order to effectively deploy its anti-corruption program, Wendel uses a dedicated compliance and internal control tool - Wendel Protect - to streamline and optimize compliance processes and improve traceability, for example with regard to gifts and invitations or conflicts of interest.

Wendel Protect also ensures a thorough evaluation of third parties. Various levels of counterparty due diligence are in place according to their risk profile, in compliance with AFA recommendations. It should be noted that the process in place is linked to accounting procedures and prevents payments to third parties that have not been previously assessed.

Anti-corruption accounting controls, in line with the AFA guide published in 2022 on this subject, are also carried out regularly.

In addition, following the transposition of the European Directive on the protection of whistleblowers and the adoption of its implementing decrees, as well as the publication of an investigation guide by the AFA and the *Parquet National Financier* (PNF), Wendel's internal whistleblowing policy and procedure were subjected to an in-depth review to ensure compliance with the new provisions and recommendations. In 2023, Wendel received three admissible alerts. The whistleblowing hotline is available round the clock on Wendel's website, in the ESG section at www.wendelgroup.com.

In terms of awareness, in addition to deploying training specific to certain Group policies when they are updated or in place, employees receive regular training on corruption risks. In addition, the compliance team ensures a culture of compliance through regular reminders of the procedures to be followed under the program in place. During onboarding, employees and managers are informed that they must adhere to Group policies. It should be noted that in 2023, training was provided to all employees on new features of Wendel's updated whistleblowing system.

Level 2 controls in place ensure that the procedures defined and disseminated internally are effectively applied by the teams, and allow for the continuous improvement of these procedures. In this regard, an Anti-Corruption Compliance Code specifies the role and responsibilities of Wendel's Compliance department. Finally, all of these measures were audited by Wendel's Internal Audit department in 2023. The results of the report were presented to Wendel's Audit Committee in June 2023. The system in place was assessed as being in compliance with regulatory requirements, and the compliance team is encouraged to optimize the effectiveness of its control processes using a risk-based approach.

For controlled portfolio companies

Wendel also ensures that the measures provided for in the Sapin II law are implemented within the controlled companies in its portfolio. Wendel requires that the Audit Committees include the Sapin II program on their meeting agendas for regular discussion. In particular, in order to continue to monitor the progress made in the fight against corruption, each of the controlled companies produces an annual report on the Sapin II program, presenting the main improvements achieved and an action plan for the following year. In addition, a review of the action plan's progress is scheduled at the Audit Committee's mid-yearly meeting. In 2023, a gap analysis was carried out on Scalian's Sapin II system, following the company's acquisition by the Wendel Group. The recommendations arising from this analysis will be used by Scalian to further develop and improve its compliance system.

In addition, Wendel holds regular meetings on this topic with the compliance officers of portfolio companies, as required, to offer them guidance and discuss specific points. At least once a year, an exchange session called the Compliance Forum is also held for the compliance officers of the portfolio companies. In 2023, the aim of this session was to share the latest regulatory developments in terms of international sanctions, as well as the latest AFA guides (particularly concerning accounting controls and internal investigations).

Lastly, the portfolio companies file an annual statement of compliance with the obligations resulting from the Sapin II law on corruption (Compliance Statement) and Wendel ensures that the compliance objectives are communicated to the CEOs of controlled portfolio companies.

Preventing market abuse

Risk description

Given its activity as an investor and its status as a company listed on the Euronext Paris regulated market, there may be inside information about Wendel. Inside information is information of a precise nature which has not been made public, relating directly or indirectly to the companies within the Wendel Group or their securities and which, if it were made public, would be likely to have a significant effect on the prices of those securities (see Article 7 of Regulation [EU] 596/2014 of the European Parliament and the Council of April 16, 2014 on market abuse – "MAR Regulation"). Under this framework, Wendel has a duty to prevent any market abuse.

Policies and outcomes

Wendel ensures that it complies with the MAR Regulation. It communicates accurate, precise and fair information to investors, shareholders and analysts. Wendel also ensures that shareholders receive equal information.

A Compliance Committee – made up of the members of the Executive Board, the Ethics Officer and an Executive Vice-President – oversees compliance with market regulations at Wendel.

A Market Confidentiality and Ethics Code sets out rules that apply to all Wendel employees and corporate officers to prevent market abuse. In addition to strict legal and regulatory obligations in this area, the Code includes certain more restrictive internal provisions in the interest of transparency and prudence. The main rules introduced by the Code are presented in sections 2.1.8 and 3.3.2 of the Universal Registration Document. The Code is regularly reviewed, and was last updated in September 2023.

A procedure for classifying inside information has been put in place. Insider lists are opened whenever necessary and blackout periods – during which all trading in Wendel shares is prohibited – have been introduced to cover the periods of financial statement preparation and Net Asset Value calculation. Confidentiality and trade restriction lists may also be opened in the presence of information that is not yet classed as inside information but is potentially sensitive. Wendel has deployed a digital tool to manage these lists and blackout periods, which automates the process and ensures better traceability.

Managing other business ethics risks

Other initiatives supported by Wendel's compliance program

In addition to the measures presented above put in place to manage the regulatory issues most significant to Wendel within the meaning of the NFPS, other compliance processes have been implemented to ensure that the compliance approach is universally respected thanks to the application, by all its executives and employees, not only of the legislative and regulatory standards, but also of all of the Group's values and commitments in terms of compliance, business integrity and ethics. Wendel pays particular attention to the implementation of its compliance program in a constantly changing regulatory environment and intends to act ethically in all its activities by effectively preventing the risks of non-compliance.

The implementation of the compliance program therefore boosts the confidence of stakeholders with regard to Wendel's commitments as a long-term investor.

In order to promote an overall vision, the other initiatives included in Wendel's compliance program adopted by the Executive Board are described below.

Code of Ethics

Approved by the Executive Board with the support of the Supervisory Board, Wendel's Code of Ethics aims to bring the Group's long-term investor activity in line with an exemplary approach to doing business. In particular, it illustrates Wendel's desire to behave responsibly and fairly in its relationships with employees and stakeholders, going beyond purely legal requirements. The Code aims to ensure that Wendel's activities constantly comply with laws and regulations, while reinforcing the Group's ethical commitments to the respect for human rights and supporting employees and corporate citizenship.

The ethical principles and values set out in this Code guide the way the Group does business. Wendel promotes an approach based on individual responsibility and has a zero-tolerance policy.

The Code of Ethics applies to all employees and managers of the Company, its holding companies and its foreign offices. Wendel requires companies in which it invests to adopt similar standards. The Code of Ethics can be consulted in the ESG section on Wendel's website at www.wendelgroup.com.

In 2023, the Code was reviewed again by the Executive Board before being distributed to all employees. The changes that have been made include updating Wendel's internal whistleblowing system.

Protection of confidential information

In the context of its activity as a long-term investor, Wendel handles a large amount of confidential information concerning, for example, its strategy, portfolio companies, acquisition or divestment projects, its dividend policy, etc.

A Market Confidentiality and Ethics Code sets out the rules that apply to all Wendel employees and corporate officers in terms of protecting confidential information and, where applicable, restrictions on trading. The introduction of the Code in 2023 formalized the measures in this area.

Compliance with economic sanctions

In general, Wendel (including its holding companies and international sites) ensures that it does not engage in any activity prohibited by sanctions or embargoes, and that it does not enter into any relationship with individuals or legal entities on sanctions lists. All third parties are subject to checks in terms of sanctions using Wendel's own tools or, for more complex cases, external investigations.

Wendel pays close attention to this subject in the context of the conflict between Russia and Ukraine and the sanctions imposed by the United States and the European Union, in particular. After updating its international sanctions policy in 2022, Wendel continued to carefully monitor regulatory developments in this area in 2023 in order to ensure continued compliance.

Anti-money laundering

The Anti-Money Laundering/Combating the Financing of Terrorism (AML-CFT) policy was updated in 2023 and applies to Wendel SE, its holding companies and its international operations.

In addition, a specific AML-CFT policy has been put in place within the framework of the AIFM regulations to which the Luxembourg fund manager (Wendel Luxembourg S.A.) and its subsidiaries are subject. This policy is reviewed annually. All employees, directors and Responsible Leaders Committee members at these companies receive training on the subject every year.

All members of the Board of Directors are jointly responsible for compliance with AML-CFT requirements and one member has been made responsible for monitoring this compliance. They are assisted by the AIFM Compliance Officer and are approved by the CSSF. They report to the AIFM Responsible Leaders Committee, which conducts regular compliance assessments.

The Compliance department ensures compliance with the AML-CFT rules and policy. In particular, it determines the extent of the reasonable due diligence to be carried out according to the level of risk allocated to each investor or investment.

Tax policy

The primary objective of Wendel's tax policy is to ensure legal certainty and stability over the long term. Wendel believes that aggressive and artificial tax structures create long-term financial and reputational risks that are contrary to its interests and values. Wendel is committed not to use structures domiciled in countries considered to be tax havens[1] in order to reduce the amount of taxes due.

Wendel also ensures that its activities comply with applicable tax laws and regulations. In particular, Wendel ensures that its investments are structured in accordance with its operational and financial business objectives and that intragroup transactions comply with the arm's length principle of the OECD transfer pricing guidelines.

Wendel ensures compliance with tax filing and payment obligations in the jurisdictions in which it operates.

Wendel is committed to exchanging information with the tax authorities in a cooperative and transparent manner, in particular during tax audits. The last audit of the Wendel tax group did not result in any major adjustments.

Wendel participates, mainly through professional organizations, in consultations initiated by legislators or national and international governmental organizations aimed at improving tax certainty and encouraging sustainable growth in compliance with the initiatives of the OECD and governments regarding the fight against tax evasion.

Each year, Wendel SE provides the French tax authorities with country-by-country reporting on behalf of Wendel-Participations. This report is then shared via an automatic exchange mechanism with the tax authorities of all countries in which the Company or its subsidiaries operate.

The management and control of the Group's tax positions are based on documents and strict processes and are fully integrated in the Group's global risk management process. As part of this process, the Tax Director regularly reports to the Audit Committee and the Management Committee on the Group's global tax position, any risks or tax disputes and the main changes anticipated.

Whistleblowing procedure

As indicated in the section on anti-corruption, the whistleblowing hotline is available round the clock on Wendel's website, in the ESG section at www.wendelgroup.com. The whistleblowing system is accessible to all employees (current or former), management and supervisory bodies, shareholders, external and temporary employees, service providers and co-contractors, as well as their management bodies and their employees or those of their subcontractors.

In addition to combating corruption, this whistleblowing system covers finance and accounting, stock market ethics, anti-competitive practices, health, hygiene and safety at work, discrimination and harassment at work, environmental protection, human rights and fundamental freedoms.

In 2023, Wendel's internal whistleblowing system was completely overhauled to ensure compliance with new regulatory provisions.

Personal data protection

Wendel attends to the privacy and the protection of personal data. It implements the necessary measures to ensure the protection, confidentiality and security of personal data in compliance with the applicable provisions, in particular European Regulation 2016/679 of April 27, 2016 (hereinafter the General Data Protection Regulation or "GDPR").

Wendel's Personal Data Protection Policy is available on its website. It describes the measures taken with regard to all personal data processing carried out by Wendel with respect to the various categories of persons whose data are collected and processed by Wendel (for example: website visitors, suppliers, service providers, job applicants, shareholders, co-investors, and executives of companies in which Wendel plans to acquire a stake).

In addition, the internal policy dedicated to the protection of employees' personal data is available to employees on the Wendel intranet. Wendel has also defined a GDPR charter describing obligations and procedures applicable to the Executive Board and to all Wendel employees who are involved in the processing of personal data. A set of personal data protection "golden rules" are also available to all Wendel employees on the compliance page of Wendel's intranet site. They explain the GDPR fundamentals in a synthetic and pedagogical manner and draw attention to the main points concerning the requirements of each employee in terms of GDPR compliance.

Distribution to employees

All of the compliance program policies have been shared with all executives and employees of Wendel, its holding companies, and its international offices. Each year and each time they are updated, the policies are submitted for signature by each employee, who is thereby made aware of the policies and asked to confirm their commitment to respecting their principles.

(1) According to the list of non-cooperative jurisdictions for tax purposes issued by order of February 3, 2023.

4.4 European Green Taxonomy

Pursuant to Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020, on the establishment of a framework to facilitate sustainable investment, Wendel has prepared a report on its net sales (turnover), capital expenditure (Capex) and operating expenses (Opex) eligible and aligned under Annexes I and II of the Regulation.

This Regulation aims to direct financing towards activities that contribute significantly to the achievement of one or more of the Taxonomy's six environmental objectives:

1. climate change mitigation;
2. climate change adaptation;
3. sustainable use and protection of water and marine resources;
4. transitions to a circular economy;
5. pollution prevention and control;
6. protection and restoration of biodiversity and ecosystems.

To date, the alignment calculation is only applicable to objectives 1 and 2 (Annexes I and II of the European regulation). Only the eligibility calculation applies to the other four environmental objectives.

This report therefore establishes eligibility and alignment criteria for the first two environmental objectives and eligibility criteria only for the four other objectives. As a result, contributions to the four other environmental objectives (such as the circular economy) are not captured in the alignment ratios presented below.

In accordance with the Taxonomy Regulation, the following rules were applied to define the eligibility and alignment of activities:

- eligibility: activities described in the Annexes relating to the six objectives of the Taxonomy Regulation are considered eligible;
- alignment: eligible activities meeting the three criteria below are considered aligned:
  - substantial contribution criteria: the eligible activity meets the technical review criteria set for each objective (mitigation or adaptation),
  - do no significant harm (DNSH): the eligible activity does not significantly impact any of the other five Taxonomy objectives,
  - minimum safeguards: the eligible activity is conducted in accordance with the OECD and UN guidelines for business, including the eight fundamental ILO conventions and the International Bill of Human Rights. These requirements include the following four pillars: human rights, anti-corruption, taxation, and fair competition.

4.4.1 Taxonomy alignment of consolidated turnover

The table below presents the breakdown of the eligibility and alignment ratios for controlled portfolio companies, as well as for Wendel SE. All values presented below are for fiscal year 2023.

Scalian, which became part of the Wendel Group in July 2023. The entity has therefore not been the subject of an eligibility and alignment study.

The presentation of the alignment and eligibility ratios for turnover, Capex and Opex on the consolidated scope within the meaning of Article 8 of the Regulation and Annex II of the Delegated Act of July 6, 2021 is included in section 4.4.4.

		Bureau Veritas		Stahl		CPI		ACAMS		Scalian(1)	Total Group	
Economic activity	**Unit**	**2023**	**2022**	**2023**	**2022**	**2023**	**2022**	**2023**	**2022**	**2023**	**2023**	**2022**
Turnover	In millions of euros	5,868	5,651	914	915	128	114	92	66	126.8	7,127	8,700(2)
Taxonomy eligible turnover (including Taxonomy-aligned turnover)	In millions of euros	319	287	484	520	0	0	0	0	0	803	807
Taxonomy-aligned turnover	In millions of euros	164	142	73	37.8	0	0	0	0	0	237	179
Share of turnover that is Taxonomy-aligned	%	2.8%	2.5%	7.9%	4.1%	0%	0%	0%	0%	0	**3.3%**	2.1%

(1) *Scalian joined the Wendel Group in July 2023, in accordance with the consolidated financial statements for 2023, Scalian's turnover corresponds to the period from July to September 2023.*
(2) *2022 sales include Constantia Flexibles, a portfolio company sold in 2023 which does not appear in the above table.*

To date, only Bureau Veritas and Stahl have a share of turnover that is eligible and/or aligned with the European Taxonomy.

For fiscal year 2023, the share of consolidated turnover that is Taxonomy-aligned is 3.3% and contributes to the climate change mitigation objective exclusively. The 1.26% rise in aligned turnover is essentially linked to the increases in Bureau Veritas' "Technical control and inspection of rail transport infrastructure" and "Inspection of renewable energy production facilities" activities, and to the growth in Stahl's aligned turnover.

Eligible and aligned activities are described below.

Bureau Veritas – testing, inspection and certification services

The turnover presented is taken from the Bureau Veritas Group management tool (FLEX), which covers 96% of group revenue as at December 31, 2022. Bureau Veritas has significantly increased the scope of its eligibility and alignment analysis: the Taxonomy reporting coverage rate was 57% in 2022, rising to 80% in 2023.

Bureau Veritas' share of eligible and aligned turnover breaks down as follows:

Eligible and aligned economic activities	Eligible turnover for 2023 (in millions of euros)	Eligible turnover for 2022 (in millions of euros)	% of total turnover considered aligned in 2023	% of total turnover considered aligned in 2022
Technical verification and inspection of infrastructure for rail transport (Annex I – 6.14)	24.6	9.4	0.4%	0.2%
Audits of the energy performance of buildings (Annex I – 9.3)	23.6	20.0	0.4%	0.4%
Inspection of electric vehicle charging stations (Annex I – 6.15)	2.3	10.0	0%	0.2%
Issue of energy saving certificates (Annex I – 7.3)	62.2	77.6	1.1%	1.4%
Inspection of renewable energy production facilities (Annex I – 7.6)	51.3	24.5	0.9%	0.4%
TOTAL	**164.1**	**141.5**	**2.8%**	**2.5%**

In total, 2.8% of Bureau Veritas' turnover is considered aligned, up 0.3%. The alignment/eligibility ratio is 51%. Of the climate change mitigation target, only activities related to the inspection of heating, ventilation and air conditioning systems (7.3) are considered to be partly eligible, but not aligned.

The alignment/eligibility ratio is explained by the fact that inspection and audit activities, by their nature, do not have a significant impact on environmental objectives. On the other hand, certain DNSH are not considered applicable under the Regulation (such as for categories 9.3 and 7.6). Minimum safeguards are also respected for all four pillars thanks to the policies deployed at group level by Bureau Veritas (duty of care plan, Code of Ethics, tax policy). These policies are detailed in the Bureau Veritas Universal Registration Document.

In addition, many Testing, Inspection and Certification (TIC) services not described above also contribute to one or more of the environmental objectives of the Taxonomy. **A significant portion of these activities are not explicitly mentioned in the Taxonomy and are therefore not strictly eligible under the Regulation.**

This is the case for the following two activities:

- testing/inspection/certification activities implicitly included in eligible activities listed in the Delegated Acts of the Taxonomy related to the manufacturing of equipment (Annex I, section 3), construction and operation of buildings and infrastructures (Annex I, sections 4, 5, 6, 7). This is the case, for example, for the various services and inspections carried out by Bureau Veritas in the renewable energy sector;
- independent third-party activities for verification and certification required by the Technical Screening Criteria (TSC) of the Taxonomy for alignment of certain eligible activities. This is particularly the case for services related to the verification of life cycle GHG emission reductions, which are required in the technical criteria of a significant number of eligible activities.

These contributing but not directly eligible activities within the meaning of the Taxonomy Regulation explain the difference between the proportion of turnover linked to the Green Line of services and the Taxonomy alignment ratio. The description of these "contributing" activities is included in the Bureau Veritas Universal Registration Document.

Stahl – Manufacturing of water-based products

Within the Stahl product portfolio, certain products, due to their composition (significant water and low solvent content) offer a significantly lower-than-market standard carbon footprint over the life cycle of the product. These "water-based" products, which are sold exclusively B2B, are therefore considered to be low-carbon technologies, enabling the reduction of greenhouse gas emissions throughout the value chain.

The share of Stahl's turnover considered aligned breaks down as follows:

Economic activity	Turnover for 2022 (in millions of euros)	% of total 2022 turnover	Turnover for 2023 (in millions of euros)	% of total 2023 turnover
Manufacture of other low carbon technologies (Annex I - 3.6) – **Eligibility**	520.0	56.8%	483.6	52.9%
Manufacture of other low carbon technologies (Annex I - 3.6) – **Alignment**	37.8	4.1%	72.5	7.9%

The difference between the aligned share and the eligible share is due to a particularly rigorous and conservative approach to the alignment assumptions, which is described in the alignment analysis below:

- substantial contribution criterion: only water-based products covered by a life cycle assessment of avoided GHG emissions according to ISO 14040/44 mentioned in the Commission Recommendation 2013/179/EU on life cycle assessments were considered. These life cycle analyses were reviewed by an independent third party as part of a critical review and make it possible to validate a carbon footprint that is approximately half that of solvent-based products;
- DNSH:
  - climate change adaptation: In 2021, Stahl completed an analysis of physical and transition risks and drafted a Climate Resiliency Plan which was approved by the Board of Directors in 2022 and reviewed in 2023 (see section 4.1.5.5 – Climate Plan),
  - sustainable use and protection of water and marine resources: the sites manufacturing water-based products in the European Union comply with the European regulations cited in Annex B of the Taxonomy regulation. A conservative approach has been taken and sites located outside the European Union have been excluded from the scope of alignment, pending the collection of evidence of compliance,
  - transition to a circular economy: Stahl's policies, environmental management systems and actions comply with the provisions mentioned for this DNSH,
  - pollution prevention and control: all water-based products have been checked by the regulatory and R&D departments to ensure they do not contain any of the substances mentioned in the European Regulation mentioned in Annex C of the Taxonomy Regulation. Products that do contain such substances were not considered to be aligned,
  - protection and restoration of biodiversity and ecosystems: a geographical analysis of the sites located in the European Union in relation to protected areas has been carried out. All sites that are located far from protected areas or that have an appropriate assessment in place when located close to a protected area were included in the alignment scope,
  - safeguards: the Stahl group complies with the minimum safeguards of the OECD and UN guidelines for all four pillars (human rights, anti-corruption, taxation, and fair competition) thanks to the policies it has implemented. Stahl has a Duty of Care Plan in accordance with the French duty of care law (see section 4.5), an anti-corruption program in accordance with the French Sapin II law, a Code of Conduct and a tax policy that is publicly accessible on the Company's website.

The alignment/eligibility ratio is 7% in 2022 and 15% in 2023, i.e., an increase of 8%. The latter is linked to two factors:

- the increase in the coverage of water-based products meeting DNSH criteria and safeguards covered by a cycle analysis;
- the increase in the proportion of water-based products covered by a life-cycle analysis in line with DNSH pollution prevention and control.

The alignment share is expected to increase significantly on these two factors, with a possible extension to manufacturing sites outside the EU. At this stage, the inclusion of product life cycle assessments remains the primary lever for increasing the rate of alignment.

4.4.2 Taxonomy alignment of consolidated Capex

Taxonomy-eligible and Taxonomy-aligned Capex are presented in section 4.4.4. The consolidated Capex alignment rate is 0.6%.

Stahl's Taxonomy-aligned Capex is linked to the Taxonomy-aligned turnover presented above, which was calculated as a proportion of the Taxonomy-aligned turnover for the scope of the Capex mentioned in the Delegated Act of July 6, 2021.

In accordance with the European Commission's Q&A on Article 8 of the Taxonomy regulation, Constantia Flexibles, which was sold by Wendel on July 31, 2023, is included in the taxonomy indicators for consolidated Capex *pro rata* to its presence in 2023 (January-July 2023).

The Stahl and Constantia Flexibles shareholdings have individual Taxonomy-aligned Capex related to the following investments:

Constantia Flexibles:

- heat or cold production through waste-to-energy conversion at the Constantia Patz site in Austria (Annex I - 4.25);
- purchase of electric vehicles (Annex I – 6.5);
- upgrades to heating, lighting and machinery systems at production sites to improve energy efficiency (Annex I – 7.3);
- installation of charging stations for electric vehicles (Annex I – 7.4);
- installation of 1,500 solar panels at one of its production sites (Annex I – 7.6);
- installation of systems to regulate and control the energy performance of buildings (Annex I – 7.5);
- data processing, hosting and related activities (Annex I - 8.1).

Stahl:

- installation of solar panels at various production sites (Annex I – 7.6);
- improvements to building energy efficiency (Annex I – 7.3).

The difference between the eligible and the aligned share of Capex is mainly related to categories 7.7 (Acquisition and ownership of buildings) and 6.5 (Transport by motorbikes, passenger cars and light commercial vehicles). In most cases, the granularity of the available information did not allow us to establish the share aligned with these categories in 2023. Eligible Capex has been considered as non-aligned in these cases.

4.4.3 Opex scope exemptions

The Opex covered by the Delegated Act (EU) 2021/2178 of July 6, 2021 of the Taxonomy Regulation (R&D, building renovation, short-term leases, maintenance and repairs) represent less than 3% of current expenditure at the consolidated level. For portfolio companies, operating expenses as defined by the Taxonomy are therefore not significant in comparison to other operating expenses. In accordance with the exemption mentioned in point 1.1.3.2 of the above mentioned Delegated Act, the eligible and aligned Opex are not included below.

4.4.4 Taxonomy-related regulatory information tables

Turnover

Fiscal year Y	2023			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic activities (1)	Code(s) (2)	Absolute turnover (3)	Proportion of turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy-aligned (A.1) or Taxonomy-eligible (A.2) proportion of turnover, year Y-1 (18)	Category (enabling activity) (19)	Category (transitional activity) (20)
		€m	%	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES / NO	YES / NO	YES / NO	YES / NO	YES / NO	YES / NO	YES / NO	%	E	T
A- TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
3.6 - Manufacture of other low carbon technologies	CCM 3.6	72.5	1.0%	YES	0%	N/A	N/A	N/A	N/A	YES	YES	YES	YES	YES	YES	YES	0.4%	E	
6.14 - Infrastructure for rail transport	CCM 6.14	24.6	0.3%	YES	0%	N/A	N/A	N/A	N/A	YES	YES	YES	YES	YES	YES	YES	0.1%	E	
6.15 - Infrastructure enabling low-carbon road transport and public transport	CCM 6.15	2.3	0.0%	YES	0%	N/A	N/A	N/A	N/A	YES	YES	YES	YES	YES	YES	YES	0.1%	E	
7.3 - Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	62.2	0.9%	YES	0%	N/A	N/A	N/A	N/A	YES	YES	YES	YES	YES	YES	YES	0.9%	E	
7.6 - Installation, maintenance and repair of renewable energy technologies	CCM 7.6	51.3	0.7%	YES	0%	N/A	N/A	N/A	N/A	YES	YES	YES	YES	YES	YES	YES	0.3%	E	
9.3 - Professional services related to energy performance of buildings	CCM 9.3	23.6	0.3%	YES	0%	N/A	N/A	N/A	N/A	YES	YES	YES	YES	YES	YES	YES	0.2%	E	
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**237**	**3.3%**	**3.3%**	**0%**	**0%**	**0%**	**0%**	**0%**	**YES**	**YES**	**YES**	**YES**	**YES**	**YES**	**YES**	**2.1%**		
Of which enabling		237	3.3%	3.3%	0%	0%	0%	0%	0%	YES	YES	YES	YES	YES	YES	YES	2.06%	E	
Of which transitional		0.0	0.0%							YES	YES	YES	YES	YES	YES	YES			T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned)																			
				EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)										
3.6 - Manufacture of other low carbon technologies	CCM 3.6	411	5.8%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								5.50%		
7.3 - Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	3.6	0.1%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.05%		
2.4 - Remediation of contaminated sites and areas	PPC 2.4	120.9	1.7%	N/EL	N/EL	N/EL	EL	N/EL	N/EL								0%		
3.2 - Renovation of existing buildings	CE 3.2	30.7	0.4%	N/EL	N/EL	N/EL	N/EL	EL	N/EL								0%		
Turnover of taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		**566**	**7.9%**	5.8%	0%	0%	1.7%	0.4%	0%								**5.6%**		
Turnover of Taxonomy-eligible activities (A.1 + A.2)		**803**	**11.3%**	9.1%	0%	0%	1.7%	0.4%	0%								**7.6%**		
B- TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
Turnover of Taxonomy-non-eligible activities (B)		6,325	88.7%																
Total (A + B)		7,128	100%																

Capex

Fiscal year Y	2023			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm') (h)									
Economic activities (1)	Code (2)	CapEx (3)	Proportion of CapEx, year Y (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy-aligned (A.1) or Taxonomy-eligible (A.2) proportion of CapEx, year Y-1 (18)	Category (enabling activity Y-1) (19)	Category (transitional activity) (20)
		€m	%	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	YES/NO	%	E	T
A- TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
3.6 - Manufacture of other low carbon technologies	CCM 3.6	3.3	0.4%	YES	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	0.2%	E	
4.25 - Production of heat/cool using waste heat	CCM 4.25	0.5	0.1%	YES	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	0.0%	E	
6.5 - Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	0.1	0.0%	YES	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	0.1%	E	
7.3 - Installation, maintenance and repair of energy efficiency equipment	CCM 7.3	0.3	0.0%	YES	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	0.2%	E	
7.4 - Installation, maintenance and repair of charging stations for electric vehicles in buildings and parking spaces attached to buildings	CCM 7.4	0.1	0.0%	YES	NO	NO	NO	NO	NO	YES	YES	YES	OUI	YES	YES	YES	0.0%	E	
7.5 Installation, maintenance and repair of instruments and devices for measuring, regulating and controlling the energy performance of buildings	CCM 7.5	0.01	0.0%	YES	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	0.0%	E	
7.6 - Installation, maintenance and repair of renewable energy technologies	CCM 7.6	0.3	0.0%	YES	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	0.2%	E	
8.1 - Data processing, hosting and related activities	CCM 8.1	0.7	0.1%	YES	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	0.0%	E	
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		**5.3**	**0.6%**	**0.6%**	NO	NO	NO	NO	NO	**YES**	**YES**	**YES**	**YES**	**YES**	**YES**	**YES**	**0.7%**		
Of which enabling		5.3	0.6%	0.6%	0%	0%	0%	0 %	0%	YES	YES	YES	YES	YES	YES	YES	0.7%	E	
Of which transitional		0.0	0.0%	0.0%						YES	YES	YES	YES	YES	YES	YES	0.09%		T
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (g)																			
				EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)	EL; N/EL (f)										
3.6 - Manufacture of other low carbon technologies	CCM 3.6	18.5	2.1%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								3%		
6.5 - Transport by motorbikes, passenger cars and light commercial vehicles	CCM 6.5	51.46	5.9%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								8.2%		
7.7 - Acquisition and ownership of buildings	CCM 7.7	95.8	11.0%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								24.2%		
8.1 - Data processing, hosting and related activities	CCM 8.1	0.7	0.1%	EL	N/EL	N/EL	N/EL	N/EL	N/EL								0.2%		
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.1)		**166.4**	**19.2%**	19.2%	0%	0%	0%	0%	0%								**36.1%**		
CapEx of Taxonomy-eligible activities (A.1 + A.2)		**171.7**	**19.8%**	19.8%	0%	0%	0%	0%	0%								**36.8%**		
B- TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy-non-eligible activities		695.3	80.2%																
Total (A + B)		867	100%																

Opex

Fiscal year Y		2023		Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic activities (1)	Code (2)	OpEx (3)	Proportion of OpEx, year Y (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water (7)	Pollution (8)	Circular economy (9)	Biodiversity (10)	Climate change mitigation (11)	Climate change adaptation (12)	Water (13)	Pollution (14)	Circular economy (15)	Biodiversity (16)	Minimum safeguards (17)	Taxonomy-aligned (A.1) or Taxonomy-eligible (A.2) proportion of OpEx, year Y-1 (18)	Category (enabling activity Y-1) (19)	Category (transitional activity) (20)
		€m	%	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES; NO; N/EL (b) (c)	YES/ NO	YES/ NO	YES/ NO	YES/ NO	YES/ NO	YES/ NO	YES/ NO	%	E	T
A- TAXONOMY-ELIGIBLE ACTIVITIES																			
A.1. Environmentally sustainable activities (Taxonomy-aligned)																			
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		0.0	0.0%	NO	NO	NO	NO	NO	NO	YES	YES	YES	YES	YES	YES	YES	0.0%		
Of which enabling		0.0	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	YES	YES	YES	YES	YES	YES	YES	0.0%		
Of which transitional		0.0	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	0.0%	YES	YES	YES	YES	YES	YES	YES	0.0%		
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (g)																			
OpEx of taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		**0.00**	**0.0%**														**0.0%**		
OpEx of Taxonomy-eligible activities (A.1 + A.2)		**0**	**0.0%**														**0.0%**		
B- TAXONOMY-NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy-non-eligible activities			0.0%																
Total (A + B)			100%																

4.5 Duty of care plans

In 2016, in response to the requirements of the March 27, 2017 law on duty of care, Wendel's CSR Steering Committee set up a working group to create a duty of care plan applicable to the Group companies affected by these regulations. The principal Group companies affected by the duty of care are Bureau Veritas, Constantia Flexibles, Stahl and CPI.

With regard to information published pursuant to Article R. 225-105-1 of the French Commercial Code, a certain number of tools and procedures had already been implemented on topics covered by the duty of care.

As an investment company that acts as a professional shareholder, Wendel does not take part in the operational management of its subsidiaries. However, it ensures that its subsidiaries take into account the risks targeted by the duty of care regulations, to the extent that they relate to their business. In this context, the relevant companies perform a risk analysis with respect to the topics covered by the duty of care regulations:

- preventing violations of human rights and fundamental freedoms;
- personal health and safety;
- preventing harm to the environment.

On the basis of this risk assessment, duty of care plans were drawn up by the companies within the relevant scope and are published in this Universal Registration Document, with the exception of Bureau Veritas, in accordance with the applicable regulations. The Bureau Veritas Compliance Program is also available in the Group's Universal Registration Document. The specificities of each duty of care plan set up by the companies within the scope of consolidation can be found below.

Wendel SE

As Wendel is a holding company made up of a small management team, its duty of care largely relates to its controlled companies. Nevertheless, Wendel has taken the following steps to strengthen its approach to preventing any potential violations of human rights, personal health and safety, and the environment:

- signature of the Code of Ethics by all employees and new hires. The Code of Ethics includes a reminder of Wendel's strict compliance with international human rights conventions, and proposes a set of rules and measures to ensure a safer working environment (respect in the workplace, whistleblowing procedure in the event of non-compliance, etc.). It is shared with all third parties and partners with which the Group enters into a transactional relationship. Wendel requires the portfolio companies in which it invests to adopt similar standards;
- adoption of remote working rules in compliance with the regulations applicable to on-site and remote working in the countries where the Group operates, when required by local authorities. Wendel's teams also maintain a constant dialogue with the management teams of the companies within its portfolio in order to support and advise them, so that the best measures can be taken to protect employees, while ensuring business continuity;
- reinforcement of the internal Wendel Protect tool in early 2022 through the development of an ESG assessment module, which evaluates third parties on the basis of sustainability criteria when a threshold amount is exceeded during the year. This module aims to select and give preference to third parties that are concerned about taking environmental and social criteria into account in their own value chains, for example by setting up a Responsible Purchasing charter or obtaining third-party labels.

Wendel's internal whistleblowing procedure may also be used to report serious social and environmental breaches, as set out in the duty of care regulations. It is available on Wendel's website, in the ESG section: www.wendelgroup.com.

Stahl

Risk assessment

Stahl carried out a review of its risk assessment and control policies within the scope of the French law 2017-399 on duty of care (March 2017). This review covered the risks linked to its employees, suppliers and customers/external markets. Stahl has adopted governance policies covering health and safety, the environment, and human rights in order to mitigate such risks. These policies are included in the risk mapping section below. The Duty of Care Team reviewed these risks at its meeting in 2023. No significant changes in duty of care risks were observed, and several mitigation actions were taken in 2023 (see below).

Duty of Care Team

In 2019, Stahl established a Duty of Care Team including representatives from Operations (COO), HR (group director), Tax & Compliance (manager), Finance (CFO), ESG (Environment, Social & Governance group director and manager) and Risk (manager).

Duty of care plan

Stahl's duty of care plan corresponds to the French law on duty of care. The duty of care plan identifies and aims to prevent the risk of serious violations of human rights and fundamental freedoms as well as harm to human health, safety and the environment. The Stahl Duty of Care Team meets periodically to monitor the effectiveness of the duty of care plan.

The duty of care plan focuses on the following three (3) identified main duty of care risks associated with Stahl's activities and the appropriate prevention of these risks through mitigation actions and the monitoring of the effectiveness of such actions:

Risks linked to human rights and the societal impact of its activities

- Gross risk: modern slavery, the lack of diversity, and discrimination need to be eliminated from the industry, starting with employees and corporate policies. Violations or prosecutions in this respect could also have an impact on the Company's financial performance and reputation.
- Mitigation actions include:
  - Code of Conduct: the Stahl Employee Code of Conduct has chapters on modern slavery, conflicts of interest, business practices, data and IP protection, financial reporting and also outlines whistleblower rules. Stahl also has a Code of Conduct for business partners (updated in 2020 with the ten principles of the UN Global Compact). Suppliers are evaluated using the external independent EcoVadis rating system. The Business Partner Code of Conduct is a standard part of contracts with third parties. Both Codes of Conduct are discussed at the monthly Management Team and Quarterly meetings with the Executive Control Group;
  - whistleblowing: the Stahl whistleblower policy allows anyone (employees and people outside the company) to report suspicious behavior that could be in conflict with the Code of Conduct by e-mail or telephone, with the necessary protection guarantee for the whistleblower in question. The policy was updated in 2021. Since 2022, Stahl has created the opportunity for anyone (inside or outside the company) to report anonymously through the Stahl website (dedicated page with a form). Using the same form, they can also leave contact details. Whistleblower reports are included annually in the external ESG report;
  - training: to ensure that our employees understand the issues regarding modern slavery, diversity, discrimination, equal treatment, sexual harassment, etc., with respect to their own behavior and that of colleagues and of business partners (including suppliers), regular corporate training on these issues is recommended. Stahl employees have completed different levels of online training. Training hours are reported in the annual Stahl ESG report;
  - yearly calls organized by the Stahl Compliance Officer with selected colleagues, distributors and suppliers on anti-corruption and human rights issues;
  - a Human Rights policy formalized and published in 2021;

- Stahl People Experience surveys conducted in 2021 and 2023, the feedback from which was used to take action on identified gaps. For example, a DEI steering committee and local DEI groups were established throughout the company based on the outcome of the 2021 survey;
- implementation of a due diligence tool for customers that helps Stahl to get to know its customers and avoid entering into business relationships that may harm the trust placed in Stahl;
- salary reviews explicitly referring to the Mercer index and consistent checks on the conformity of payments.

Risks linked to the health and safety of employees & (sub) contractors

- Gross risk: the risks in this category range from employee injuries due to slips or falls, to more significant accidents involving chemical spills, machinery operations or exposure to dangerous substances. These are commonplace in the (heavily regulated) chemical industry and Stahl holds itself to the highest health and safety standards in this respect.
- Mitigation actions include:
  - strict legislation & auditing: Stahl is audited by external organizations, including governmental bodies (like ISO, accountancy firms (including NFRD compliance), industry initiatives (e.g., on ZDHC by Eurofins/Chemmap) and local authorities on environmental permits) on a regular basis. Stahl's policy is to adopt the highest regulatory standards and apply them throughout its operations globally;
  - effective SHE (Safety, Health and Environment) policies with clear rules, guidelines and KPIs. Stahl has a zero-tolerance policy towards unsafe acts;
  - auditing and reporting on health and safety, including accidents and incidents. This is performed monthly and annually by Stahl;
  - training: Courses on general SHE topics, chemical management including safe handling (for Stahl employees, contractors and visitors of Stahl sites);
  - identifying and acting on health and safety risks at the sites of customers who use Stahl chemicals;
  - creating, encouraging and promoting an open culture (e.g., Stahl People Experience Survey, webinars, training, employee newsletter, Mystahl, etc.);
  - SHE management system developed by a recognized external partner, to further develop a digital toolkit for risk assessments and easy reporting by app. on any digital device;
  - safety improvement program at all sites;
  - training for customers on brand-led initiatives focused on reducing unwanted substances in the garment and footwear supply chain (e.g., ZDHC).

Risks linked to the protection of the environment

- Gross risk: these risks are linked to unplanned releases to the environment of hazardous materials from Stahl sites, as well as the risks linked to the environmental stewardship practices of our suppliers and customers in the supply chain, who use Stahl's products in their manufacturing operations or who provide it with raw materials.
- Mitigation actions include:
  - alignment with the 17 UN Sustainable Development Goals;
  - effective SHE policies, e.g., covering the risks linked to spills or releases into the environment, a dedicated spill team trained on a regular basis;
  - periodic reporting of spills, releases, incidents, emissions, waste and other environmental KPIs;
  - climate resilience and adaption plan implemented in 2022 (Transition risks) and 2023 (Physical risks), i.e., how the company adapts to climate change risks and opportunities;
  - proactive participation in environmental stewardship projects in the supply chain;
  - long-term ESG targets (ESG Roadmap to 2030) for climate change (mainly through CO_2 and energy reduction);

- Stahl takes into account potential health and safety risks for customers who use its chemicals, and this also requires mitigation actions. Indeed, many of its customers work in environments that are not as highly regulated as the chemical industry. Stahl has taken action, either alone or in conjunction with other peer companies and non-governmental organizations, to train users in these cases on (1) the safe use of chemicals, (2) the correct use of personal protective equipment, and (3) communicating clear rules on exposure prevention for potentially harmful chemicals. In addition, Stahl regularly hosts seminars itself around the world, for example in India, Pakistan and Bangladesh, which are attended by large groups of customers and which focus on safety, health, environmental stewardship and sustainability in general;
- Scope 1, 2 and 3 targets established and approved by the SBTi (Science Based Targets Initiative);
- Carbon Steering Committee and Scope 3 working groups established and operative in 2023.

Monitoring the policies and activities in place and measuring their effectiveness

- KPIs related to corruption/bribery/harassment/non-compliance/environment/safety are reported at least annually in Stahl's ESG publications.
- EcoVadis is used to track and monitor performance with selected suppliers and their suppliers on social, environmental and safety dimensions.
- Incidents, cases and accidents are closely tracked, monitored and action is taken based on data.
- The effectiveness of Stahl's policies is assessed by measuring safety and spills performance at each site.
- Stahl's ESG roadmap to 2030 includes environmental, social and safety targets (see section 4.2.3 – Stahl's ESG Performance). This Roadmap is being updated to include 2026 interim targets.
- EcoVadis platinum rating, which is the highest possible rating for the four EcoVadis priorities: Environment, Labor & Human Rights, Ethics, and Sustainable Procurement.
- The Code of Conduct covers non-compliance of third parties.
- Letter of Representation, signed by local Stahl managers each year, which include Code of Conduct related risks.

Crisis Prevention Institute

Risk mapping

The following stakeholders have been integrated in the risk mapping: Tier 1 suppliers, subsidiaries in the United Kingdom and Australia, employees, and clients.

Risk mapping is conducted annually and consists in identifying and ranking the main risks for each stakeholder. This evaluation is based on criteria such as the geographical location of each stakeholder, its industry, and its weight within CPI's value chain. International frameworks such as Global Risk Profile and SASB are used as a basis for assessing the criteria.

The main risks identified within the subsidiaries are:

- risks relating to the environment, such as greenhouse gas emissions;
- the risk of insufficient employee health and safety;
- risks relating to the non-respect of human rights and principles of the International Labor Organization, and to discrimination.

The main risks identified for the upstream supply chain are:

- the risk of insufficient health and safety, non-respect of human rights and of the principles of the International Labor Organization, and discrimination for suppliers' employees;
- the risk of lack of personal data security among online storage suppliers;
- risks relating to the environment, such as raw material consumption.

The main risks identified for the downstream supply chain are:

- risks relating to the health and safety of people trained directly by CPI.

Evaluation procedures

The risks within the subsidiaries are assessed through internal evaluation questionnaires covering cybersecurity risks, which are completed at site level on a yearly basis.

The risks relating to the downstream supply chain are evaluated through surveys sent to every participant who completes a CPI training program. These surveys are administered by SurveyMonkey and the responses are reviewed by CPI every week. Trainers have the opportunity to report any incident or risk relating to clients during meetings organized at regional level on a weekly basis.

The implementation of evaluation procedures for Tier 1 suppliers is taken into consideration.

Actions to mitigate risks

To reduce risks, CPI has implemented the following procedures:

- inclusion of diversity, anti-discrimination and safety in the workplace policies in the Employee Handbook, which is signed by all employees upon their arrival and subject to an annual review of acknowledgment;
- addition of sustainability criteria in the tender documents for all suppliers and for all group entities, with the exception of Australia. This formalizes the sustainability standards required by CPI for purchases in the US and the UK. Australian operations will also be covered as from 2022;
- onboarding, covering risks relating to human rights and diversity, in all subsidiaries;
- training on health and safety offered to key employees, in all subsidiaries;
- certifications such as IACET, CQC, BILD/RNN, and ASQA, obtained by CPI at country level. Each CPI entity has at least one of the listed certifications. They cover issues relating to human rights and health and safety.

Whistleblowing system

In 2020, CPI implemented a whistleblowing system enabling employees and other individuals to anonymously report a concern to a reporting office by sending an email to whistleblower@crisisprevention.com. This aims to identify suspected illegal or unethical conduct or practices, or violations of CPI's policies. This alert mechanism is referenced in the Employee Handbook and is available on the company's website. The alert is received and processed by the Chief Compliance Officer and, if needed, by an external legal partner.

System to monitor implemented measures

Risk mapping and the implementation of the duty of care plan are the responsibility of the CEO, the VP HR and the Chief Compliance Officer who meet on a quarterly basis.

Key performance indicators (KPIs) are monitored internally and reported to the Audit Committee and/or to the Board on a yearly basis, to evaluate the efficiency of mitigation actions. The KPIs are as follows:

- 100% of sites covered by the internal evaluation questionnaire over the year;
- 100% of employees had signed the Employee Handbook at the year-end;
- 100% of tender documents include a sustainability criteria;
- 100% of CPI entities covered by at least one multi-year certification (IACET, BILD/RNN, ASQA) at the year-end;
- 100% of 'at-risk' employees trained on anti-bribery and anti-corruption practices over the year.

ACAMS

The analysis of non-financial risks carried out jointly by ACAMS and Wendel has not highlighted any risk to date with regard to human rights and fundamental freedoms, health and safety or the environment. ACAMS is a US-based training company and the vast majority of its employees work from home.

Scalian

Scalian is a service company specializing in advising companies on the transformation of business processes and digital technologies. The company became part of the Wendel scope of consolidation in 2023. Over 90% of Scalian's sales are generated in Europe, and as a B2B services company, the upstream value chain is limited.

Risk mapping

Actions to mitigate risks

In order to reduce risks, Scalian has implemented a comprehensive due diligence process. This process, which is integrated into the company's global management system, is used in the same way for all duty of care sustainable topics and consists of several stages:

- risk identification (scope, stakeholder mapping, regulatory compliance);
- impact assessment (environmental, social, governance, corruption, labor, human rights, etc.);
- prevention and mitigation plan;
- supplier engagement (dialogue, consultation, collaboration);
- monitoring and reporting (performance metrics based on the GRI, regular reporting, annual reporting and review, audit, etc.) and continuous improvement (feedback mechanisms, adaption to emergency issues, business continuity plan in case of disasters).

The due diligence process is placed under the responsibility of a Supplier Committee in charge of supplier relationship management, strategic sourcing, risk management, ethical and sustainable sourcing, dispute resolution and compliance management.

At every stage, managers, buyers, and specifiers who are in contact with suppliers to define needs, draw up contracts, and monitor the execution of contracts or invoices, may be subject to attempts to influence them. The Responsible Purchasing charter is based on the Code of Ethics and imposes discipline, transparency, and exemplarity on the part of all stakeholders in the contracting process in the performance of their duties.

- Three charters have been drawn up:
  - Ethics and Compliance Policy: the Group Policy is part of Scalian's commitment to conduct its business legally and honestly, in full compliance with the law;
  - Group Code of Ethics: Scalian's Code of Ethics reflects its respect for the law and for people, as well as its responsibilities to its customers and other group stakeholders. It is the foundation of the group's ethical culture;
  - Supplier Code of Ethics: this supplier Code of Conduct is based on the ten founding principles of the United Nations Global Compact, of which Scalian is a member, and expresses the values and principles that Scalian wishes to promote in terms of ethics, respect for human rights and labor law, environmental standards and the fight against corruption.

Whistleblowing system

- A whistleblowing platform, which protects the identity of the whistleblower, for reporting conduct or situations contrary to the company's Code of Conduct. This system covers corruption, influence peddling and offences or fraud, particularly in the areas of accounting, trade, internal control, and audit. It is accessible via the platform available on Scalian's Internet and Intranet sites. In accordance with the applicable legislation, the whistleblowing platform guarantees confidentiality regarding the identity of the person or persons who report the breach, the persons accused of the breach and the data relating to the breach.

4.6 Cross-reference table and reporting methodology

4.6.1 Cross-reference table

Risk description

Policies and outcomes

The cross-reference table below links the non-financial information required in the non-financial performance statement (NFPS) with the other parts of the Wendel Universal Registration Document, where relevant to the Company's main risks or policies, in accordance with Article L. 225-102-1 of the French Commercial Code.

Topic	Section
Business model	
Description of the main businesses (business segments and/or divisions), products or services, including key figures (i.e., business volumes, headcount, financial results) by business/division and/or geographical area	Introductory guide and section 4.1.1 – Business model
Interactions within its subsidiaries/business segments (i.e., customer categories, potential partnerships, use of subcontracting, competitive positioning, relations with stakeholders, etc.)	Section 1.2 – Business
Challenges and outlook for the entity and its businesses (i.e., market trends, ongoing transformations, sectoral sustainable development issues, etc.)	Section 1.3 – Investment model: strategy and objectives
Information relating to value creation and its distribution among stakeholders	Introductory guide and section 4.1.1 – Business model Section 8.1.2 – Dividend Section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion
Vision and objectives of the entity (i.e., values, strategy, transformation or investment plan)	Section 1.3 – Investment model: strategy and objectives
Main risks related to Wendel's business	
Wendel Group's ESG issues and responsible investment procedures	Section 4.1.5 – Wendel Group's ESG strategy
Portfolio companies' ESG issues	Section 4.2 – ESG performance of controlled portfolio companies
Risks related to climate change	Sections 4.1.5 and 4.2 (integrated in Wendel's ESG risks and the portfolio companies' ESG performance)
Risks related to Wendel's human resources	Section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion
Risk of non-independence of governance bodies and control mechanisms and risks related to business ethics	Section 4.3.3 – Governance and business ethics

Topic	Section
Other information mentioned in Article L. 225-102-1 of the French Commercial Code	
The business' social impact, particularly with regard to collective agreements and their effects, combating discrimination and fostering diversity, societal commitments, promoting the practice of sport, disability	Section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion
The business' environmental impact, in particular with regard to climate change, the circular economy, food waste, the fight against food insecurity, respect for animal welfare and responsible, equitable and sustainable food	Climate issues relating to Wendel's business are among the main risks facing the Group. The risks, opportunities, policies and KPIs related to climate change are presented in sections 4.1.5, 4.2 and 4.3.2 The circular economy approach implemented within Wendel SE is presented in section 4.3.2 – Measuring and managing our environmental footprint. Issues relating to the circular economy specific to Stahl are presented in section 4.2.2 Other environmental risks have not been identified as relevant to Wendel's activity as an investor (apart from specific risks related to the activities of controlled companies mentioned in section 4.2 – ESG performance of controlled portfolio companies)
The impact of the business on respect for human rights	Section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion Section 4.5 – Duty of care plans
The impact of the business on the fight against corruption	Section 4.3.3 – Governance and business ethics

4.6.2 Methodological information

Details of methodologies and specificities (e.g., scope limitations, specific considerations in the consolidation of certain indicators, etc.) are presented in the various consolidated indicators published in sections 4.1.5 and 4.3 or in the methodological notes for each investment in section 4.2.

4.7 Report of one of the Statutory Auditors, appointed as independent third party, on the verification of the consolidated non-financial performance statement

Year ended December 31, 2023

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 your company Wendel SE (hereinafter the "Company"), appointed as independent third party ("third party") and accredited by the French Accreditation Committee (Cofrac validation/ verification accreditation under number 3-1886, 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 December 31, 2023 (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*).

Further to your request and beyond the scope of our accreditation by COFRAC, we also have conducted procedures to express a reasonable assurance conclusion on the fact that some information, selected by the Company, has been prepared, in all material respects, in accordance with the Guidelines.

Limited assurance conclusion on the Statement pursuant to article L. 225-102-1 of the French Commercial Code

Based on the procedures we have performed 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 is not prepared in accordance with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

Reasonable assurance conclusion on selected information included in the Statement

In our opinion, the following information, selected by the Company, has been prepared, in all material respects, in accordance with the Guidelines:

- CO_2 equivalent emissions from scope 1 and 2 – Financial control (kT CO_2 eq);
- Frequency rate of work accidents with time off (per 1,000,000 hours worked);
- Women in management positions (number and%);
- Percentage of women among the aggregate number of all the individuals nominated directly or indirectly by Wendel in the relevant boards (board of directors or equivalent) of the portfolio.

Preparation of the non-financial performance statement

The absence of a commonly used generally accepted reporting framework or a significant body of established practice on which to draw to evaluate and measure the Information allows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Information needs to be read and understood together with the Guidelines, summarised in the Statement and available on the Company's website or on request from its headquarters.

Limits inherent in the preparation of the Information

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

The Management Board of Wendel SE is responsible for:

- selecting or establishing suitable 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 considering those risks and the outcomes of said policies, including key performance indicators and the information set-out in Article 8 of Regulation (EU) 2020/852 (Green taxonomy);

- preparing the Statement by applying the Company's "Guidelines" as referred above; and
- designing, implementing, and maintaining internal control over information relevant to the preparation of Information that is free from material misstatement, whether due to fraud or error.

The Statement has been endorsed by the Management Board.

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 we are engaged to form an independent conclusion on the Information as prepared by management, we are not permitted to be involved in the preparation of the Information as doing so may 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 French duty of care law and 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 Articles A. 225-1 *et seq* of the French Commercial Code, with our verification program consisting of our own procedures and with the professional guidance issued by the French Institute of Statutory Auditors (*Compagnie Nationale des Commissaires aux Comptes*) applicable to such engagement, in particular the professional guidance issued by the Compagnie Nationale des Commissaires aux Comptes, *Intervention du commissaire aux comptes – Intervention de l'OTI – déclaration de performance extra-financière,* and acting as the verification programme and with the international standard ISAE 3000 (revised)[1].

Independence and quality control

Our independence is defined by Article L. 821-28 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 seven people between November 2023 and March 2024 and took a total of sixteen 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.

Nature and scope of procedures

We are required to plan and perform our work to address the areas where we have identified that a material misstatement of the Information is likely to arise.

The procedures we performed were based on our professional judgment. In carrying out our limited assurance engagement on the Information:

- We obtained an understanding of all the consolidated entities' activities and the description of the main risks associated.
- We assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality, and understandability considering, where appropriate, best practices within the sector.
- We verified that the Statement includes each category of social and environmental information set out in section III of Article L. 225-102-1 as well as information regarding compliance with human rights and anticorruption and tax avoidance legislation.
- 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 main 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.

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

- We verified that the Statement presents the business model and a description of the main risks associated with 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 main risks.
- We referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the main risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the main risks and the policies presented; and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important and presented in Appendix 1. Concerning certain risks or information, our work was carried out on the consolidating entity, while for other risks, our work was carried out on the consolidating entity and on a selection of entities.
- We verified that the Statement covers the consolidated scope i.e., all companies within the consolidation scope in accordance with Article L. 233-16 of the French Commercial Code, 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 that we considered to be the most important and presented in Appendix 1, we implemented:
  - analytical procedures that consisted in verifying the proper consolidation of collected data as well as the consistency of changes there to;
  - tests of details, using sampling techniques, to verify the proper application of definitions and procedures and reconcile the data with supporting documents. This work was carried out on a selection of contributing entities[1] and covers:
    - For Stahl, between 11% and 100% of the information selected for this subsidiary;
    - For ACAMS, 100% of the information selected for this subsidiary;
    - For Wendel SE, 100% of the information selected for this entity.
- We have reviewed the work and findings of the independent third-party organization appointed by Bureau Veritas.
- We assessed the overall consistency of the Statement in relation to our knowledge of all the consolidated entities.

The procedures performed in a limited assurance review are less in extent than for 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.

At the request of the Company, we have conducted additional work to enable us to form a reasonable assurance conclusion on the following information:

- CO^2 equivalent emissions from scope 1 and 2 – financial control (kT CO^2 eq);
- Frequency rate of work accidents with time off (per 1,000,000 hours worked);
- Women in management positions (number and%);
- Percentage of women among the aggregate number of all the individuals nominated directly or indirectly by Wendel in the relevant boards (boards of directors or equivalent) of the portfolio.

The work carried out was of the same nature as that described in the section above relating to limited assurance, but more in-depth, particularly regarding:

- Analytical procedures to verify the correct consolidation of the collected data and the consistency of their trends;
- Detailed tests performed on a sample basis to verify the correct application of definitions and procedures and to reconcile data with supporting documents.

Paris-La Défense, 12 March 2024

One of the Statutory Auditors,

Deloitte & Associés

Mansour BELHIBA	Yoan CHAZAL
Partner, Audit	Partner, Sustainability Services

(1) Wendel SE; Stahl: Kanchipuram (India), Palazzolo (Italy), Parets (Spain), Waalwijk (Netherlands); ACAMS.

Appendix 1: Qualitative and quantitative information that we considered to be the most important

Qualitative KPIs

Qualitative KPIs for Wendel	*Qualitative KPIs for Stahl, ACAMS*
▪ Actions taken as part of the climate plan ▪ Actions taken as part of responsible investment procedures	▪ Policies and measures in place to improve employee health and safety at work ▪ Policies and measures in place to mitigate and adapt to climate change ▪ Measures put in place to promote a better gender balance among employees ▪ Priorities and action plans identified for offering sustainable products and services

Quantitative KPIs

Consolidated quantitative KPIs for Wendel Group	
▪ Percentage of controlled companies in the portfolio with an ESG roadmap aligned with their overall strategy ▪ Percentage of CEOs in the portfolio whose variable remuneration is linked to progress on their ESG roadmaps ▪ Percentage of controlled companies in the portfolio tracking their carbon footprint (scope 1, 2, 3) ▪ CO^2 eq emissions from scopes 1 and 2 - financial control ▪ Energy consumption (including share of renewable energy) ▪ Percentage of controlled companies in the portfolio that have committed to reducing their emissions ▪ Percentage of controlled companies in the portfolio that have assessed their exposure to the physical and transitional risks and opportunities associated with climate change ▪ Percentage of controlled companies in the portfolio that have implemented a climate change resilience plan ▪ Percentage of controlled companies in the portfolio with an environmental management system (including ISO 14001 certification) for all or part of their scope of activity	▪ Percentage of controlled companies in the portfolio that have adopted a continuous improvement approach to health and safety at work ▪ Lost time injury frequency rate (per 1,000,000 hours worked) ▪ Percentage of controlled portfolio companies with a certified health and safety management system (including OHSAS 18001/ISO 45001) ▪ Workforce (by gender) ▪ Percentage of companies committed to improving gender balance in the workforce ▪ Percentage of women in the total workforce ▪ Percentage of women in management positions ▪ Percentage of women in shareholder governance bodies ▪ Percentage of women in operational governance bodies ▪ Percentage of portfolio companies that have identified priorities for offering sustainable products and services ▪ Percentage of consolidated sales generated by products and services with added environmental value
Quantitative KPIs for Wendel	
▪ Percentage of investment opportunities examined using the exclusion list ▪ Percentage of investment opportunities assessed in the light of ESG (in-depth due diligence) ▪ Percentage of women among all individuals appointed directly or indirectly by Wendel to the relevant boards (board of directors or equivalent) in the portfolio	▪ Total workforce (including new hires and departures) ▪ Percentage of women in management positions and in the Supervisory Board ▪ Percentage of Coordination Committee members having received ESG training during the year ▪ Scope 3 absolute emissions
Quantitative KPIs for Stahl	
▪ Lifecycle Assessment (% of revenue) ▪ Product safety – ZDHC (% of total portfolio sales revenue)	▪ Water withdrawals ▪ Water consumption
Quantitative KPIs for ACAMS	
▪ Number of ACAMS members ▪ Number of jurisdictions covered ▪ Number of AFC professionals certified ▪ Net Promoter Score - ACAMS	▪ Share of products updated over the year ▪ Number of enrolments for "Ending Human trafficking & modern slavery" certificates ▪ Number of enrolments for "Ending Illegal Wildlife Trade" certificates

5

COMMENTS ON FISCAL YEAR 2023

5.1 Analysis of the consolidated financial statements

5.1.1 Consolidated income statement – accounting presentation

The Wendel Group consolidates:

- using the full consolidation method: the holding companies and subsidiaries over which Wendel has exclusive control: namely Bureau Veritas (conformity assessment and certification services), Constantia Flexibles (flexible packaging), Stahl (high-performance coatings and leather-finishing products), Scalian (business transformation consulting services), CPI (training services) and ACAMS (anti-money laundering training and certification);
- using the equity method: companies over which Wendel has significant influence or joint control, namely Tarkett (innovative flooring and sports surface solutions).

The contribution of companies sold or held for sale is presented, in accordance with IFRS, on a separate line of the income statement entitled “Net income from discontinued operations and operations held for sale”. Comparative years have been restated to present "Net income from discontinued operations and operations held for sale" on a separate line, which mainly represents the contribution of Constantia Flexibles in 2023 and proceeds from the sale of Cromology in 2022.

In millions of euros	2023	2022 Adjusted	2021 Adjusted
Net sales	7,127.6	6,745.9	5,900.5
Operating income	867.4	1,022.0	774.2
Net financial expense	(164.0)	(192.4)	(138.2)
Tax expense	(250.9)	(272.1)	(227.5)
Net income (loss) from equity-method investments	(6.5)	(174.4)	919.5
NET INCOME BEFORE INCOME FROM DISCONTINUED OPERATIONS AND OPERATIONS HELD FOR SALE	**446.1**	**383.1**	**1,328.0**
Net income from discontinued operations and operations held for sale	84.8	639.0	48.3
NET INCOME	**530.9**	**1,022.1**	**1,376.4**
Net income – non-controlling interests	388.5	365.7	329.5
NET INCOME – GROUP SHARE	**142.4**	**656.3**	**1,046.9**

Consolidated net sales

In millions of euros	2023	2022 Adjusted	Δ	Organic Δ
Bureau Veritas	5,867.8	5,650.6	3.8%	8.5%
Stahl(1)	913.5	914.9	-0.2%	-8.3%
Scalian(4)	126.8	N/A	N/A	N/A
CPI	128.0	114.2	12.1%	15.6%
ACAMS(2)	91.6	66.2	N/A	12.0%(3)
CONSOLIDATED NET SALES(5)	**7,127.6**	**6,745.9**	**5.7%**	**6.4%**

(1) *Acquisition of the ICP Industrial Solutions Group (ISG) since March 2023 (contribution to net sales of €89.1 million).*
(2) *The ACAMS group has been consolidated since March 11, 2022. Net sales include a PPA restatement with a negative impact of €3.4 million (versus a negative €12.6 million as of December 31, 2022). Excluding this restatement, net sales amount to €94.4 million versus €78.8 million as of December 31, 2022.*
(3) *Organic growth estimated at 12% is calculated over two comparable periods (March to December 2023 versus March to December 2022).*
(4) *Contribution of 3 months of net sales.*
(5) *In accordance with IFRS 5, the contribution of Constantia Flexibles has been reclassified in “Net income from discontinued operations and operations held for sale”. Comparable net sales for 2022 represent €6,745.9 million versus €8,700.4 million as reported. The difference of €1,954.5 million corresponds to Constantia Flexibles classified as held for sale in accordance with IFRS 5.*

5.1.2 Consolidated income statement – economic presentation

The consolidated income statement reflects the aggregate earnings of the various equity investments held by Wendel. These are either fully consolidated or accounted for by the equity method. As a result, the accounting presentation of the income statement does not allow for a direct, in-depth analysis.

For this reason, Wendel regularly provides an income statement prepared on an economic basis. The definition of economic presentation and a conversion from the accounting presentation to the economic presentation are included in note 6 "Segment information" to the consolidated financial statements.

In millions of euros	2023	2022	2021
Bureau Veritas	594.0	561.3	509.2
Constantia Flexibles	115.2	91.4	50.9
Stahl	90.3	118.3	113.9
Scalian	(2.8)	N/A	N/A
CPI	20.7	19.6	7.8
ACAMS	0.0	(1.4)	N/A
Cromology	N/A	N/A	52.4
Tarkett (equity method)	8.8	0.1	3.0
IHS (equity method)	N/A	N/A	27.7
Total contribution from Group companies	**826.3**	**789.3**	**765.0**
of which Group share	*362.1*	*341.8*	*367.4*
Operating expenses, net of management fees	(72.5)	(67.0)	(62.5)
Income taxes	(1.5)	(1.1)	(0.2)
Financial expenses	(15.9)	(28.0)	(37.5)
Non-cash items	(25.3)	(22.6)	(11.1)
Net income from operations	**711.0**	**670.6**	**653.7**
of which Group share	*246.9*	*223.2*	*256.2*
Non-recurring income (loss)	**(59.7)**	**493.8**	**833.9**
Goodwill impact	**(120.4)**	**(142.3)**	**(111.2)**
Total net income	**530.9**	**1,022.1**	**1,376.4**
Net income – non-controlling interests	388.5	365.7	329.5
NET INCOME – GROUP SHARE	**142.4**	**656.3**	**1,046.9**

5.1.3 Business overview

Wendel Group's consolidated net sales totaled €7,127.6 million, up +5.7% overall and up +6.4% organically. FX contribution is -4.7% and scope effect is +3.9%.

The overall contribution of Group companies to net income from operations, Group share amounted to €362.1 million, up +5.9% year on year. Net income from operations, Group share, was €246.9 million, up +10.6%.

Financial expenses, operating expenses and taxes at Wendel SE level totaled €115.2 million (of which €25.3 million non-cash), down 3.0% from the €118.7 million (of which €22.6 million non-cash) reported in 2022. Operating expenses were up notably due to an increase in rent payments as well as other items, partially offset by a decrease in financial expenses, down -43.1% (€15.9 million in 2023 *vs.* €28.0 million in 2022).

Net income, Group share €142.4 million *vs.* €656.3 million in 2022, which reflected a €589.9 million gain on the sale of Cromology.

2023 activity for each of the Group's portfolio companies is provided in section 1.4 of this document.

Strong financial structure

The average maturity of the company's debt was 4.6 years and interest amounted to 2.4% on average. In addition, the Loan-to-Value (LTV) was 9.6% at December 31, 2023 and total liquidity amounted to €2.2 billion before proceeds from the sale of Constantia Flexibles of €1.1 billion (€1,286 million in available cash and €875 million in undrawn credit lines). Finally, the level of leverage of the portfolio companies was generally low.

5.1.4 Consolidated balance sheet

The following table shows the principal changes to the consolidated balance sheet in 2023. For the purposes of this analysis and to clarify the readability of aggregates, certain line items of a similar nature have been combined at their net value. Accordingly, financial debt is presented net of Wendel's pledged cash and cash equivalents and short-term financial investments. Financial assets and liabilities are also presented net of these items.

Assets (in millions of euros)	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Goodwill, net	4,181	3,929	3,511
Intangible assets and property, plant and equipment	2,131	2,800	2,629
Property, plant and equipment under operating leases	462	477	428
Equity-method investments	49	82	216
Net working capital requirement	493	420	412
Discontinued operations and operations held for sale	1,103	50	342
TOTAL	**8,418**	**7,758**	**7,538**

Equity and liabilities (in millions of euros)	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Equity – Group share	2,676	2,789	2,601
Non-controlling interests	2,155	1,848	1,587
Provisions	264	316	378
Net financial debt	3,204	2,254	2,950
Operating lease liabilities	507	510	472
Net financial assets and liabilities	(568)	(183)	(630)
Net deferred tax liabilities	179	225	179
TOTAL	**8,418**	**7,758**	**7,538**

5.1.5 Breakdown of principal changes in the consolidated balance sheet

In millions of euros	
GOODWILL AS OF DECEMBER 31, 2022	**3,929**
Changes in scope of consolidation[(1)]	(400)
Acquisition of Scalian	724
Currency fluctuations and other	(73)
GOODWILL AS OF DECEMBER 31, 2023	**4,181**
INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT AS OF DECEMBER 31, 2022	**2,800**
Investments	230
Divestments	(21)
Depreciation/Amortization and provisions recognized during the year	(333)
Changes in scope of consolidation[(1)]	(496)
Currency fluctuations and other	(49)
INTANGIBLE ASSETS AND PROPERTY, PLANT AND EQUIPMENT AS OF DECEMBER 31, 2023	**2,131**
EQUITY-METHOD INVESTMENTS AS OF DECEMBER 31, 2022	**82**
Net income (loss) for the period of Tarkett Participation	1
Impairment on Tarkett Participation	(7)
Currency fluctuations and other	(27)
EQUITY-METHOD INVESTMENTS AS OF DECEMBER 31, 2023	**49**
ASSETS AND LIABILITIES HELD FOR SALE AS OF DECEMBER 31, 2022	**50**
Reclassification of Constantia Flexibles activities	1,055
Currency fluctuations and other	(1)
ASSETS AND LIABILITIES HELD FOR SALE AS OF DECEMBER 31, 2023	**1,103**
CONSOLIDATED EQUITY – GROUP SHARE – AS OF DECEMBER 31, 2022	**2,789**
Net income for the year	142
Items of comprehensive income	(120)
Capital increase	1
Dividends paid by Wendel	(139)
Net share buybacks	(18)
Currency translation reserves	(91)
Share-based payments	35
Other	77
CONSOLIDATED EQUITY – GROUP SHARE – AS OF DECEMBER 31, 2023	**2,676**

(1) *Including Constantia Flexibles activities reclassified as assets and liabilities held for sale.*

In millions of euros	
NET FINANCIAL ASSETS AND LIABILITIES AS OF DECEMBER 31, 2022	**183**
Minority puts and liabilities related to liquidity commitments	217
Minority puts in investees	100
Change in fair value of the investment in IHS	(101)
Change in fair value of the investment in Wendel Growth	47
Deposits and guarantees	215
Currency fluctuations and other	(93)
NET FINANCIAL ASSETS AND LIABILITIES AS OF DECEMBER 31, 2023	**568**

In millions of euros	Wendel & holding companies	Subsidiaries	Total Group
NET FINANCIAL DEBT AS OF DECEMBER 31, 2022	**448**	**1,807**	**2,254**
Main cash flows of Wendel and its holding companies:			
"Recurring" operating expenses, management fees, and tax	74		
"Recurring" financial expenses of Wendel and its holding companies	16		
Dividends paid to non-controlling shareholders	139		
Wendel term deposit	215		
Main cash flows of subsidiaries:			
Net cash from (used in) operating activities		(1,490)	
Net finance costs		117	
Net cash flows related to taxes		323	
Net acquisition of property, plant and equipment and intangible assets		227	
Acquisition of investments - Scalian	557		
Acquisition of investments - Other		350	
Other cash flows			
Net buybacks of treasury shares	18	7	
Bureau Veritas dividends	(124)	372	
Stahl dividends	(86)	125	
Impact of changes in scope of consolidation – Constantia Flexibles		(336)	
Impact of changes in scope of consolidation – Scalian		395	
Impact of changes in scope of consolidation – Other		(9)	
Currency fluctuations and other	36	23	
NET FINANCIAL DEBT AS OF DECEMBER 31, 2023	**1,294**	**1,911**	**3,204**

5.2 Analysis of the parent company financial statements

5.2.1 Income statement

In millions of euros	2023	2022	2021
Income from investments in portfolio companies	209	7	263
Other financial income and expenses	(8)	(26)	16
NET FINANCIAL INCOME	**201**	**(19)**	**279**
Operating income/(loss)	(55)	(25)	(31)
NET INCOME BEFORE NON-RECURRING ITEMS AND TAX	**147**	**(44)**	**248**
Non-recurring items	47	(130)	422
Tax expense	4	0	0
NET INCOME/(LOSS)	**197**	**(174)**	**669**

Net income for 2023 is mainly made up of dividends received from Eufor (subsidiary holding Bureau Veritas), net operating expenses of €55 million, net financial expenses of €8 million, the reversal of impairment of €155 million on Wendel Luxembourg, which indirectly holds the Group's portfolio of assets (excluding Bureau Veritas), and impairment of €108 million on Eufor.

5.2.2 Balance sheet

Assets (in millions of euros)	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Intangible assets and property, plant and equipment	9	7	2
Equity investments	7,810	7,755	7,993
Wendel Luxembourg	*4,026*	*3,871*	*4,060*
Eufor (Bureau Veritas)	*3,680*	*3,789*	*3,789*
Oranje-Nassau Group	*1*	*1*	*17*
Wendel shares	*93*	*89*	*123*
Other	*10*	*5*	*4*
Net intra-Group receivables	607	(63)	575
Net WCR	(8)	(6)	(10)
Cash and marketable securities	1,267	942	628
TOTAL	**9,685**	**8,636**	**9,188**

Equity and liabilities (in millions of euros)	Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Equity	7,255	7,196	7,537
Provisions	29	20	30
Financial debt	2,400	1,420	1,621
TOTAL	**9,685**	**8,636**	**9,188**

The €55 million change in long-term investments was mainly due to the write-down of the Eufor shares and the reversal of impairment on Wendel Luxembourg shares.

The change in net receivables from subsidiaries of €669 million was mainly due to the loan to Wendel Luxembourg for the €557 million investment in Scalian and the direct investments in Wendel Growth for €48 million, and by dividends of €124 million (received by Eufor) from Bureau Veritas and of €85 million (received by Wendel Luxembourg) from Stahl, whose income was loaned through the current account to the company. Finally, the dividend from Eufor for €209 million was paid through the current account.

The €325 million positive change in cash and cash equivalents over the 2023/2022 period is mainly due to cash movements related to the portfolio (see paragraph above on net receivables from subsidiaries) and to the Wendel dividend paid in 2023 for an amount of €139 million.

Equity totaled €7,255 million as of December 31, 2023 *versus* €7,196 million as of December 31, 2022. Changes during the year were mainly due to the dividend paid in respect of 2023 (negative €139 million), loss for the period (positive €197 million) and corporate actions (positive €1.4 million).

5.3 Net Asset Value (NAV)

5.3.1 NAV as of December 31, 2023

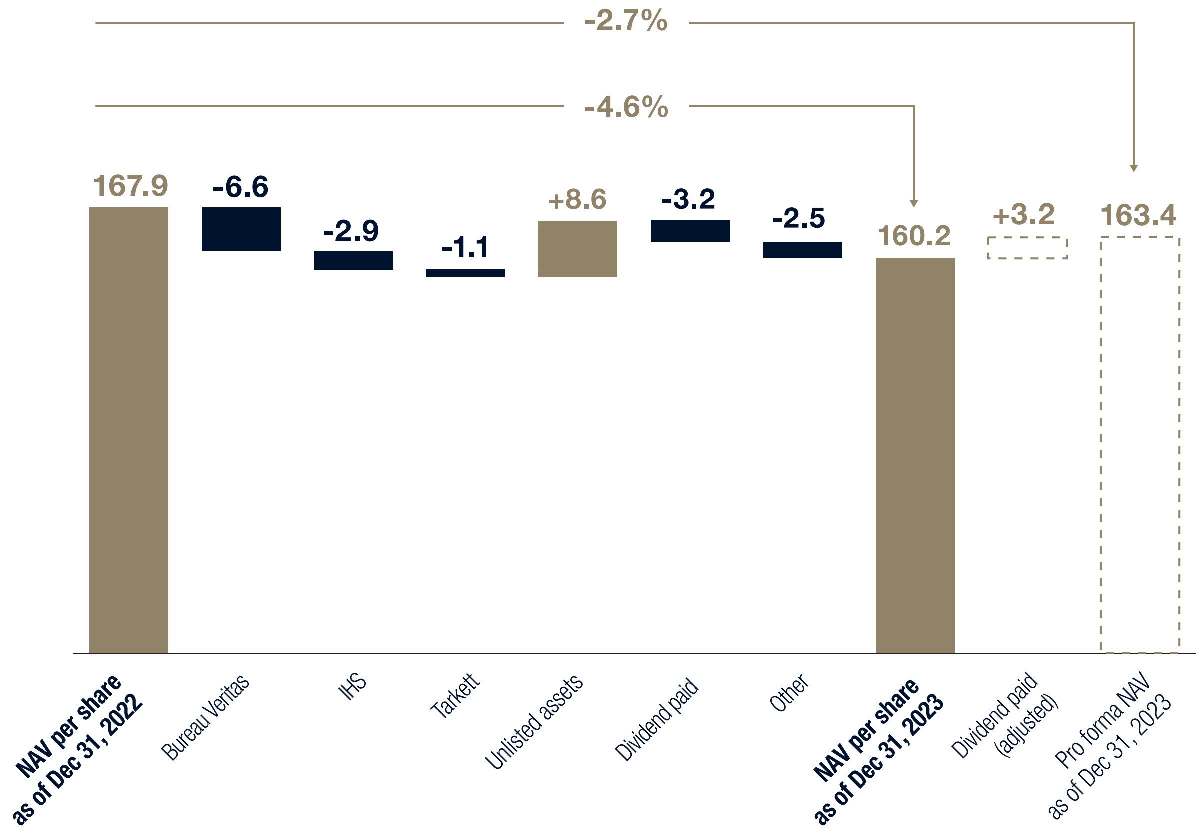
NAV as at December 31, 2023, December 31, 2022 and December 31, 2021 breaks down as follows:

In millions of euros			Dec. 31, 2023	Dec. 31, 2022	Dec. 31, 2021
Listed investments	**Number of shares**	**Share price**[1]	3,867	4,460	5,559
■ Bureau Veritas	160.8/160.8/160.8 million	€22.2/€24.8/€28.7	3,575	3,990	4,616
■ IHS	63.0/63.0/63.0 million	\$4.4/\$6.5/\$13.5	251	382	748
■ Tarkett		€9.1/€11.9/€18.6	40	88	195
Unlisted investments[2]			4,360	3,440	3,732
Other assets and liabilities of Wendel and holding companies[3]			6	15	97
Nat cash position and financial assets[4]			1,286	961	650
GROSS ASSET VALUE			**9,518**	**8,876**	**10,038**
Wendel bond debt			(2,401)	(1,420)	(1,619)
NET ASSET VALUE			**7,118**	**7,456**	**8,419**
Of which net debt			(1,115)	(459)	(969)
Number of shares			44,430,554	44,407,677	44,747,943
Net asset value per share			**€160.2**	**€167.9**	**€188.1**
Average of 20 most recent Wendel share prices			€79.9	€88.2	€102.3
PREMIUM (DISCOUNT) ON NAV			**-50.1%**	**-47.5%**	**-45.6%**

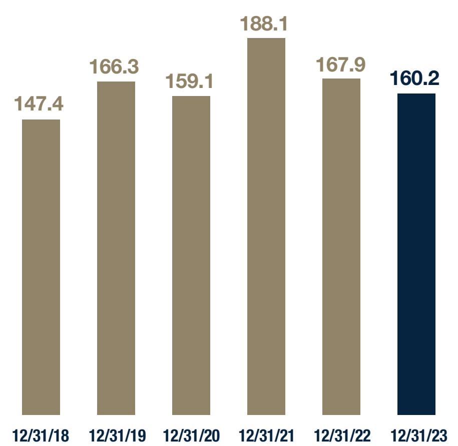
(1) Last 20 trading days average as of December 31, 2023, December 31, 2022 and December 31, 2021.
(2) Investments in unlisted companies Stahl, Constantia Flexibles, CPI, ACAMS, Scalian and Wendel Growth at December 31, 2023; Stahl, Constantia Flexibles, CPI, ACAMS, Wendel Growth at December 31, 2022; Cromology, Stahl, Constantia Flexibles, CPI, Wendel growth at December 31, 2021. Aggregates used for the calculation exclude the impact of IFRS 16.
(3) Of which 1,128,538 treasury shares as of December 31, 2023, 983,315, as of December 31, 2022 and 1,116,456 as of December 31, 2021.
(4) Cash position and financial assets of Wendel & holdings.
Assets and liabilities denominated in currencies other than the euro have been converted at exchange rates prevailing on the date of the NAV calculation.

If co-investment conditions are met, there could be a dilutive effect on Wendel's percentage ownership. These elements are taken into account in the calculation of the NAV. See note 4-3, page 246.

Change in NAV in 2023



NAV per share (in euros)



5.3.1.1 NAV publication dates and publication-related verification

The annual schedule of NAV publication dates is available in advance on Wendel's website at the following address: http://www.wendelgroup.com.

At each NAV publication date, the Statutory Auditors verify that the methodology used for calculating net asset value complies with the Group's methodology and confirm its consistency with accounting data.

The Audit Committee reviews each published NAV.

5.3.1.2 Presentation of NAV

Presentation format (publication at the level of detail indicated)	Comments
Investments valuation date	
+ Listed investments, including:	
■ Bureau Veritas	Average closing price over 20 trading days
■ IHS	Average closing price over 20 trading days
■ Tarkett	Average closing price over 20 trading days
+ Unlisted investments	*Unlisted investments are valued using the method described below*
+ Other assets and liabilities of Wendel and its holding companies	*Includes Wendel shares held in treasury*
Cash and marketable securities	*Pledged & unpledged cash of Wendel and its holding companies*
Wendel's bond debt and syndicated credit line	*Face value and accrued interest*
Net Asset Value	
Number of Wendel shares	
NAV/share	
Average of 20 most recent Wendel share prices	
Premium (discount) on NAV	

5.3.1.3 Valuation method

The method used to calculate NAV is now based on the recommendations of the International Private Equity Valuation (IPEV) guidelines, as well as on Wendel management's best estimate of fair value. The main adjustment concerns the valuation method for unlisted assets. In order to value newly acquired assets, the use of acquisition multiples is being phased out and replaced by the calibration principle in line with IPEV recommendations. Multiples of comparable listed companies remains the main valuation method. However, in the event of a significant difference with the acquisition multiple, an adjustment coefficient may be applied. The calibration principle is strongly recommended by the IPEV and is widely used in the industry. This methodological adjustment had a minor impact on Net Asset Value at December 31, 2023 (positive €2.3 per share, or around 1.4%).

Listed and unlisted investments are valued in accordance with IPEV recommendations.

5.3.1.3.1 Listed investments

Listed investments are valued on the basis of the average closing price for the 20 trading days prior to the valuation date.

5.3.1.3.2 Valuation of unlisted buy-out investments

The preferred method for valuing unlisted investments is by comparison with listed peer-group multiples. This approach is corroborated by other valuation data (transaction multiples, revenue-based approach such as DCFs, other valuation methods or indicative offers). If the valuation using listed peer-group multiples differs significantly from other valuation data, the sample is adjusted, a non-representative year is discarded, non-representative indicators are discarded, or another method is used (see below for details).

Valuation by listed peer-group multiples

The value of the equity of Wendel's portfolio companies is determined as their enterprise value less the net financial debt of the investments (gross nominal value of debt plus provisions for pensions booked in the balance sheet, less cash) shown in the most recent audited financial statements.

If net debt is greater than the enterprise value, the value of equity remains at zero if the debt is without recourse against Wendel.

Wendel's percentage ownership is determined by the features of the equity instruments held by the Group, non-controlling interests and co-investor managers, if any (see note 4 "Participation of management teams in the Group's investments" to the consolidated financial statements).

Enterprise Value is obtained by multiplying measures of each company's earnings by listed peer-group multiples.

The Measures of Earnings most often used in the calculation are recurring EBITDA (earnings before interest, taxes, depreciation and amortization) and recurring EBIT (before goodwill). The choice of earnings measures used can be adjusted depending on the sector in which the subsidiary operates or its business model. In this case, Wendel publishes an explanation for the adjustment. The Enterprise Value corresponds to the average of the values calculated using EBITDA and EBIT of two reference periods: the previous year and the budget (or budget update) for the current year. However, the previous year may be disregarded if a change in the current year's financial performance and/or market conditions renders the previous year irrelevant.

For NAV calculated at the same date as the closing of the accounts of a company, the budget for the coming year being available, the calculation is based on the latest estimate for the year just ending (or actual data if available) and the budget for the coming year.

Listed peer-group multiples are obtained by dividing the enterprise value of the comparable companies by their realized or expected EBITDA or EBIT for the reference periods, or in the case of fiscal years that are different from the calendar year, the closest fiscal year.

The enterprise value of the comparable companies is obtained by adding market capitalization (the average closing price over the last 20 trading days) and net financial debt (gross face value of debt plus pensions booked in the balance sheet less cash) at the same (or a similar) date as that applied to the net debt of the company being valued.

Listed peer-group companies are chosen based on independent data and studies, information available from Wendel's portfolio companies, and research carried out by Wendel's investment team. Certain peer-group companies can be more heavily weighted if their characteristics are more similar to those of the company being valued than the other companies in the sample.

The peer group remains stable over time. It, or its weighting, is adjusted when a company is no longer comparable (in which case it is removed from the peer group) or when a company is newly considered as belonging to the peer group for the investment being valued.

Non-representative multiples are excluded from the peer group, such as during public tender offers or any other exceptional circumstance affecting the measures of income or the share price, or when reliable information is not available.

The data, analyses, forecasts or consensus values used are based on information available as of the date of the NAV calculation. If actual data are available when the calculation is made, then they are used as a priority. For portfolio companies, as for peers, the EBITDA, EBIT and net debt figures used are adjusted for significant acquisitions or asset sales.

Significant non-controlling interests in portfolio companies are excluded from the portion of the equity value attributed to the Group.

Calibration

In line with IPEV recommendations, when the average multiple of the selected peer sample shows a significant deviation from the acquisition multiple at the acquisition date, this deviation must be analyzed and understood taking into account significantly different growth rates and margin, significantly different cash generation, significantly different risk profile, significantly different ESG track record, significantly different geographical exposure, etc., in line with the investment logic.

If the analysis concludes that this deviation is sustainable, the enterprise value can be calibrated using an adjustment coefficient to close the gap between the multiples of the listed peers and the acquisition multiples. This coefficient is calculated on the basis of a quantitative analysis, a multi-criteria approach and the relevant key performance indicators. This coefficient is then applied to the average multiple of the selected peer-group companies.

The adjustment coefficient is calculated at the time of acquisition and carried forward to each NAV date, at which time its relevance is systematically reassessed. The coefficient may only be adjusted in the event of a major event such as, but not limited to, a significant deviation in the achievement of the acquisition plan objectives, a significant change in the risk/performance of peers and the underlying asset, or a major change in the sample of listed peer-group companies or in market conditions.

If the analysis concludes that the coefficient needs to be adjusted, it is adjusted using the same analysis framework and the same relevant inputs defined at the time of acquisition.

The coefficient may never exceed its initial value as calculated at the time of acquisition.

Valuation by transaction multiples

Transaction multiples may be used when the transaction involves a company whose profile and business are similar to those of the company being valued. In this case, reliable information must be available on the transaction, with sufficient and explicit details, so that there is a minimum of ambiguity regarding the transaction implied multiples. In some cases, the multiple used to value an investment will be an average, either weighted or not, of the listed peer-group multiple and the transaction multiple. If used, the transaction multiple is applied for a period of six months.

Valuation of discounted cash flows

Discounted cash flows may be used if the listed peer-group multiples approach cannot be applied or is deemed inappropriate.

The present value of cash flows is determined on the basis of reasonable assumptions and estimates of expected future cash flows, the terminal value or value at maturity, the valuation date, and the appropriate discount rate reflecting the inherent risk of the cash flows thus determined.

Other methods

If a valuation by peer-group comparison is not relevant, other methods may be used, depending on the nature of the business, the characteristics of the asset and market practices (expert appraisals, sum of the parts, and other methods).

Purchase offers

Purchase offers received for unlisted investments may be considered if they are firm, fully financed, and have minimal conditionality, as well as a high probability of being accepted. In this case, Wendel uses the average, either weighted or not, of the internal valuation and the purchase price offered.

Relative weight can be based on the specific terms of the offer as long as the offer is relevant and there is no significant change in the company's operating performance, its environment and/or the private equity market. A purchase offer is considered if it is received prior to the date of the Executive Board's approval of the NAV.

Price of dilutive or accretive capital transactions

To the extent justified by the circumstances, if the price of a capital transaction having a significant dilutive or accretive effect on all or some shareholders results in a multiple significantly different from the multiples obtained using the listed peer-group multiples approach, then this transaction may lead to the implementation of a Calibration to value the asset in its entirety (see above).

The principle of valuation at the price paid is not applied in the event that Wendel, or any other shareholder, exercises an option to purchase shares or subscribe to a capital increase at an exercise price set on the basis of a situation that predates the exercise.

5.3.1.3.3 Valuation of direct "Growth" investments

"Growth" investments in equities are valued on the basis of the value derived from the most recent round of financing, taking into account the relevant adjustments for potential differences in share classes and specific preferential rights associated with the equity instruments subject to valuation.

In case of a potential loss of value, a multi-criteria assessment is carried out. When such a valuation results in a value lower than that generated by the last round of financing, the value of the investment is reduced accordingly.

At each valuation date, in accordance with IPEV recommendations, other methods may be used depending on circumstances, the achievement of business plan milestones or the approach of an investment exit, which may then lead to the valuation of these investments being revised upwards or downwards.

Investments in fixed-interest-rate instruments (quasi-equity or debt) are valued using the yield method in order to obtain a fair value and to confirm or adjust the nominal value of the instrument in question.

This method is applied until the underlying investment is considered "mature", at which point the methodology described in section 2 (Valuation of unlisted buy-out investments) is applied. Direct "Growth" investments are considered mature when they have achieved two consecutive profitable fiscal years, or when their profitability is in line with that of any listed peer-group multiples identified.

5.3.1.3.4 Investments in funds

Investments in funds are valued according to the latest valuation received from the General Partner (GP), subject to adjustments deemed pertinent. The NAV provided by the GP can be used as a starting point to determine the fair value of the fund's interest if this NAV is calculated in accordance with fair value calculation principles.

In accordance with IPEV recommendations, adjustments may be necessary depending on the circumstances.

5.3.1.3.5 Cash and cash equivalents

Cash and cash equivalents of Wendel and its holding companies include available cash at the valuation date (including liquid financial investments) and pledged cash.

5.3.1.3.6 Financial debt

Financial debt (Wendel's bond debt and syndicated loan) is valued at its face value plus accrued interest.

For the purposes of the calculation, financial debt is valued at face value, which is not affected by changes in interest rates or credit quality. Accordingly, interest-rate swaps are not valued at their market value, as the swaps are treated as part of the debt.

5.3.1.3.7 Other NAV components

Current assets and liabilities are considered at their carrying amount or their market value, depending on their nature, i.e., at face value, less any impairment, in the case of receivables, and at market value in the case of derivatives, with the exception of interest-rate swaps. Real estate is valued on the basis of appraisals carried out at regular intervals. The impact of currency hedging mechanisms is recognized at spot value on the valuation date.

Shares held in treasury and earmarked for sale upon the exercise of stock options are valued at the lower of the strike price of the options or the average price of the shares over the last 20 trading days. Shares held to cover performance share plans are valued at zero. Other shares held in treasury are valued at the average price over the last 20 trading days. A liability is recognized for stock subscription option plans when the share price exceeds the strike price.

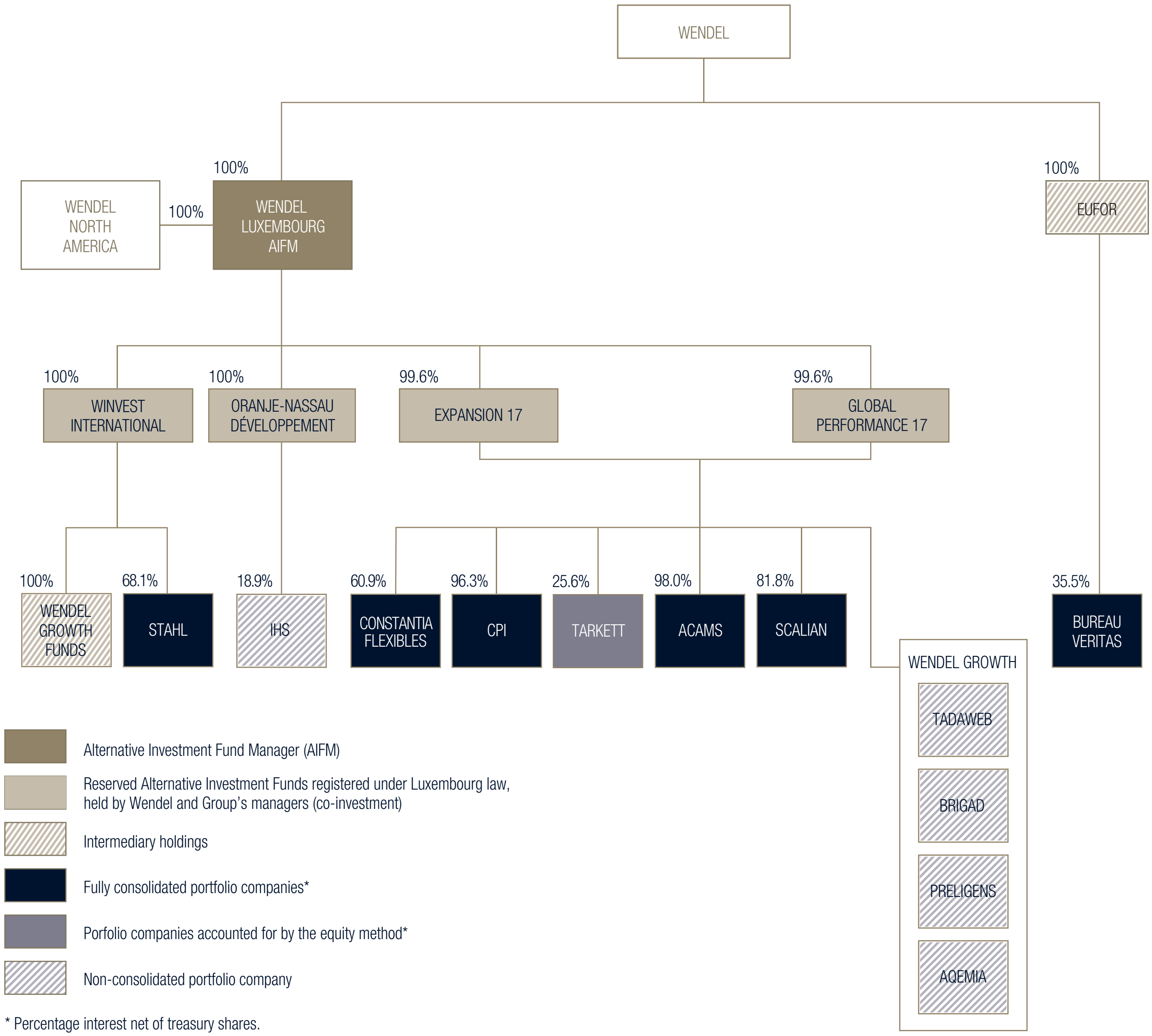
As NAV is a short-term valuation of the Group's assets, Wendel's future operating expenses do not enter into the calculation. Similarly, future tax effects are not included provided both the sale price of an investment and the form of the sale (in particular the tax consequences) are neither known nor certain.

The number of Wendel shares taken into account for the calculation of NAV per share is the total number of shares making up Wendel's equity at the valuation date.

Assets and liabilities denominated in a foreign currency are translated at the exchange rate prevailing on the date of the NAV calculation. If there are several exchange rates, the exchange rate used for the consolidated financial statements is applied.

Some aspects of the method described above may be amended if such a change produces a more faithful valuation. Any such changes would be announced by Wendel.

5.4 Simplified organization chart as of December 31, 2023



* Percentage interest net of treasury shares.

6 CONSOLIDATED FINANCIAL STATEMENTS AS OF DECEMBER 31, 2023

6.1 Balance sheet – Consolidated statement of financial position

Assets

In millions of euros	Note	Dec. 31, 2023	Dec. 31, 2022
Goodwill, net	6 and 7	4,180.5	3,929.1
Intangible assets, net	6 and 8	1,577.6	1,710.6
Property, plant and equipment, net	6 and 9	553.5	1,089.7
Property, plant and equipment under operating leases	6 and 9	461.9	476.8
Non-current financial assets	6 and 13	803.3	716.8
Pledged cash and cash equivalents	6 and 12	0.7	0.7
Equity-method investments	6 and 10	48.7	82.1
Deferred tax assets	6 and 22	172.3	165.7
Non-current assets		**7,798.4**	**8,171.5**
Discontinued operations and operations held for sale	**17**	**2,330.3**	**83.6**
Inventories	6	193.3	514.2
Trade receivables	6 and 11	1,585.3	1,606.9
Contract assets	6	391.2	310.3
Other current assets	6	279.0	299.3
Current tax assets	6 and 22	54.8	60.0
Other current financial assets	6 and 13	17.5	67.5
Cash and cash equivalents	6 and 12	2,402.8	3,264.6
Current assets		**4,924.0**	**6,122.9**
TOTAL ASSETS		**15,052.7**	**14,378.0**

The accompanying notes are an integral part of the consolidated financial statements.

In accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", the interest in Constantia Flexibles group was reclassified within discontinued operations and operations held for sale as of December 31, 2023 (see note 17 "Discontinued operations and operations held for sale").

Equity and liabilities

In millions of euros	Note	Dec. 31, 2023	Dec. 31, 2022
Share capital		177.8	177.6
Share premiums		23.4	22.2
Retained earnings and other reserves		2,332.8	1,932.5
Net income for the period – Group share		142.4	656.3
Equity – Group share		**2,676.4**	**2,788.6**
Non-controlling interests		2,155.2	1,847.7
Total equity	**14**	**4,831.6**	**4,636.2**
Provisions	6 and 15	260.2	303.7
Financial debt	6 and 16	5,518.7	4,621.6
Operating lease liabilities	6 and 16	386.9	398.8
Other non-current financial liabilities	6 and 13	142.9	422.1
Deferred tax liabilities	6 and 22	351.2	390.7
Total non-current liabilities		**6,660.0**	**6,137.0**
Liabilities related to discontinued operations and operations held for sale	**17**	**1,227.4**	**33.8**
Provisions	6 and 15	4.2	12.0
Financial debt	6 and 16	88.9	931.7
Operating lease liabilities	6 and 16	120.0	111.6
Other current financial liabilities	6 and 13	109.8	145.2
Trade payables	6	657.5	1,074.4
Contract liabilities	6	44.1	40.8
Other current liabilities	6	1,198.3	1,124.8
Current tax liabilities	6	111.0	130.5
Total current liabilities		**2,333.9**	**3,571.0**
TOTAL EQUITY AND LIABILITIES		**15,052.7**	**14,378.0**

The accompanying notes are an integral part of the consolidated financial statements.

In accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", the interest in Constantia Flexibles group was reclassified within discontinued operations and operations held for sale as of December 31, 2023 (see note 17 "Discontinued operations and operations held for sale").

6.2 Consolidated income statement

In millions of euros	Note	2023	2022 adjusted
Net sales	6 and 18	7,127.6	6,745.9
Other income from operations		4.7	1.1
Operating expenses		(6,263.9)	(5,849.2)
Gains (losses) on divestments		5.4	120.8
Other income and expense		(6.4)	3.4
OPERATING INCOME	**6 and 19**	**867.4**	**1,022.0**
Income from cash and cash equivalents		94.3	17.0
Finance costs, gross		(243.0)	(168.7)
FINANCE COSTS, NET	**6 and 20**	**(148.7)**	**(151.7)**
Other financial income and expense	6 and 21	(15.3)	(40.8)
Tax expense	6 and 22	(250.9)	(272.1)
Net income (loss) from equity-method investments	6 and 23	(6.5)	(174.4)
NET INCOME BEFORE INCOME FROM DISCONTINUED OPERATIONS AND OPERATIONS HELD FOR SALE		**446.1**	**383.1**
Net income from discontinued operations and operations held for sale	17	84.8	639.0
NET INCOME		**530.9**	**1,022.1**
Net income – non-controlling interests		388.5	365.7
NET INCOME – GROUP SHARE		**142.4**	**656.3**

In euros	Note	2023	2022 adjusted
Basic earnings (loss) per share	24	3.27	15.15
Diluted earnings (loss) per share	24	3.20	14.93
Basic earnings (loss) per share from continuing operations	24	2.09	0.90
Diluted earnings (loss) per share from continuing operations	24	2.03	0.82
Basic earnings (loss) per share from discontinued operations	24	1.19	14.25
Diluted earnings (loss) per share from discontinued operations	24	1.17	14.11

The accompanying notes are an integral part of the consolidated financial statements.

In accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", the contribution of Constantia Flexibles to 2023 and 2022 net income has been reclassified to a single line in the income statement, "Net income (loss) from discontinued operations and operations held for sale" (see note 17 "Discontinued operations and operations held for sale").

6.3 Statement of comprehensive income

In millions of euros	2023 Gross amounts	2023 Tax effect	2023 Net amounts	2022 adjusted Gross amounts	2022 adjusted Tax effect	2022 adjusted Net amounts
Items to be reclassified to net income						
Currency translation reserves[1]	(158.7)	-	(158.7)	64.6	-	64.6
Gains and losses on derivatives qualifying as hedges	(11.2)	0.5	(10.8)	18.1	(0.5)	17.6
Reclassification to income of items previously recorded within equity	2.6	(0.6)	2.0	(2.9)	0.9	(2.0)
Items not to be reclassified to net income				-	-	-
Gains and losses on financial assets through other comprehensive income[2]	(101.0)	-	(101.0)	(422.0)	-	(422.0)
Actuarial gains and losses	(21.5)	4.6	(16.9)	48.9	(12.0)	37.0
Other			-	-	-	-
INCOME AND EXPENSES RECOGNIZED DIRECTLY IN EQUITY (A)	**(289.8)**	**4.4**	**(285.3)**	**(293.2)**	**(11.5)**	**(304.7)**
Net income for the period (B)			530.9			1,022.1
TOTAL INCOME AND EXPENSES RECOGNIZED FOR THE PERIOD (A) + (B)			**245.5**			**717.3**
Attributable to:						-
▪ Wendel shareholders			(68.6)			326.6
▪ Non-controlling interests			314.2			390.7

(1) This item includes in particular the contributions of Bureau Veritas for a negative €95.3 million, including €34.4 million attributable to Wendel shareholders.
(2) This item corresponds to the change in fair value of the investment in IHS (see note 13 "Financial assets and liabilities").

The accompanying notes are an integral part of the consolidated financial statements.

6.4 Statement of changes in equity

In millions of euros	Number of outstanding shares	Share capital	Share premiums	Treasury shares	Retained earnings and other reserves	Cumulative translation adjustments	Equity – Group share	Non-controlling interests	Total equity
EQUITY AS OF DECEMBER 31, 2021	**43,631,487**	**179.0**	**57.5**	**(569.7)**	**3,169.3**	**(234.7)**	**2,601.4**	**1,587.5**	**4,188.9**
Income and expenses recognized directly in equity (A)					(384.5)	54.8	(329.7)	25.0	(304.7)
Net income for the period (B)					656.3	-	656.3	365.7	1,022.1
TOTAL INCOME AND EXPENSES RECOGNIZED FOR THE PERIOD (A) + (B)[1]					**271.9**	**54.8**	**326.6**	**390.7**	**717.3**
Dividends paid					(130.1)		(130.1)	(172.7)	(302.8)
Movements in treasury shares	133,141			(23.2)			(23.2)		(23.2)
Cancellation of treasury shares[3]	(377,323)	(1.5)	(37.3)	38.8			-		-
Share capital increase	37,057	0.1	2.0				2.2		2.2
Share-based payments					36.4		36.4	16.5	52.9
Changes in scope of consolidation					(14.6)	(0.8)	(15.3)	(42.3)	(57.6)
Other					(9.4)		(9.4)	68.0	58.7
EQUITY AS OF DECEMBER 31, 2022	**43,424,362**	**177.7**	**22.2**	**(554.1)**	**3,323.6**	**(180.7)**	**2,788.6**	**1,847.7**	**4,636.2**
Income and expenses recognized directly in equity (A)					(120.3)	(90.7)	(211.0)	(74.4)	(285.3)
Net income for the period (B)					142.4		142.4	388.5	530.9
TOTAL INCOME AND EXPENSES RECOGNIZED FOR THE PERIOD (A) + (B)[1]					**22.1**	**(90.7)**	**(68.6)**	**314.2**	**245.5**
Dividends paid[2]					(139.1)		(139.1)	(288.0)	(427.1)
Movements in treasury shares	(145,223)			(18.0)			(18.0)		(18.0)
Share capital increase[4]	22,877	0.1	1.3				1.4		1.4
Share-based payments					34.8		34.8	17.2	51.9
Changes in scope of consolidation					(7.5)		(7.5)	127.2	119.7
Other[5]					84.9	-	84.9	137.0	222.0
EQUITY AS OF DECEMBER 31, 2023	**43,302,016**	**177.8**	**23.4**	**(572.1)**	**3,318.7**	**(271.4)**	**2,676.4**	**2,155.2**	**4,831.6**

(1) See the "Statement of comprehensive income".
(2) The 2023 dividend approved by the Shareholders' Meeting of June 15, 2023 was paid in June 2023: it amounted to €3.20 per share (compared to €3.00 in 2022), i.e., a total of €139.1 million.
(3) In 2022, Wendel reduced its capital by canceling treasury shares for a total amount of €38.8 million.
(4) See note 14 "Equity".
(5) Other changes include the cancellation of the liquidity commitment granted by Wendel to the H. Turnauer Foundation (its co-shareholder in Constantia Flexibles) for an amount of €221.0 million (see note 13 "Financial assets and liabilities"), the balance corresponding in particular changes in the fair value of other minority shareholder puts.

The accompanying notes are an integral part of the consolidated financial statements.

6.5 Consolidated cash flow statement

In millions of euros	Note	2023	2022 adjusted
Net income		530.9	1,022.1
Share of net income (loss) from equity-method investments		6.5	174.4
Net income (loss) from discontinued operations and operations held for sale		(84.8)	(639.0)
Depreciation, amortization, provisions and other non-cash items		593.5	586.3
Investment, financing and tax income		465.6	373.2
Operating cash flow from consolidated companies before tax		**1,511.7**	**1,516.9**
Change in working capital requirement related to operating activities		(100.3)	(23.6)
NET CASH FROM OPERATING ACTIVITIES, EXCLUDING TAX	**6**	**1,411.4**	**1,493.3**
Acquisitions of property, plant and equipment and intangible assets	25	(230.3)	(269.4)
Disposals of property, plant and equipment and intangible assets		28.4	128.3
Acquisitions of equity investments	26	(912.4)	(431.3)
Disposals of equity investments	26	31.6	897.5
Impact of changes in scope of consolidation and of operations held for sale	27	(310.1)	32.9
Dividends received from equity-method investments and unconsolidated companies		0.0	1.2
Change in other financial assets and liabilities and other items	28	(263.2)	233.9
Change in working capital requirements related to investing activities		(47.4)	24.4
NET CASH FROM (USED IN) INVESTING ACTIVITIES, EXCLUDING TAX	**6**	**(1,703.4)**	**617.4**
Share capital increase		1.4	2.2
Contribution of non-controlling shareholders		8.4	8.7
Movements in treasury shares		**(25.0)**	**(73.0)**
▪ Wendel		(18.0)	(23.2)
▪ Subsidiaries		(7.0)	(49.8)
Dividends paid by Wendel		(139.1)	(130.1)
Dividends paid to non-controlling shareholders of subsidiaries		(288.0)	(172.8)
New borrowings	29	1,540.2	729.5
Repayment of borrowings	29	(977.0)	(870.7)
Repayment of lease liabilities and interest	29	(158.0)	(155.8)
Net finance costs		(99.4)	(139.2)
Other financial income and expense		(44.8)	(42.9)
Change in working capital requirements related to financing activities		(8.3)	41.1
NET CASH USED IN FINANCING ACTIVITIES, EXCLUDING TAX	**6**	**(189.6)**	**(803.0)**
Current tax expense		(330.8)	(310.5)
Change in tax assets and liabilities (excl. deferred taxes)		7.1	11.6
NET CASH FLOWS RELATED TO TAXES	**6**	**(323.6)**	**(299.0)**
Effect of currency fluctuations		(41.9)	24.3
Reclassified cash and cash equivalents from discontinued operations and operations held for sale		(14.7)	-
NET CHANGE IN CASH AND CASH EQUIVALENTS		**(861.8)**	**1,033.0**
Cash and cash equivalents at the beginning of the period		3,265.3	2,232.2
CASH AND CASH EQUIVALENTS AT THE END OF THE PERIOD	**12**	**2,403.5**	**3,265.3**

The accompanying notes are an integral part of the consolidated financial statements.

The principal components of the consolidated cash flow statement are detailed in notes 25 *et seq*. Details of cash and cash equivalent accounts and how they are classified in the consolidated balance sheet are shown in note 12 "Cash and cash equivalents".

In accordance with IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations", cash flows relating to companies sold continue to be reported in each of the cash flow categories until the reclassification of these companies as "Discontinued operations and operations held for sale". The cash and cash equivalents of the Constantia Flexibles group at the date of reclassification were recorded within "Impact of changes in scope of consolidation and operations held for sale".

6.6 General principles

Wendel is a European company with an Executive Board and a Supervisory Board, governed by current and future European and French laws and regulations. The Company is registered in the Paris Trade and Company Register *(Registre du commerce et des sociétés)* under number 572 174 035. Its registered office is located at 4 rue Paul Cézanne, 75008 Paris, France.

At December 31, 2023, its business consisted in investing for the long term in industrial and service companies, in order to accelerate their growth and development.

The consolidated financial statements of the Wendel Group cover the 12-month period from January 1 to December 31, 2023 and are expressed in millions of euros. They include:

- balance sheet (statement of financial position);
- income statement and statement of comprehensive income;
- statement of changes in equity;
- cash flow statement; and
- notes to the financial statements.

Each accounting item in these financial statements includes the contribution of all of the Group's fully consolidated companies. However, each of Wendel's investees is managed independently under the responsibility of its own executive management. It is therefore important to analyze the entities' individual performances using aggregate accounting data that are relevant for their respective business activities. Aggregate data for each fully-consolidated subsidiary are presented in note 6 "Segment information", which shows the contribution of each subsidiary to the income statement, balance sheet, and cash flow statement. Aggregate accounting data for equity-method investments are set out in note 10 "Equity-method investments". There is no financial recourse between the different operating entities or between the operating entities and Wendel or its holding companies (see note 5-2.2 "Liquidity risk of operating subsidiaries"). The debt positions of the fully consolidated subsidiaries, and of Wendel and its holding companies, are presented individually in note 5-2.1 "Liquidity risk of Wendel and its holding companies".

These financial statements were adopted by Wendel's Executive Board on February 22, 2024 and will be submitted for shareholder approval at the Shareholders' Meeting.

6.7 Notes to the consolidated financial statements

NOTE 1 Accounting principles

Wendel's consolidated financial statements for the year ended December 31, 2023 have been prepared in accordance with IFRS (International Financial Reporting Standards) principles and methods as adopted by the European Union on December 31, 2023, in accordance with Regulation No. 1606/2002 of the European Council and the European Parliament pertaining to the application of international accounting standards, adopted on July 19, 2002.

The consolidated financial statements for the year ended December 31, 2023 have been prepared using the same accounting methods as those used for the year ended December 31, 2022.

The following amendments and interpretations, which entered into force on January 1, 2023, were adopted by the Group. The adoption of these amendments did not have a material impact on the consolidated financial statements:

- IFRS 17 "Insurance Contracts" and related amendments;
- amendment to IAS 1 "Presentation of Financial Statements" – "Disclosure of Accounting Policies";
- amendment to IAS 8 concerning definitions of accounting estimates; and
- amendments to IAS 12 "Deferred Tax related to Assets and Liabilities arising from a Single Transaction".

The new standards, amendments or IFRIC interpretations effective for reporting periods beginning on or after January 1, 2024 were not early adopted as of December 31, 2023.

Note 1-1 Conversion of the financial statements of foreign companies whose functional currency is not the euro

Wendel presents its financial statements in euros.

The balance sheets of foreign companies whose functional currency is not the euro are converted into euros at the closing exchange rate, while income statement items are converted at the average exchange rate for the year or consolidation period. The discrepancy between the opening and closing balance sheets, as well as that resulting from the application of these exchange rates, are carried under "Translation adjustments" in consolidated retained earnings and reserves until the assets and liabilities and all related foreign currency transactions have been sold or unwound. In this case, currency translation differences are either written back to income if the transaction leads to a loss of control, or directly impacts equity in the event of a change in non-controlling interests that does not result in a loss of control.

The principal exchange rates used in the consolidated financial statements are as follows:

	Closing rate		Average rate	
	2023	2022	2023	2022
€/$	1.1050	1.0666	1.0814	1.0516

Note 1-2 Use of estimates

The preparation of financial statements in accordance with IFRS requires the use of estimates and assumptions that affect the amounts reported in those financial statements. These estimates and assumptions are based on Wendel's and its subsidiaries' appreciation of the facts and circumstances existing at the reporting date, as well as on information available on the date the financial statements were adopted. They are established on the basis of the past experience of the management of the Group or its subsidiaries and various other factors deemed reasonable (such as market data or the work of an independent appraiser, etc.) and are reviewed on a regular basis. Prevailing uncertainty makes forecasting difficult, and actual amounts could therefore differ from the forecasts.

Estimates and assessments made in order to prepare these financial statements mainly concern the fair value of assets and liabilities acquired as part of a business combination, impairment tests on goodwill and equity-method investments, provisions, the recoverable amount of deferred taxes, derivatives, valuation of put options granted to non-controlling interests, the treatment of co-investments and the date on which Constantia Flexibles met the definition to be reclassified under "Discontinued operations and operations held for sale".

The Group has limited exposure to the impacts of the war in Ukraine and the effects of the sanctions and restrictions imposed on Russia and Belarus:

- for Bureau Veritas: revenue generated in these countries represented less than 1% of total revenue;
- for Stahl: revenue generated in these countries represented around 0.3% of total revenue.

For Tarkett, which is accounted for by the equity method, revenue generated in Russia and Ukraine represented around 8% and 0.7%, respectively, of total consolidated revenue. The Tarkett group has continued doing business in the country in strict compliance with international and local regulations but has frozen all significant new investments.

The Group regularly ensures that the impacts of climate change, the conflict in Ukraine, significant fluctuations in interest rates and wage and raw material inflation are factored into its various sensitivity tests and more specifically, into its impairment tests (see note 7-1 "Goodwill impairment tests").

None of the entities in the scope of consolidation are subject to the greenhouse gas emission, carbon credit and carbon emission allowances trading scheme (excluding the legal entities in Constantia Flexibles' scope of consolidation, classified under "Non-current assets held for sale and discontinued operations" as of June 30, 2023).

Wendel encouraged its controlled companies to analyze the physical risks associated with climate change as of 2021. The companies identified as being exposed to climate change physical risks (Bureau Veritas and Stahl) have resilience plans that were validated by their respective governance bodies in 2022 and are now specifically monitored.

No physical or transition risks were identified on the CPI and ACAMS scopes. Scalian, which joined Wendel's scope of consolidation in 2023, carried out a preliminary analysis of physical and transition risks, which will be submitted to its governance body in 2024.

NOTE 2 Changes in scope of consolidation

Accounting principles

Basis of consolidation

Companies over which Wendel has exclusive control are fully consolidated. Companies over which Wendel exercises significant influence or joint control are accounted for using the equity method. Earnings of acquired subsidiaries are consolidated as from their acquisition date, while those of subsidiaries sold are consolidated up to their divestment date or closest reporting date.

Business combinations

The revised IFRS 3 "Business Combinations" and IAS 27 "Separate Financial Statements" affect the accounting for acquisitions that result in control and for partial disposals that result in a loss of control:

- acquisition-related costs are recognized in operating income for the period;
- earn-outs are initially recognized at fair value;
- purchase price accounting is finalized within 12 months of the acquisition, after which changes in fair value will be recognized in operating income;
- when control is acquired, non-controlling interests are recognized either based on the holders' proportionate share of the fair value of the assets and liabilities of the acquired entity, or at their fair value. A percentage of goodwill is also allocated to non-controlling interests at that time. This choice is made on a case-by-case basis for each acquisition;
- purchases and sales of shares in controlled companies that do not lead to a loss of control are recognized as transfers between the Group share of equity and non-controlling interests, without any impact on net income;
- non-controlling interests can have a negative balance as a subsidiary's net income or loss is allocated between the Group share of equity and non-controlling interests based on their respective interests; and
- in the event control is acquired of an entity in which the Group already holds an interest, the transaction is accounted for as (i) a disposal of the entire investment previously held with recognition of the consolidated gain on disposal as well as (ii) an acquisition of all the shares with recognition of goodwill on the entire investment. In the event of a partial divestment resulting in a loss of control (but where the Group retains a non-controlling interest), the transaction is also accounted for as both a divestment and an acquisition: disposal of the entire investment and calculation of a consolidated gain on disposal along with the acquisition of a non-controlling interest which is then recorded at its fair value.

Note 2-1 Changes in scope of consolidation in 2023

The Wendel Group's scope of consolidation is set out in note 34 "List of main consolidated companies as of December 31, 2023".

1. Reclassification of Constantia Flexibles under "Discontinued operations and operations held for sale"

In July 2023, Wendel signed an agreement to sell Constantia Flexibles.

The sale of its stake in Constantia Flexibles took place on January 4, 2024 for an enterprise value of €2,275 million. The net proceeds on the sale totaled €1,094 million. Additional proceeds of €27 million from the sale of Constantia Flexibles' assets brought the net disposal proceeds for Wendel to €1,121 million.

Wendel considers that the criteria of IFRS 5 "Non-current Assets Held for Sale and Discontinued Operations" were met from June 30, 2023.

As of December 31, 2023, the amounts relating to the stake in Constantia Flexibles reclassified as assets and liabilities held for sale represented €2,330 million and €1,227 million, respectively. Similarly, the contribution of this investment to 2022 and 2023 earnings is presented on the line "Net income (loss) from discontinued operations and operations held for sale". Depreciation of non-current activities was stopped at the date of reclassification. As the disposal value was higher than the carrying amount, no value adjustment was recognized.

2. Acquisition of Scalian

On July 27, 2023, Wendel completed its acquisition of Scalian, ranked among France's Top 10 engineering consulting firms. Scalian is also active internationally, providing industrial project management services for issues pertaining to supply chain (costs, quality, deadlines, performance) and digital engineering. Scalian also addresses performance optimization of projects and organizations, as well as providing digital transformation support for industry and service sector leaders.

Wendel invested €557 million in equity and holds 81.80% of the company's share capital alongside its management. The Wendel Group therefore exercises exclusive control over this company, which is fully consolidated in its financial statements.

The Scalian group has a different reporting date to the Wendel Group. IFRS 10 includes an option to consolidate a subsidiary with a different reporting date provided that the period between the subsidiary's reporting date and that of the parent company does not exceed three months, and it is not impracticable to prepare financial statements at the same date.

In accordance with IFRS 10, Scalian's three-month contribution (from July 1, 2023 to September 30, 2023) is consolidated in Wendel Group's financial statements as of December 31, 2023.

Allocation of the purchase price is as follows:

In millions of euros		
Brands (indefinite life)	102.4	€m
Customer relationships (amortized over 19 years)	161.0	€m
Residual goodwill	724.1	€m
Deferred taxes related to these revaluations	(69.4)	€m
Net debt	(272.8)	€m
Fixed assets	25.5	€m
Other	29.6	€m
Acquisition price of shares (100% of share capital)	700.3	€m

In accordance with IFRS, this allocation is provisional and will be finalized within 12 months of the acquisition.

The acquisition costs were recorded in "Other non-recurring operating income and expenses" and amounted to €12.7 million.

3. Acquisition agreement signed with IK Partners

In October 2023, Wendel signed an agreement to acquire IK Partners. This agreement is described in note 30-5 "Investment commitments".

The acquisition is expected to close in the second quarter of 2024.

Note 2-2 Changes in scope of consolidation of subsidiaries and associates

Note 2-2.1 Changes in scope of consolidation of the Bureau Veritas group

In 2023, the main acquisitions carried out by the Bureau Veritas group were:

- Impactiva Group S.A., a company specializing in quality assurance services for the footwear and apparel industries, with factories and leather tanneries in Asia, Europe and Africa; and
- ANCE S.A de C.V. *(Asociación de Normalización y Certificación)*, a Mexican company specializing in conformity assessment services, particularly for electrical products, household appliances, lighting products, electronics and wireless products.

The annual sales of the companies acquired by the Bureau Veritas group in 2023 were around €28 million, and operating income before amortization of intangible assets from the business combination was approximately €4 million.

In July 2023, the Bureau Veritas group sold its non-essential automotive inspection business in the United States, representing less than €20 million in annualized revenue.

Note 2-2.2 Changes in scope of consolidation of the Stahl group

During the first half of 2023, the Stahl group acquired 100% of ICP Industrial Solutions Group (ISG), a US leader in high-performance packaging coatings.

The acquisition cost of Industrial Solutions Group (ISG) was €188.2 million. In 2023, it had annual revenue of €89.1 million and EBITDA of €16.4 million. Stahl will allocate the purchase price within 12 months of the acquisition, in accordance with IFRS 3 (revised).

Note 2-2.3 Wendel Growth investments

Wendel, through its investment arm Wendel Growth, has carried out the following investments:

- in January 2023: acquisition of a minority interest in Tadaweb through an equity investment of €15 million. Tadaweb delivers open-source intelligence (OSINT) platforms that enable organizations to generate actionable intelligence by making analysts' investigative methods hyper-efficient. The company is headquartered in Luxembourg and employs 120 people;
- in February 2023: acquisition of a minority stake in Brigad with an equity investment of €7.0 million. Brigad is an online tool connecting self-employed professionals with hospitality and care establishments. The company is headquartered in France and employs 150 people;
- in March 2023: signature of an investment of up to €15 million in Preligens in the form of convertible bonds and warrants. Preligens develops artificial intelligence solutions that can be used to automate the analysis of multi-source data and cue users towards unusual events requiring their tradecraft; and
- in December 2023: acquisition of a minority stake in Aqemia with an equity investment of €15.5 million. The company is headquartered in France and employs 58 people. Aqemia has created a deep physics and AI-enabled drug discovery platform.

These assets are recognized as financial assets at fair value through profit or loss (see note 13 "Financial assets and liabilities").

Note 2-3 Changes in scope of consolidation in 2022

The principal changes in scope of consolidation during 2022 were as follows:

- the sale of Cromology for a net amount of €896 million, generating a disposal gain of €590 million; and
- the acquisition of a 98.4% stake in ACAMS for $338 million.

NOTE 3 Related parties

The Wendel Group's main related parties are:

- Tarkett, which is accounted for by the equity method;
- the members of Wendel's Executive Board and Supervisory Board; and
- Wendel-Participations, parent company of the Wendel Group.

Note 3-1 Members of the Supervisory Board and Executive Board

Total compensation awarded by the Wendel Group for 2023 to Laurent Mignon, Group CEO, and to David Darmon, Member of the Executive Board and Group Deputy CEO, amounted to €4,257 thousand.

Laurent Mignon and David Darmon were granted stock options and performance shares in 2023, with a value of €4,227 thousand (calculated in accordance with IFRS) at the grant date.

Furthermore, members of the Executive Board are entitled to termination benefits in the event of their removal from office, capped at 18 months of their average monthly compensation (average monthly compensation determined as follows: the sum of (i) their average monthly fixed compensation at the time of their departure, and (ii) 1/12th of their variable compensation actually paid in respect of the last fiscal year preceding their departure). The conditions applicable to these benefits are set out in the compensation policy for Executive Board members, as adopted by the Shareholders' Meeting.

In accordance with Wendel's policy of associating management with the Group's investments, the members of the Executive Board participate in the co-investment mechanisms described in note 4 "Participation of management teams in the Group's investments".

Compensation paid to members of the Supervisory Board in 2023 totaled €1,187 thousand, including €1,097 thousand by Wendel SE (i) in consideration of services by members of the Supervisory Board, (ii) as compensation of the Chairman of the Supervisory Board and (iii) as compensation of the Lead Member of the Supervisory Board; and €90 thousand paid to certain members of the Supervisory Board by Wendel-Participations SE for serving on its Board of Directors. These amounts do not include the salaries of the employee representatives on Wendel's Supervisory Board, who do not receive Wendel SE directors' fees.

Note 3-2 Wendel-Participations

Wendel-Participations SE is owned by around 1,300 Wendel family members and legal entities. Wendel-Participations investors together held a 39.55% stake in Wendel SE as of December 31, 2023, representing 51.84% of theoretical voting rights and 52.71% of the exercisable voting rights as of that date.

As of December 31, 2023, there were no other economic or financial relationships between Wendel-Participations and Wendel besides those related to the holding of shares and the following agreements:

- a service agreement for administrative assistance;
- a service agreement on the prevention of corruption (Sapin II) and country-by-country tax reporting (CBCR);
- two agreements concerning the use of the "Wendel" family name and brand licensing;
- an agreement to sub-lease premises by Wendel to Wendel-Participations;
- an agreement to provide technical equipment; and
- an artworks deposit agreement.

NOTE 4 Participation of management teams in the Group's investments

Accounting principles

The co-investment mechanisms take the form of ownership by managers of various financial instruments such as ordinary shares, index-based or preferred shares or share warrants.

These mechanisms are settled upon divestments or IPOs, or after a predetermined period of time. At this time, any gains relating to the investment are shared on the basis of whether or not Wendel's annual performance and cumulative profitability objectives have been met.

These mechanisms are measured and accounted for based on the manner in which they will be settled, i.e., either as equity instruments in a divestment or an IPO, or in cash as part of Wendel's liquidity commitments, after a predetermined period of time.

Until the settlement method has been finalized, the investments are accounted for based on the most likely form of settlement.

When it is estimated that settlement is most likely to take the form of equity instruments, management's initial investment is accounted for as non-controlling interests in proportion to their share of the total investment. On settlement, the dilution created by the value sharing reduces the Group's capital gain. When the beneficiaries invest less than the fair value of the instruments subscribed or acquired, the initial benefit is recorded as an expense against equity in the income statement. The expense is recognized over the applicable vesting period.

When it is estimated that settlement is most likely to take the form of cash as part of Wendel's liquidity commitments after a predetermined period of time, management's initial investment is recognized as debt. This debt is subsequently restated at its fair value until payment is made. Any changes in fair value are recognized in the income statement. When the mechanism is unwound, the debt is paid off in cash. These co-investors are not considered non-controlling shareholders for accounting purposes; their investment is consolidated within the Group's net income and consolidated reserves.

The most likely method of settlement is determined at each reporting date, until the mechanisms are actually settled. Should the most likely method change, the impacts of the change are recognized in the income statement on a prospective basis. If, for example, the most likely method of settlement were to be changed to cash, the amount recognized in the income statement at the time of the change would be the fully revalued amount of the instruments at that date.

Wendel believes that for the main co-investments in place in the Group at December 31, 2023, the most likely settlement will take the form of a sale of the relevant investments or an IPO. Liquidity commitments in connection with co-investments, as well as the corresponding amounts recorded in financial liabilities, are set out in note 30-6 "Shareholder agreements".

Note 4-1 Participation of Wendel's teams in the Group's investments

To give its managers a stake in the Group's value creation, Wendel has set up co-investment programs to allow them to invest their personal funds in Group companies. Managers thereby have a personal stake in the risks and rewards of these investments, helping to align the interests of executives with those of shareholders.

Several co-investment programs have been launched in succession, in line with strategic developments and the terms of office of Executive Board members. Programs each have their own specific characteristics, but share the following main principles:

Carried interest accrues to the managers, entitling them to a share in capital gains in excess of their shareholding, ranging from 7% to 12% depending on the program, when the annual return obtained by Wendel exceeds a certain threshold (hurdle rate), ranging from 7% to 10% (this may potentially decrease beyond a certain holding period).

Rates of return and capital gains are calculated on an investment-by-investment basis (deal-by-deal co-investment) and based on all of the investments in a program (pooled co-investment).

When the investment does not achieve the minimum rate of return, the managers partially or fully rank *pari passu* with Wendel and, in the event of a capital loss, incur losses that may reach the amount of their contributions. These contributions represent a total of between 0.5% and 0.6% of the total investment (including the reserve), of which between 10.7% and 33.33% goes to the Executive Board, depending on changes in its composition and on the program.

Rights to capital gains (vesting) vest on a yearly basis, depending on the length of time the manager concerned has been with the Wendel Group. To be entitled to 100% of the share of capital gains accruing to them, managers must have been with the Company for a certain number of years (between four and six) as from their investment.

Any capital gains are allocated to the managers when the companies concerned are sold or floated on the stock market. Depending on the percentage of shares sold, liquidity may be total or proportional. In the absence of a sale within a given period, generally between 4 and 12 years, managers are entitled to liquidity in tranches at an amount determined based on an independent appraisal.

Since January 1, 2023, the following co-investments have been made or settled, in accordance with the co-investment principles applicable to the programs concerned:

- Constantia Flexibles (2013-2017 program):
  - an initial liquidity payment occurred at the end of March 2023 on the eighth anniversary of the initial investment, on one-third of the co-investment on a deal-by-deal basis (i.e., one sixth of the co-investment in the company). A multi-criteria appraisal was carried out by an independent firm to value the company. As the rate of return resulting from this appraisal was below the minimum required IRR, the remaining managers of the program only received their share of the capital gain on a *pari passu* basis, i.e., €206.2 thousand, including €18.7 thousand for David Darmon, Member of the Executive Board;
  - as Constantia Flexibles was sold in January 2024, an additional liquidity payment was made in 2024 (after closing) based on the sale price:
    - on the remaining balance of the co-investment on a deal-by-deal basis, for a total estimated amount of €436 thousand, including €40 thousand for David Darmon, Member of the Executive Board,
    - on the entire co-investment under the 2013-2017 program (pooled basis), where Constantia Flexibles represented the last remaining investment, for a total amount of €20,961 thousand, including €3,029 thousand for David Darmon, Member of the Executive Board. A provision was already booked under financial liabilities for €10 million, and the balance will be recognized in 2024 at the time of the sale.
- Scalian (2021-2024 program): Wendel acquired Scalian in September 2023. The managers' co-investment in this company represents 0.6% of the total amount invested (including the reserve), of which 8% for each Executive Board member, with 50% on a deal-by-deal basis and 50% on a pooled basis.
- Wendel Growth (2021-2024 program): Wendel invested in Brigad, Tadaweb and Preligens between February and April 2023, followed by Aqemia in December of the same year. The managers' co-investment in each of these companies represents 0.6% of the total amount invested (including the reserve), of which 8% for each Executive Board member, with 50% on a deal-by-deal basis and 50% on a pooled basis.

The difference between the fair value of co-investments made by managers in 2023, including the Executive Board members, and the subscription price amounts to €6.4 million. In accordance with Group accounting principles, this amount is recognized in the income statement over the vesting period.

Note 4-2 Participation of investees' management in the performance of their companies

Various mechanisms exist in Wendel Group portfolio companies (Bureau Veritas, Constantia Flexibles, Stahl, Scalian, CPI, Tarkett and direct investments via Wendel Growth) to allow management to participate in the performance of each entity.

The participation of management is based, depending on the case, on stock subscription or purchase option plans and/or performance share plans, or on co-investment systems whereby the managers of these various subsidiaries co-invest significant amounts alongside Wendel. The investments made via co-investment systems present a risk for the managers in that they may lose all or part of the sums they have invested, depending on the value of the equity interests on settlement.

These co-investment mechanisms are generally composed of (i) a *pari passu* investment with a return profile identical to that achieved by Wendel, and (ii) a ratchet investment, which offers variable capital gains according to performance criteria such as the internal rate of return (IRR) or the multiple realized by Wendel on its investment. Accordingly, for this part, co-investor managers only receive a higher return than Wendel when Wendel has obtained a predefined return.

These co-investment mechanisms and the sharing of risk between Wendel and the co-investor managers take the form of various financial instruments held by Wendel and the co-investor managers. These instruments include ordinary shares, index-based or preferred shares and fixed-rate bonds. The ratchet portions may also be structured as bonuses linked to the relevant entity's performance, or to the profitability of the investment made in the entity.

These investments are settled either when a liquidity event occurs (divestment or IPO) or, for certain investments if no such liquidity event takes place, at a specific point in time (depending on the company, between 5 and 12 years after the initial investment by Wendel). There are also commitments to sell shares in the event of the departure of an executive from a subsidiary and/or commitments to buy shares in certain specific cases.

As part of the liquidity commitments under these agreements, in the absence of a liquidity event (divestment or IPO) before certain predetermined dates and under certain conditions, the Wendel Group (Wendel's holding companies or the subsidiaries themselves, as appropriate) can be required to buy back or guarantee the buyback of the shares held by the subsidiaries' managers (or former managers) in Stahl, Scalian, Crisis Prevention Institute and Tarkett. The value retained in the context of these liquidity commitments corresponds to the market value determined by the parties, either by applying a predetermined method or by an independent expert.

Note 4-3 Impact of co-investment mechanisms for Wendel

As of December 31, 2023, the impact of these co-investment mechanisms is to reduce Wendel's shareholdings in the investments concerned by between 0% and 7%. This calculation is based on the value of the investments as calculated in order to determine the Group's Net Asset Value (NAV, as defined in the annual financial report) as of December 31, 2023.

As of December 31, 2023, based on the value of the investments included in the NAV or, where appropriate, based on the price formulas or appraisals provided for in these agreements, the value of the portion of the *pari passu* investments made under the same risk and return conditions as Wendel by all the co-investor managers of subsidiaries and of Wendel was €139 million. In addition, the portion of the non-*pari passu* investments made by the co-investor managers of subsidiaries and of Wendel amounts to €117 million (this amount includes certain unpaid amounts owed to the co-investors on the sold investments or automatic liquidities that have matured). Wendel or its investments, as appropriate, may redeem a portion of these amounts pursuant to the liquidity rights granted to the management teams.

In accordance with Group accounting principles, a portion of these amounts is recognized as a liability of €24 million.

The value of the co-investments and liquidity commitments vary with the value of each investment. As a result, they may be lower (or nil) or higher in future fiscal years.

NOTE 5 Financial risk management

Note 5-1 Equity market risk

Note 5-1.1 Value of investments

Wendel Group assets are mainly investments over which Wendel has control or significant influence.

The value of these investments is based mainly on:

- their economic and financial performance;
- their growth and profitability outlook;
- their ability to identify risks and opportunities in their environment; and
- changes in the equity markets, directly for listed companies and indirectly for unlisted companies, whose valuations are influenced by market parameters.

Beyond these market parameters, growth in Wendel's NAV depends on management's capacity to select, buy, develop and then resell companies able to stand out as leaders in their sectors.

Wendel makes its decisions on the basis of its investment teams' expertise and in-depth strategic, accounting/financial, legal, tax, compliance and ESG (Environment, Social, Governance) analyses. These processes identify the operating, competitive, financial, legal and ESG opportunities and threats likely to have an impact on the value of an investment.

Wendel monitors and analyzes each company's operating and financial performance and the risks to which they are subject, alongside the companies' management, during regular in-depth operational review meetings or meetings of these companies' governance entities. Alongside these meetings, knowledge sharing with the management team makes it possible to develop true industry expertise and therefore to prepare an analysis of future prospects at regular intervals. This regular review also enables Wendel to better analyze developments in each investment and play its role of shareholder.

Wendel's company-specific approach is supplemented at Group level through an overall analysis of the breakdown of Wendel's subsidiaries' businesses and investments by industry, in order to ensure sufficient diversification, not only in industry terms but also from the point of view of their competitive positioning and the companies' ability to withstand a deterioration in the economic climate.

Nevertheless, there is a risk that the investee's economic results will not meet Wendel's expectations.

Moreover, the financial structure and levels of debt of certain operating subsidiaries (Scalian, CPI, ACAMS, Tarkett, IHS) increase the risk to the value of these operating subsidiaries. While leverage makes high internal rates of return (IRR) possible on these investments, it also exacerbates financial difficulties in the event of a significant slowdown in business or an external event which unfavorably impacts the companies' markets, by restricting the access of the companies in question to liquidity and by subjecting them to the risk that financial covenants will trigger accelerated maturity of their financial debt (see note 5-2 "Liquidity risk"). Furthermore, banks' access to liquidity and their own prudential ratios can sometimes make refinancing the debt of these companies more difficult. To prevent and manage the risk related to the financial structure of these companies, cash flow and financial covenant forecasts are prepared regularly based on various scenarios in order to establish, where appropriate, targeted solutions to ensure their long-term survival and to create value. Wendel and its subsidiaries are also in close contact with the lenders of these companies, in order to more effectively manage the restrictions on these financing agreements.

The value of investments is therefore subject to the risk that their economic and financial performance and their growth and profitability outlook are affected by difficulties related to their organization, financial structure, forex exposure, industry sector and global economic environment and/or to risks as sudden and significant as a cyber-attack or a geopolitical crisis. The value of investments is also subject to financial market risk and equity market risk in particular. However, Wendel is a shareholder with no predefined investment term and no short-term demands on the value of its assets at a specific point in time, even though it monitors NAV trends very closely.

Note 5-1.2 Equity market risk

As of December 31, 2023, equity market risk related chiefly to:

- consolidated and equity-method shares, whose recoverable values used for impairment tests are based on market parameters including, as appropriate, the discount rate used in calculating value in use or the market price used in calculating fair value (see impairment tests in note 7 "Goodwill" and note 10 "Equity-method investments");

- the investment in IHS recorded in non-current financial assets at fair value, i.e., at the market price (see note 13 "Financial assets and liabilities"); changes in this value are recorded in other comprehensive income in accordance with Group accounting principles. At December 31, 2023, the investment was valued at €262.2 million, after a loss of €101 million recognized in other comprehensive income corresponding to the change in fair value for the period. Excluding the change in value of the US dollar (the company's quoted currency), a +/-5% change in the market price would lead to a positive or negative impact of €13.1 million in other comprehensive income;
- direct and indirect investments by Wendel Growth, whose total value was €194.7 million as of December 31, 2023. These investments are recognized at fair value, with changes recognized through profit or loss. A 5% increase or decrease in their value would therefore result in a positive or negative impact of approximately €9.7 million in net financial income and expense (see note 13 "Financial assets and liabilities");
- the sale of the call option embedded in the bond exchangeable for Bureau Veritas shares (see note 5-2.1 "Liquidity risk of Wendel and its holding companies"). This is recognized in financial liabilities at fair value. When this bond was issued in March 2023, the value of its option component was estimated at €26.1 million, compared to €4.7 million at the end of that year. The change in the value of the option component was recognized in financial income. A 5% rise in the Bureau Veritas share price compared with the closing price would result in a negative impact of €2.2 million;
- the Wendel syndicated loan covenants, which are based on ratios of financial debt to asset value, are described in note 5-2.4 "Financing agreements and covenants of Wendel and its holding companies". As of December 31, 2023, this loan was not drawn and Wendel was in compliance with these covenants; and
- the financial leverage of Wendel and its holding companies (i.e., net debt/assets), which represents a key indicator of the cost of bond and bank financing for Wendel. This indicator is also tracked by Moody's and Standard & Poor's rating agencies, which Wendel has contracted to rate its financial structure and bonds. This ratio is low, enabling the Group to consider making new investments while maintaining a solid financial structure.

Note 5-2 Liquidity risk

Note 5-2.1 Liquidity risk of Wendel and its holding companies

Wendel's cash requirements are related to investments (including the commitments described in note 30 "Off-balance sheet commitments", in particular the minority puts and the commitments of Wendel Growth), debt servicing, operating expenses, treasury share buybacks and dividends paid. These needs are covered by cash and short-term financial investments, asset turnover, bank and bond financing, and dividends received from associates.

As regards asset turnover, certain agreements, notably shareholder agreements, may temporarily limit Wendel's ability to sell certain of its assets; as of December 31, 2023, the main asset subject to this restriction is the investment in IHS, which is in fact subject to a mandatory holding requirement expiring gradually after the company's IPO (see note 30-6 "Shareholder agreements"). The shareholders' agreement for the investment in Tarkett also includes a commitment by the Group not to sell the shares during the first years of its investment. An unfavorable environment for the equity market (public or private) or a non-controlling shareholder position without a shareholder agreement permitting the initiation of a sale or IPO process may also limit the Group's ability to sell the assets concerned.

Access to financing may be limited by the items described in the "Managing debt" section of this note.

Lastly, dividends paid by investees may be limited by their operating and financial position (see note 5-2.2 "Liquidity risk of operating subsidiaries") and any restrictions set out in their financing documentation (see note 5-2.5 "Financial debt of operating subsidiaries – Documentation and covenants"). Furthermore, a non-controlling shareholder cannot decide to pay dividends without the agreement of the other shareholders.

Cash and short-term financial investment position

As of December 31, 2023, cash and short-term financial investments of Wendel and its holding companies (excluding operating subsidiaries) amounted to €1,072 million and consisted mainly of €445 million in euro money-market funds and €627 million in bank accounts and deposits denominated chiefly in euros. Wendel also has term deposits of €213.8 million maturing in 2026, intended to repay the bonds maturing in 2026.

Monitoring cash and short-term financial investments

Every month, cash and cash equivalents (including short-term financial investments) and cash flows are displayed on a chart detailing the changes during the month and the month-end position. This chart is presented to the Executive Board on a monthly basis. It also details the various cash and short-term financial investment vehicles utilized, as well as counterparty information. Finally, another chart indicating the expected cash flows over the coming months and years is prepared on a regular basis and used to determine the maturity and amount of financing requirements according to different scenarios.

Cash investment vehicles consist of short-term bank deposits and low-volatility, money-market mutual funds (classified under "cash and cash equivalents"). These investments are valued daily (or in some cases weekly). Limited amounts are invested over the medium term and are classified as non-current financial assets. In choosing the various types of investments, Wendel takes into account the compatibility of their term with its commitments and debt repayment obligations and those of its holding companies.

Financial maturities and debt

On March 27, 2023, Wendel issued a €750 million bond exchangeable for Bureau Veritas shares. This exchangeable bond has a coupon of 2.625% and a maturity date of March 2026. Bondholders have the option of exchanging them for the underlying Bureau Veritas shares (23.2 million Bureau Veritas shares). This option for bondholders would be exercised mainly in the event that the Bureau Veritas share price exceeds the exchange price of €32.3 per share at the maturity date. At its issue date, this exchangeable bond was accounted for by separating the debt component, valued at €723.9 million and recognized using the effective interest rate method, and the option component (sale of purchase options on Bureau Veritas shares), recognized at fair value under financial liabilities for €26.1 million. As of December 31, 2023, the option component was remeasured at fair value through profit or loss at €4.7 million.

In June 2023, a new €300 million bond maturing in June 2030 was issued with a coupon of 4.5%. The net proceeds of this issue were used in particular to buy back €90.8 million of the nominal value of bonds maturing in April 2026. The discount on this buyback was recognized in other financial income for €6.5 million. The transaction was aimed at optimizing the maturity of Wendel's debt. Accordingly, at the reporting date, the maturities of the bonds were spread between March 2026 and January 2034 for a nominal amount of €2.4 billion and the average maturity was 4.6 years.

Wendel also has an undrawn €875 million syndicated loan maturing in July 2028. Wendel has the option of requesting a one-year maturity extension from the lenders, who may either accept or refuse its request. Wendel was in compliance with its financial covenants as of December 31, 2023. The margin level on this loan is indexed to Wendel achieving its ESG targets; should these targets not be met, the margin would be increased but there would be no impact on the availability of this facility; however, if the targets were to be met, the margin would be reduced. This undrawn line of credit notably gives Wendel enough flexibility to take advantage of investment opportunities.

At the reporting date for the consolidated financial statements, Wendel had a long-term rating of BBB with a stable outlook and a short-term rating of A-2 from Standard & Poor's. Similarly, Moody's assigned Wendel a rating of Baa2 with a stable outlook.

Managing debt

To manage debt maturities, Wendel must find the necessary resources to cover the repayment of its financial obligations at their maturity. These resources can derive from available cash, asset turnover or new financing. New financing may be limited by:

- the availability of bank and bond lending sources, which can be restricted by financial market volatility, banks' access to liquidity, and pressure from financial institution regulators;
- the financial leverage of Wendel and its holding companies (i.e., net debt/assets ratio), which is a key credit risk indicator tracked by Wendel's lenders and by the financial rating agencies which rate Wendel's financial structure. Similarly, the syndicated loan is subject to financial covenants based primarily on the market value of Wendel's assets and the amount of net debt (see note 5-2.4 "Financing agreements and covenants of Wendel and its holding companies"). Leverage depends in particular on asset values and is therefore subject to equity market risk (see note 5-1 "Equity market risk"). It also depends on investments and divestments, which increase and decrease leverage, respectively. It should be noted that in this regard, the Group has granted the investment commitments described in note 30-6 "Shareholder agreements"; and
- a potential financial rating downgrade for Wendel from the financial rating agencies.

To manage refinancing risk, Wendel seeks to align the maturities of its bond and bank financing with its long-term investor outlook. Wendel therefore secures medium- to long-term financing and extends existing maturities when market conditions allow and when Wendel management deems it necessary to do so. Investment decisions are made taking into account their impact on financial leverage (net debt/assets ratio).

Note 5-2.2 Liquidity risk of operating subsidiaries

Managing the liquidity risk of operating subsidiaries

The management of each operating subsidiary is responsible for managing the cash, debt, and liquidity risk of that entity.

Cash and debt levels of the operating subsidiaries are reported regularly to Wendel. Forecasts of bank covenant compliance for the coming year and over the lifetime of the business plan are prepared annually and any time an event occurs that could have a material impact on the covenants. These forecasts and calculations of covenant compliance are reviewed regularly by Wendel.

Management of the liquidity risk of Wendel's operating subsidiaries

The financial debts of the operating subsidiaries are without recourse to Wendel. The subsidiaries' liquidity risk therefore only affects Wendel when the Group so decides or accepts such risk. Wendel has no legal obligation to support operating subsidiaries experiencing cash flow difficulties. Similarly, subsidiaries are not bound by any mutual support undertakings. As a result, Wendel's liquidity would only be affected if it decided to contribute cash to an operating subsidiary. Such a decision would result from an in-depth analysis of all the restrictions to which Wendel is subject, including returns on investment, Wendel's own liquidity, additional investments in other subsidiaries and new investments.

Changes in the economic and financial situation of subsidiaries can also have an impact on Wendel's liquidity via the amount of dividends they pay to Wendel. Similarly, changes in the economic and financial position of investments have an impact on their value; however, this value is taken into account in calculating Wendel's financial leverage (see note 5-1 "Equity market risk"). In December 2023, Stahl paid out a one-off dividend of €125 million, including €85.6 million to the Wendel Group.

Note 5-2.3 Wendel's liquidity outlook

Wendel's next significant financial milestone is the redemption of the €750 million bond exchangeable for Bureau Veritas shares in March 2026 if the bondholders do not exercise their exchange option (see note 5-2.1 "Liquidity risk of Wendel and its holding companies"). Wendel's liquidity risk over the 12 months following the reporting date is therefore low given its high level of cash and short-term financial investments and its €875 million fully-undrawn syndicated credit line.

Note 5-2.4 Financing agreements and covenants of Wendel and its holding companies

Wendel bonds – Documentation

These bonds are not subject to financial covenants, but carry standard clauses for this type of debt instrument (prohibition or restriction on the pledging of assets as collateral to certain types of lenders, accelerated maturity should Wendel default on a payment beyond certain thresholds, change-of-control clause, etc.).

Wendel syndicated loan – documentation and covenants (undrawn as of December 31, 2023)

The syndicated loan is subject to financial covenants, based primarily on the market value of Wendel's assets and on the amount of its net debt.

Wendel's net debt figure is based on consolidation of the Group's financial holding companies and does not include the debt of operating companies or that of holding companies set up for the purpose of acquisitions. Accordingly, the net debt taken into account corresponds to Wendel bonds and the syndicated loan, when drawn, reduced by cash.

Net debt of Group subsidiaries is deducted from the gross revalued assets of these subsidiaries as it is without recourse to Wendel.

These covenants are as follows:

- net financial debt of Wendel and the financial holding companies compared to the gross asset value after unrealized taxes (excluding cash) must not exceed 50%; and
- the ratio of:
  - the unsecured gross debt of Wendel and its financial holding companies plus their off-balance-sheet commitments treated as unsecured debt, less their available cash (not pledged or in escrow), to
  - the sum of 75% of the value of available listed assets (not pledged or in escrow) and 50% of the value of available unlisted assets (not pledged or in escrow),

  must not exceed 1.

These covenants are tested half-yearly when there are drawdowns under the syndicated loan. As of December 31, 2023, Wendel was in compliance with all covenants.

The syndicated loan agreement carries standard covenants for this type of debt instrument (prohibition or restriction on the pledging of assets as collateral to certain types of lenders, accelerated maturity should Wendel default on a payment beyond certain thresholds, change-of-control clause, etc.).

Note 5-2.5 Financial debt of operating subsidiaries – Documentation and covenants

Bureau Veritas financial debt

This debt is without recourse to Wendel.

As of December 31, 2023, Bureau Veritas' gross financial debt amounted to €2,110.9 million (excluding financial liabilities related to the application of IFRS 16) and its cash balance to €1,173.9 million. At the end of 2022, Bureau Veritas also had a confirmed undrawn credit line of €600 million.

Certain Bureau Veritas group financing is subject to compliance with contractually defined ratios applicable to the test periods of December 31 and June 30.

As of December 31, 2023, all these commitments were met. They can be summarized as follows:

- the first ratio is defined as the ratio of adjusted net financial debt and adjusted consolidated EBITDA (earnings before interest, taxes, depreciation, amortization and provisions), adjusted for any entity acquired over the last 12 months. The ratio should be less than 3.5. As of December 31, 2023, it was 0.92; and
- the second ratio represents consolidated EBITDA (earnings before interest, taxes, depreciation, amortization and provisions), adjusted for any entity acquired over the last 12 months for net financial expenses. This ratio should be greater than 5.5. As of December 31, 2023, it was 44.33.

Stahl financial debt

This debt is without recourse to Wendel.

When it acquired ICP, Stahl refinanced its debt and extended its maturity to 2028.

As of December 31, 2023, Stahl's gross bank debt was €394.1 million (including accrued interest, and excluding issue costs and financial liabilities related to the application of IFRS 16). Its cash balance was €88.5 million. The revolving credit facility of $140 million is undrawn and available.

The ratio of consolidated net debt to LTM EBITDA (gross operating income over the past 12 months) must be less than or equal to 4.25 as of December 31, 2023. This covenant was met, with a ratio of 1.6 at the end of 2023.

The documentation related to Stahl's debt contains the standard restrictions for this type of credit facility. Certain transactions, such as mergers, asset divestments, granting collateral, acquisitions, additional debt, payment of dividends, share buybacks or changes in ownership structure are prohibited, restricted or require prior approval of the lenders.

Scalian financial debt

This debt is without recourse to Wendel.

As of December 31, 2023, Stahl's gross bank debt was €350.8 million (including accrued interest, and excluding issue costs and financial liabilities related to the application of IFRS 16). Its cash balance was €46.2 million. Scalian also has a confirmed undrawn credit line of €270 million.

The financial covenant relates to the ratio of net financial debt to recurring EBITDA over the last 12 months (as defined in the lending documentation), which must be less than 8.5 at December 31, 2023. This covenant was met, with a ratio of 5.93 at the end of 2023.

CPI financial debt

This debt is without recourse to Wendel.

As of December 31, 2023, the nominal amount of CPI gross financial debt was $287 million (including accrued interest and excluding issue costs and financial liabilities related to the application of IFRS 16). Its cash balance was $6.5 million. An amount of $2 million has been drawn down on the $30 million revolving credit facility.

As of December 31, 2023, the ratio of net financial debt to recurring EBITDA over the last 12 months (as defined in the lending documentation) was 3.93. This is below the maximum leverage of 12 required by the lenders when more than 40% of the revolving facility has been drawn down (not the case at end-December 2023).

The documentation related to CPI's debt contains the standard restrictions for this type of credit facility. Certain transactions, such as mergers, dissolutions, asset divestments, granting of collateral, acquisitions, additional debt, payment of dividends, share buybacks or changes in ownership structure are prohibited, restricted or require prior approval of the lenders.

ACAMS financial debt

This debt is without recourse to Wendel.

As of December 31, 2023, the nominal amount of ACAMS' gross financial debt was $174.5 million (including accrued interest and excluding issue costs and financial liabilities related to the application of IFRS 16). Its cash balance was $18.8 million. A large portion of this cash is held by foreign subsidiaries, and the transfer of part of this cash to the ACAMS group is subject to certain limitations. The revolving credit facility amounted to $20 million, of which $12 million was drawn down at December 31, 2023.

The financial covenant relates to the ratio of net financial debt to recurring EBITDA over the last 12 months (as defined in the lending documentation), which must be less than 10.5 at December 31, 2023 (the maximum limit will be progressively reduced to 9.5 in September 2024). This covenant was met, with a ratio of 5.8 at the end of 2023.

The documentation related to ACAMS' debt contains the standard restrictions for this type of credit facility. Certain transactions, such as mergers, dissolutions, asset divestments, granting of collateral, acquisitions, additional debt, payment of dividends, share buybacks or changes in ownership structure are prohibited, restricted or require prior approval of the lenders.

Note 5-3 Interest rate risk

As of December 31, 2023, the exposure of the Wendel Group (Wendel, its holding companies and its fully consolidated operating subsidiaries excluding Constantia Flexibles, which was sold in early 2024) to interest rates was limited.

In billions of euros	Fixed rate	Capped rate	Floating rate
Gross debt	4.5		1.2
Cash and short-term financial investments	(0.2)		(2.4)
Impact of derivatives	0.4	0.3	(0.7)
INTEREST RATE EXPOSURE	**4.7**	**0.3**	**(1.8)**
	152%	8%	-60%

The notional amount of derivative instruments was weighted by the period of 12 months following December 31, 2023 during which they will hedge interest rate risk.

A +100 basis-point increase in the interest rates on which the interest rate exposure of the consolidated Group is indexed would increase financial income before tax by around €18.5 million over the 12 months after December 31, 2023, based on net financial debt as of December 31, 2023, interest rates on that date, and the maturities of existing interest rate hedging derivatives. This positive impact of a rate increase reflects the Group's very significant cash position (exposed to floating rates), the proportion of fixed-rate debt and the interest rate hedges implemented within the Group.

Note 5-4 Credit risk

Each operating subsidiary has set up a policy to monitor its customer credit risk. Receivables for which a risk of non-payment exists are written down. As of the reporting date, owing to the Group's geographical and sector diversification, there was no significant concentration of credit risk in trade receivables. The war in Ukraine has not had a significant impact at the Group scale on the impairment of customer receivables recognized as of December 31, 2023 (in particular on the level of expected credit losses).

The cash and financial investments of Wendel SE and its holding companies are placed essentially with top-ranking financial institutions. Given the total amount of cash and short-term financial investments held as of December 31, 2023, significant amounts may be invested with the same financial institution. Derivative contracts are entered into with top-ranking financial institutions.

Note 5-5 Currency risk

Note 5-5.1 Wendel

Most of the Group's investments operate in several countries and, as a result, derive a share of their earnings in currencies other than the euro, notably the US dollar. As of December 31, 2023, the operating subsidiaries with the greatest exposure to the US dollar or whose reporting currency is the US dollar are Bureau Veritas, Stahl, CPI and ACAMS.

In addition, the IHS share price is denominated in US dollars. As this investment is recognized at fair value under financial assets, a change in the euro/dollar exchange rate would have an impact on the change in this fair value, which is recognized in other comprehensive income (see note 13 "Financial assets and liabilities").

In February 2023, the Group hedged a portion of the currency risk arising on the value of its investments denominated in US dollars. It contracted:

- a $400 million collar, with a maturity of two years, protecting it against a decline in the US dollar, which kicks in when the exchange rate exceeds 1.25 and results in it losing any upside if the rise in the US dollar leads to an exchange rate below 0.9151; and
- a three-year $360 million collar protecting it against a decline in the US dollar, which kicks in when the exchange rate exceeds 1.25 and results in it losing any upside if the rise in the US dollar leads to an exchange rate below 0.9471.

These instruments are qualified as hedging instruments of a net investment in a foreign operation under IFRS. They are therefore recognized in the balance sheet at fair value, with changes in fair value recognized in other comprehensive income for the effective portion (€1.5 million for the period) and in income for the ineffective portion (€0.3 million for the period). The fair value recognized in other comprehensive income will be released to the income statement when the hedged asset is disposed of or if control of the asset is lost.

Note 5-5.2 Bureau Veritas

Bureau Veritas operates internationally and is therefore exposed to the risk of fluctuations in several currencies. This risk is incurred both on transactions carried out by group entities in currencies other than their functional currency (currency risk on operations), as well as on assets and liabilities denominated in foreign currencies other than the presentation currency for the consolidated financial statements, i.e., euros (translation risk).

Operational currency risk

For Bureau Veritas businesses present in local markets, income and expenses are mainly expressed in local currencies. For Bureau Veritas businesses relating to international markets, a portion of revenue is denominated in US dollars. The proportion of Bureau Veritas' US dollar-denominated consolidated revenue generated in countries with different functional currencies or currencies linked to the US dollar was 8% in 2023. The impact of a 1% rise or fall in the US dollar against all other currencies would have an impact of 0.08% on Bureau Veritas' consolidated revenue.

Translation risk

Since the presentation currency of the financial statements is the euro, Bureau Veritas translates any foreign currency income and expenses into euros when preparing its financial statements, using the average exchange rate for the period. As a result, changes in the value of the euro against other currencies affect the amounts reported in the consolidated financial statements, even though the value of the items concerned remains unchanged in their original currencies. In 2023, over 71% of Bureau Veritas' revenue resulted from the consolidation of financial statements of entities with functional currencies other than the euro:

- 19.6% of revenue was generated by entities whose functional currency is the US dollar or a currency linked to it (including the Hong Kong dollar);
- 11% of revenue was generated by entities whose functional currency is the Chinese yuan renminbi;
- 4.2% of revenue was generated by entities whose functional currency is the Australian dollar;
- 4.1% of revenue was generated by entities whose functional currency is the Brazilian real;
- 4.0% of revenue was generated by entities whose functional currency is the Canadian dollar;
- 3.1% of revenue was generated by entities whose functional currency is the pound sterling.

Other currencies taken individually did not account for more than 3% of Bureau Veritas' revenue. A 1% rise or fall in the euro against the US dollar and other linked currencies would have had an impact of 0.196% on 2023 consolidated revenue and of 0.164% on 2023 operating profit.

Note 5-5.3 Stahl

In 2023, 59% of Stahl's revenue was generated in currencies other than the euro, including 34% in US dollars, 13% in Chinese yuan, 5% in Indian rupees and 4% in Brazilian real. A 5% rise or fall in the US dollar or the currencies linked to it against the euro would have a positive or negative impact of around €9 million on EBITDA for the period (excluding goodwill allocation and non-recurring expenses).

In addition, Stahl has financial debt of €188.1 million denominated in US dollars and carried by a company whose functional currency is the euro. Therefore, a 5% increase or decrease in the US dollar against the euro would result in the recognition of a positive or negative currency impact of around €9.4 million in financial income and expense. This impact is partly offset by a cash position in US dollars.

Note 5-5.4 Scalian

In 2023, 5.3% of Scalian's revenue was generated in currencies other than the euro, including 1.5% in US dollars, and 9.2% of Scalian's EBITDA was generated in currencies other than the euro, including 3.3% in US dollars.

Note 5-5.5 CPI

CPI operates chiefly in the United States and its functional currency is the US dollar. In 2023, 19% of CPI's revenue was generated in currencies other than the US dollar, including 8% in Canadian dollars and 7% in pounds sterling. A 5% rise or fall in the value of these currencies against the US dollar would have had a positive or negative impact of around 0.9% on EBITDA for the period (excluding goodwill allocation and non-recurring expenses), representing a positive or negative impact of around €0.6 million. In addition, a 5% rise or fall in the value of the dollar against the euro would have a positive or negative impact of around €3.2 million on the EBITDA generated by this investment, expressed in euros in Wendel's consolidated financial statements.

Note 5-5.6 ACAMS

ACAMS is a US-based company with international operations. Its functional currency is the US dollar. In 2023, 13% of its revenue was generated in currencies other than the US dollar, including 8% in Chinese yuan and 4% in Canadian dollars. A 5% rise or fall in the value of these currencies against the US dollar would have had a positive or negative impact of around 0.6% on EBITDA for the year (excluding goodwill allocation and non-recurring expenses), representing a positive or negative impact of around €0.1 million. In addition, a 5% rise or fall in the value of the dollar against the euro would have a positive or negative impact of around €1.1 million on the EBITDA generated by this investment, expressed in euros in Wendel's consolidated financial statements.

Note 5-6 Commodity risk

The Group's investment with the greatest exposure to the risk of changes in commodity prices is Stahl.

Stahl purchased around €475 million of commodities in 2023. A 10% increase in the price of the commodities used by Stahl would have led to a theoretical increase in the cost of these commodities of around €47 million on an annual basis. Stahl considers that, circumstances permitting, a continued short-term increase in the sales price of its products would offset the overall effect of such commodity price increases. The volatility of commodity prices and the continued increase in ocean freight costs led Stahl to raise its sales prices in 2022 to fully offset these impacts. Since December 31, 2022, commodity prices have leveled off.

NOTE 6 Segment information

Business sectors correspond to Wendel's shareholdings:

- Bureau Veritas – testing, inspection and certification services;
- Stahl – coating layers and surface treatments for flexible materials;
- Scalian – business transformation consulting services;
- Crisis Prevention Institute (CPI) – training services;
- Association of Certified Anti-Money Laundering Specialists (ACAMS) – anti-money laundering training and certification; and
- Tarkett – equity-accounted – flooring and sports surfaces.

The Constantia Flexibles flexible packaging operating segment was reclassified to "Discontinued operations and operations held for sale" in accordance with IFRS 5. The analysis of the income statement by business sector is split between net income from operations, non-recurring items and the impact of goodwill.

Net income from operations

Net income from operations is the Group's "recurring" income. It consists of net income from investments and from holding companies and excludes non-recurring items and the impact of goodwill, as defined below:

- net income from investments is defined as the net income of companies controlled by the Group (fully consolidated: Bureau Veritas, Constantia Flexibles, Stahl, Scalian, CPI and ACAMS) and Wendel's share in the net income of equity-method investments (Tarkett) before non-recurring items and the impact of goodwill allocations; and
- net income from holding companies includes the operating expenses of Wendel and its holding companies, the cost of net debt put in place to finance Wendel and its holding companies, and the tax expense and income relating to these items. The amounts shown are those recognized at the level of Wendel and all of its consolidated holding companies (excluding acquisition holding companies and operating investments).

Non-recurring items

Non-recurring items correspond, for the entire scope of consolidation, to the net after-tax amounts not linked to the operating or ordinary activities of subsidiaries and associates or to the recurring operations of Wendel and its holding companies:

- capital gains and losses from the divestment of assets;
- non-recurring restructuring costs;
- non-recurring legal disputes, notably those that are not linked to operating activities;
- changes in fair value;
- impairment losses on assets, and in particular goodwill;
- currency impact on financial debt;
- financial restructuring expenses and the income and expenses related to extinguishing debt; and
- any other material item unconnected with the Group's recurring operations.

Goodwill impact

The impact of goodwill on the income statement derives from the revaluation of assets and liabilities carried out at the time of acquisitions. The affected items are primarily:

- inventories and work-in-progress;
- property, plant and equipment;
- intangible assets, including brands and contracts; and
- the related deferred taxes.

These accounting items modify net income from investments by disconnecting the income statement from the cash flows deriving from the business activity of those companies (the accounting entries relate to the companies' acquisition prices and not their business activities).

Note 6-1 Income statement by business segment for 2023

In millions of euros	Bureau Veritas	Constantia Flexibles	Stahl	Scalian	CPI	ACAMS	Equity-method investments Tarkett	Wendel and holding companies	Total Group
Net income from operations									
Net sales	**5,867.8**	**-**	**913.5**	**126.8[3]**	**128.0**	**91.6**	**-**		**7,127.6**
EBITDA[1]	**N/A**	**-**	**204.0**	**13.4[4]**	**63.4**	**22.5**	**-**		
Adjusted operating income[2]	**956.1**	**-**	**177.2**	**11.0**	**60.9**	**19.8**	**-**		**1,144.2**
Other recurring operating items	(25.9)	-	(7.8)	(0.3)	(5.6)	(1.7)	-		
Operating income (loss)	**930.2**	**-**	**169.5**	**10.6**	**55.3**	**18.0**	**-**	**(97.8)**	**1,085.8**
Finance costs, net	(41.1)	-	(37.0)	(8.6)	(31.2)	(18.0)	-	(14.7)	(150.6)
Other financial income and expense	(27.4)	-	(7.0)	(1.2)	(0.0)	(0.2)	-	(1.4)	(37.2)
Tax expense	(268.4)	-	(35.1)	(3.7)	(3.4)	0.2	-	(1.4)	(311.8)
Share in net income (loss) of equity-method investments	0.7	-	-	-	-	-	8.8	-	9.5
Net income from discontinued operations and operations held for sale	-	115.2	-	-	-	-	-	-	115.2
Recurring net income (loss) from operations	**594.0**	**115.2**	**90.3**	**(2.8)**	**20.7**	**0.0**	**8.8**	**(115.3)**	**711.0**
Recurring net income (loss) from operations - Group share	**203.8**	**69.9**	**62.0**	**(2.3)**	**20.0**	**0.0**	**8.8**	**(115.1)**	**246.9**
Nonrecurring items	(34.1)	(18.4)	(0.8)	(10.5)	(0.8)	(3.8)	(8.7)	16.6[5]	(60.4)
Goodwill impact	(44.0)	(16.5)	(18.3)	(1.2)	(23.4)	(17.2)	0.3	-	(120.4)
Asset impairment	-	0.3	-	-	8.0	-	(0.8)	(6.8)	0.7
Non-recurring net income (loss)	**(78.1)**	**(34.6)**	**(19.2)**	**(11.7)**	**(16.2)**	**(21.0)**	**(9.2)**	**9.8**	**(180.1)**
Non-recurring net income (loss) - Group share	**(25.2)**	**(21.0)**	**(13.2)**	**(9.6)**	**(15.6)**	**(20.6)**	**(9.3)**	**9.8**	**(104.6)**
Consolidated net income (loss)	**515.9**	**80.7**	**71.2**	**(14.5)**	**4.5**	**(21.0)**	**(0.4)**	**(105.5)**	**530.9**
Consolidated net income (loss) - non-controlling interests	337.3	31.8	22.4	(2.6)	0.2	(0.4)	0.1	(0.2)	388.5
Consolidated net income (loss) - Group share	**178.6**	**48.9**	**48.8**	**(11.9)**	**4.3**	**(20.6)**	**(0.5)**	**(105.3)**	**142.4**

(1) EBITDA refers to net earnings before interest, taxes, depreciation and amortization.
(2) Before the impact of goodwill allocations, non-recurring items and management fees.
(3) This item corresponds to Scalian's revenue for the three months to September 30, 2023. Scalian's rolling 12-month revenue (period from October 1, 2022 to September 30, 2023) amounts to €530 million.
(4) This item corresponds to Scalian's EBITDA for the three months to September 30, 2023. Scalian's rolling 12-month EBITDA (period from October 1, 2022 to September 30, 2023) amounts to €66 million.
(5) This item includes the impact of the buyback of the 2026 bond for a positive €5.8 million and the change in fair value of the derivatives on the Bureau Veritas convertible bond for a positive €21.3 million.

Note 6-2 Income statement by business segment for 2022

In millions of euros	Bureau Veritas	Constantia Flexibles	Stahl	CPI	ACAMS	Equity-method investments Tarkett	Wendel and holding companies	Total Group
Net income from operations								
Net sales	**5,650.6**	**-**	**914.9**	**114.2**	**66.2**	**-**		**6,745.9**
EBITDA[1]	**N/A**	**-**	**194.3**	**58.9**	**17.3**	**-**		
Adjusted operating income[2]	**902.1**	**-**	**170.4**	**56.7**	**17.3**	**-**		**1,227.6**
Other recurring operating items	-	-	(2.6)	(5.1)	(3.4)	-		
Operating income (loss)	**902.1**	**-**	**167.8**	**51.6**	**13.9**	**-**	**(89.6)**	**1,045.9**
Finance costs, net	(68.3)	-	(17.8)	(25.9)	(11.7)	-	(26.9)	(150.7)
Other financial income and expense	(13.1)	-	10.5	(1.1)	(0.1)	-	(1.1)	(4.8)
Tax expense	(259.5)	-	(42.2)	(5.1)	(3.5)	-	(1.1)	(311.4)
Share in net income (loss) of equity-method investments	0.1	-	-	-	-	0.1	0.0	0.2
Net income from discontinued operations and operations held for sale	-	91.4	-	-	-	-	0.1	91.5
Recurring net income (loss) from operations	**561.3**	**91.4**	**118.3**	**19.6**	**(1.4)**	**0.1**	**(118.7)**	**670.6**
Recurring net income (loss) from operations – Group share	**189.8**	**53.9**	**80.5**	**18.9**	**(1.4)**	**0.1**	**(118.7)**	**223.2**
Nonrecurring items	(18.7)	(14.3)	(23.2)[3]	(1.4)	(16.8)[6]	(9.5)	694.6[4]	610.6
Goodwill impact	(50.4)	(33.4)	(14.6)	(16.7)	(24.5)	(2.7)	-	(142.3)
Asset impairment	(7.6)	5.7	-	47.4[7]	-	-	(162.3)[5]	(116.8)
Non-recurring net income (loss)	**(76.7)**	**(42.0)**	**(37.8)**	**29.3**	**(41.3)**	**(12.2)**	**532.3**	**351.5**
Non-recurring net income (loss) – Group share	**(23.9)**	**(25.6)**	**(25.7)**	**28.2**	**(40.4)**	**(12.2)**	**532.9**	**433.2**
Consolidated net income (loss)	**484.6**	**49.4**	**80.5**	**48.8**	**(42.7)**	**(12.2)**	**413.6**	**1,022.1**
Consolidated net income (loss) – non-controlling interests	318.7	21.0	25.7	1.8	(0.9)	(0.0)	(0.7)	365.7
Consolidated net income (loss) – Group share	**165.9**	**28.4**	**54.8**	**47.0**	**(41.8)**	**(12.2)**	**414.3**	**656.3**

(1) EBITDA refers to net earnings before interest, taxes, depreciation and amortization.
(2) Before the impact of goodwill allocations, non-recurring items and management fees.
(3) This item mainly corresponds to the foreign exchange impact during the period on debt denominated in US dollars.
(4) Includes proceeds from the sale of the rue Taitbout building by Wendel SE for €115.5 million and the sale of Cromology for €590.0 million.
(5) This item corresponds to the impairment of Tarkett Participation's shares.
(6) This item includes a negative €11.2 million of buyers' fees related to the acquisition of ACAMS, a negative €10.9 million of fees related to the implementation of the new structure and a €2 million positive change in the fair value of hedging derivatives.
(7) This item corresponds to the reversal of the impairment on CPI's intangible assets recognized during the Covid crisis.

Note 6-3 Balance sheet by operating segment as of December 31, 2023

In millions of euros	Bureau Veritas	Constantia Flexibles	Stahl	Scalian	CPI	ACAMS	Tarkett	Wendel and holding companies	Total Group
Goodwill, net	2,499.4	-	194.1	724.1	455.6	307.3	-	-	4,180.5
Intangible assets and property, plant and equipment, net	1,338.0	-	443.5	287.2	326.0	151.8	-	46.6	2,593.0
Equity-method investments	5.2	-	-	-	-	-	43.5[(1)]	-	48.7
Other financial assets	116.9	-	0.5	19.2	0.2	1.8	-	682.3	820.8
Inventories	48.8	-	143.0	-	1.5	-	-	-	193.3
Trade receivables	1,318.1	-	177.4	72.3	15.3	1.7	-	0.5	1,585.3
Other assets	545.5	-	21.7	93.5	2.9	3.4	-	3.2	670.2
Cash and cash equivalents	1,173.9	-	88.5	46.2	5.9	17.0	-	1,072.0	2,403.5
Current and deferred tax assets	170.2	-	32.5	15.3	0.6	-	-	8.6	227.1
Discontinued operations and operations held for sale	-	2,330.1	0.2	-	-	-	-	-	2,330.3
TOTAL ASSETS									**15,052.7**
of which non-current assets	*4,087.0*	-	*657.2*	*1,031.2*	*781.7*	*460.9*	*43.5*	*737.0*	*7,798.4*
of which current assets	*3,129.0*	-	*444.1*	*226.5*	*26.1*	*22.1*	-	*1,076.1*	*4,924.0*
Equity – Group share									2,676.4
Non-controlling interests									2,155.2
Total equity									**4,831.6**
Provisions	219.5	-	21.1	4.4	0.5	-	-	18.9	264.5
Financial debt	2,110.9	-	380.1	339.4	256.5	155.1	-	2,365.5	5,607.6
Operating lease liabilities	427.1	-	22.9	15.9	3.4	0.6	-	36.9	506.9
Other financial liabilities	172.0	-	3.2	11.9	45.9	3.2	-	16.5	252.7
Trade payables	520.6	-	91.5	27.8	3.0	6.3	-	8.2	657.5
Other liabilities	1,019.2	-	46.8	118.7	5.4	33.0	-	19.5	1,242.4
Current and deferred tax liabilities	234.4	-	66.1	72.0	50.2	30.9	-	8.6	462.3
Liabilities related to discontinued operations and operations held for sale	-	1,227.4	0.0	-	-	-	-	-	1,227.4
TOTAL EQUITY AND LIABILITIES									**15,052.7**
of which non-current financial liabilities	*2,828.7*	-	*467.5*	*420.1*	*353.0*	*186.4*	-	*2,404.3*	*6,660.0*
of which current liabilities	*1,875.0*	-	*164.2*	*170.1*	*11.9*	*42.8*	-	*69.8*	*2,333.9*

(1) As of December 31, 2023, this item includes the impairment of Tarkett Participation's shares for a negative €169.1 million (see note 10 "Equity-method investments").

Note 6-4 Balance sheet by operating segment as of December 31, 2022

In millions of euros	Bureau Veritas	Constantia Flexibles	Stahl	CPI	ACAMS	Tarkett	Wendel and holding companies	Total Group
Goodwill, net	2,515.7	492.5	130.5	472.0	318.4	-	-	3,929.1
Intangible assets and property, plant and equipment, net	1,346.1	1,006.9	341.3	354.1	179.7	-	49.1	3,277.1
Equity-method investments	0.9	-	-	-	-	81.3(1)	-	82.1
Other financial assets	135.6	91.5	0.7	0.2	2.0	-	554.5	784.3
Inventories	53.9	318.3	141.2	0.8	-	-	-	514.2
Trade receivables	1,263.4	167.2	163.5	11.6	1.1	-	-	1,606.9
Other assets	546.1	35.3	19.5	3.2	2.6	-	2.8	609.6
Cash and cash equivalents	1,662.1	366.2	281.5	5.3	21.5	-	928.7	3,265.3
Current and deferred tax assets	164.8	38.5	22.4	0.1	-	-	(0.0)	225.8
Discontinued operations and operations held for sale	-	81.8	1.8	-	-	-	-	83.6
TOTAL ASSETS								**14,378.0**
of which non-current assets	*4,092.5*	*1,614.8*	*487.5*	*826.3*	*500.0*	*81.3*	*569.2*	*8,171.5*
of which current assets	*3,596.2*	*901.5*	*613.1*	*21.0*	*25.2*	*-*	*965.8*	*6,122.9*
Equity – Group share								2,788.6
Non-controlling interests								1,847.7
Total equity								**4,636.2**
Provisions	214.6	67.4	19.4	0.5	-	-	13.9	315.8
Financial debt	2,637.4	713.5	361.0	278.7	152.6	-	1,410.2	5,553.4
Operating lease liabilities	407.9	46.0	16.7	3.5	-	-	36.4	510.5
Other financial liabilities	217.1	74.9	-	38.8	2.1	-	234.3	567.2
Trade payables	557.6	411.4	84.4	2.4	11.4	-	7.4	1,074.4
Other liabilities	964.9	92.1	54.0	5.0	29.7	-	20.0	1,165.6
Current and deferred tax liabilities	242.8	129.4	33.7	61.6	46.4	-	7.2	521.1
Liabilities related to discontinued operations and operations held for sale	-	33.6	0.2	-	-	-	-	33.8
TOTAL EQUITY AND LIABILITIES								**14,378.0**
of which non-current financial liabilities	*2,863.2*	*958.5*	*61.5*	*376.8*	*197.4*	*-*	*1,679.5*	*6,137.0*
of which current liabilities	*2,379.1*	*576.2*	*507.8*	*13.5*	*44.7*	*-*	*49.8*	*3,571.0*

(1) As of December 31, 2022, this item includes the impairment of Tarkett Participation's shares for negative €162.3 million (see note 10 "Equity-method investments").

Note 6-5 Cash flow statement by business segment for 2023

In millions of euros	Bureau Veritas	Constantia Flexibles	Stahl	Scalian	CPI	ACAMS	Wendel and holding companies	Total Group
Net cash from (used in) operating activities, excluding tax	1,070.3	136.3	204.9	6.4	59.5	12.5	(78.5)	1,411.4
Net cash from (used in) investing activities, excluding tax	(217.5)	(445.2)	(223.8)	(580.8)	(3.2)	(2.0)	(230.8)	(1,703.4)
Net cash from (used in) financing activities, excluding tax	(1,047.1)	(23.7)	(140.9)	624.5	(44.5)	(11.3)	453.5	(189.6)
Net cash related to taxes	(256.9)	(16.6)	(31.5)	(4.1)	(11.0)	(2.9)	(0.7)	(323.6)

Note 6-6 Cash flow statement by business segment for 2022

In millions of euros	Bureau Veritas	Constantia Flexibles	Stahl	CPI	ACAMS	Wendel and holding companies	Total Group
Net cash from (used in) operating activities, excluding tax	1,074.6	241.5	171.5	56.2	16.9	(67.3)	1,493.3
Net cash from (used in) investing activities, excluding tax	(216.9)	(108.9)	(28.2)	(2.2)	16.2	957.5	617.5
Net cash from (used in) financing activities, excluding tax	(396.8)	45.1	(54.3)	(49.7)	(12.0)	(335.3)	(803.0)
Net cash related to taxes	(241.7)	(16.5)	(33.8)	(6.1)	(1.1)	0.2	(299.0)

6.8 Notes to the balance sheet

NOTE 7 Goodwill

Accounting principles

Goodwill represents the difference between the cost of acquiring a company and the Group's share of the fair value of its net assets, liabilities and identifiable contingent liabilities at the acquisition date. The identifiable assets and liabilities of the acquired company that meet the IFRS recognition criteria are recognized at their fair value as of the acquisition date. Adjustments in the fair values of assets and liabilities acquired as part of business combinations and initially recognized on the basis of temporary values (because of ongoing appraisals or outstanding additional analyses) are recognized as retrospective adjustments to goodwill if they occur within 12 months of the acquisition date. Any subsequent adjustments are recognized directly in the income statement unless they are made to correct an accounting error. Under the revised IFRS 3 "Business combinations", the Group may choose to recognize goodwill on non-controlling interests.

Goodwill is not amortized but is instead tested for impairment at least once per year, on December 31, or more frequently if there is any indication that it may be impaired. Indications of impairment may include a significant or prolonged decline in the share price of a listed company, a shortfall in earnings compared with the budget or a deterioration in the industry environment in which a company operates. For impairment tests, goodwill is allocated to cash-generating units (CGUs). Each operating subsidiary (Bureau Veritas, Stahl, Scalian, CPI and ACAMS) corresponds to a CGU. Goodwill impairment losses are recognized in the income statement under "Impairment of assets" and cannot be reversed.

Whenever an operating subsidiary identifies an impairment loss on a CGU recognized within its reporting scope (and not at the level of the Wendel Group), this loss is also reported in Wendel's consolidated financial statements, even if the analysis conducted by Wendel on the investee's goodwill does not show any such loss. This stance has been taken to allow Wendel to recognize unrealized losses as soon as they appear, as the losses would evidently have to be recognized if the subsidiary were to sell the impaired CGUs. Goodwill is presented, where applicable, net of any cumulative recognized loss in value.

Goodwill pertaining to equity-method investments is included in the carrying amount of these companies and therefore not presented separately (IAS 28 "Investments in Associates and Joint Ventures", paragraph 23). Accordingly, the goodwill is not tested separately for impairment, as the value of equity-method investments is tested including goodwill. In the event of an improvement in the value of equity-method investments justifying an impairment writeback, the portion of the impairment pertaining to goodwill is also written back. Impairment losses along with disposal and dilution gains and losses are recognized in the income statement under "Net income (loss) from equity-method investments".

The impairment tests are performed in accordance with IAS 36 "Impairment of Assets". They consist in comparing the carrying amount of subsidiaries and associates with their recoverable amount (i.e., the higher of fair value and value in use).

	Dec. 31, 2023		
In millions of euros	Gross amount	Impairment	Net amount
Bureau Veritas	2,640.5	(141.1)	2,499.4
Stahl	194.1	-	194.1
Scalian	724.1	-	724.1
CPI	480.9	(25.3)	455.6
ACAMS	307.3	-	307.3
TOTAL	**4,346.9**	**(166.4)**	**4,180.5**

	Dec. 31, 2022		
In millions of euros	Gross amount	Impairment	Net amount
Bureau Veritas	2,659.7	(144.0)	2,515.7
Constantia Flexibles	492.5	-	492.5
Stahl	130.5	-	130.5
CPI	498.2	(26.2)	472.0
ACAMS	318.4	-	318.4
TOTAL	**4,099.3**	**(170.3)**	**3,929.1**

The main changes during the year were as follows:

In millions of euros	2023	2022 adjusted
Net amount at beginning of period	**3,929.1**	**3,510.6**
Acquisition by the Group entities[1]	102.2	35.4
Disposal by the Group entities[1]	(3.4)	-
Acquisition of Scalian[2]	724.1	-
Acquisition of ACAMS[2]	-	305.3
Reclassification under "Discontinued operations and operations held for sale"[2]	(498.8)	-
Impact of changes in currency translation adjustments and other	(72.8)	77.8
NET AMOUNT AT END OF PERIOD	**4,180.5**	**3,929.1**

(1) This item corresponds to goodwill accounted for by Bureau Veritas and Stahl on acquisitions realized over the period (see note 2 "Changes in scope of consolidation").
(2) See note 2 "Changes in scope of consolidation".

Note 7-1 Goodwill impairment tests

The tests described below are based on Wendel's assessment of the facts and circumstances existing at the reporting date, and on information available at the date on which the financial statements were adopted with regard to the positions existing as of December 31, 2023. Forecasts are inherently uncertain and actual amounts could therefore be significantly different from the forecasts made under these tests. Accordingly, values in use could also differ from those determined on the basis of the assumptions and estimates used at the end-December 2023 reporting date (see the "Accounting principles" section, note 1-2 "Use of estimates").

In the assumptions used for the impairment tests, the Group considered the economic, social and environmental effects, as well as the transition risks associated with climate change. These had no impact on the tests.

As regards Bureau Veritas, which is listed, the carrying amount at the end of 2023 (€6.6 per share, i.e., €1,066 million for the shares held) remains well below the fair value (closing stock market price: €22.9 per share, i.e., €3,683 million for the shares held). Value in use does not therefore need to be adopted and no impairment is recognized.

For the tests performed by Wendel on unlisted investments, the values in use as determined for the purpose of these tests are based on discounted future cash flows. The business plans used were prepared by Wendel on the basis of those drawn up by investees and using the latest information available regarding the underlying markets. For each of the subsidiaries, the value of Wendel's share in the capital is compared to the carrying amount.

Wendel did not recognize any losses. No tests were carried out on Scalian, as this investment was acquired very recently (July 2023).

A description of the tests carried out by Wendel on its unlisted investments is as follows:

In millions of euros	Stahl	CPI	ACAMS
Net carrying amount before test (Group share)	320	436	248
Impairment	-	-	-
Net carrying amount after test (Group share)	320	436	248
Length of business plan (in years)	5 years	5 years	5 years
Discount rate			
Rate at Dec. 31, 2023	10.3%	9.5%	10.2%
Rate at Dec. 31, 2022	9.0%	10.0%	10.0%
Change in impairment recognized in the event of a 1.0% increase	-	-	-
Change in impairment recognized in the event of a 1.0% decrease	-	-	-
Threshold at which value in use falls below the carrying amount	21.5%	12.40%	12.15%
Perpetual growth			
Rate at Dec. 31, 2023	+2.4%	+3.0%	+3.0%
Rate at Dec. 31, 2022	+2.0%	+3.0%	+3.0%
Change in impairment recognized in the event of a 0.5% decrease	-	-	-
Change in impairment recognized in the event of a 0.5% increase	-	-	-
Threshold at which value in use falls below the carrying amount	-22.10%	-1.10%	+0.60%
Impact on central case value in case of a 1% decrease in operating margin	-	-	-

Stahl

The business plan used for this test assumes moderate growth, with revenues exceeding €1 billion in 2025. The plan also assumes a return of the EBITDA margin to the group's historical average in 2026.

CPI

Having caught up with the initial business plan drawn up at the time of the acquisition, the new plan used is very similar in terms of revenue and margin objectives.

ACAMS

The business plan exceeds the acquisition business plan in terms of revenue forecasts, but remains in line with initial EBITDA forecasts.

NOTE 8 Intangible assets

Accounting principles

Bureau Veritas, Scalian, CPI and ACAMS group brands

The Bureau Veritas and CPI group brands have been valued using the relief-from-royalty approach, which consists in discounting royalties to perpetuity at a theoretical rate based on net sales generated by the brands. The brands are considered as having an indefinite useful life as there is no foreseeable time limit on their potential to generate cash flow. They are therefore not amortized but are tested for impairment on an annual basis.

The brands of Bureau Veritas subsidiaries are amortized over a period of 5 to 15 years. Only those brands identified at the level of the Wendel Group when Wendel acquired control of Bureau Veritas are considered to have an indefinite life.

The Scalian group brand is considered to have an indefinite useful life.

The ACAMS group brand is amortized over 12 years.

Bureau Veritas, Stahl, Scalian, CPI and ACAMS group contracts and customer relationships

The value of these contracts and customer relationships represents the margin expected to be generated over the residual lives of contracts in force at the date Wendel assumed control, taking into account contract renewal rates where such renewals are considered probable based on historical statistical data. These contracts and customer relationships are amortized over the period used for the calculation of each contract category (5 to 23 years, depending on the contract and subsidiary).

Other intangible assets

The cost of developing software intended for internal use and other development costs have been capitalized when it is likely that these expenditures will generate future economic benefits. These costs are then amortized over the asset's estimated useful life.

The costs of initially configuring software hosted by an external service provider, particularly in "Software as a Service" (SaaS) arrangements, are expensed.

Impairment of intangible assets and property, plant and equipment

In accordance with IAS 36 "Impairment of Assets", property, plant and equipment and intangible assets are tested for impairment whenever there is an indication of a loss in value. These tests are performed either when there is an indication of a loss of value, or yearly for assets with indefinite useful lives. For Wendel, this only concerns brands (excluding goodwill). Impairment losses are recognized in the income statement under "Impairment of assets". Impairment losses may be reversed, but only to the extent of the carrying amount of the asset had no impairment been recognized.

A breakdown by subsidiary is presented in note 6 "Segment information".

Intangible assets consist of:

	Dec. 31, 2023						
In millions of euros	Opening	Acquisitions	Disposals	Amortization and impairment[1]	Changes in scope of consoli-dation	Impact of currency translation adjustments and other	Closing
Brands	384.3	0.0	-	3.1	116.2	(6.7)	497.0
Customer relationships	1,034.8	-	-	(124.3)	(94.8)	(16.4)	799.3
Software	20.5	5.8	(0.1)	(7.3)	(10.8)	3.3	11.4
Concessions, patents and similar rights	101.3	0.9	-	(10.6)	(8.9)	(1.0)	81.7
Intangible assets in progress	21.3	22.9	-	-	(2.0)	(22.9)	19.4
Other intangible assets	148.2	18.7	(1.6)	(47.0)	32.4	18.1	168.8
TOTAL	**1,710.6**	**48.3**	**(1.7)**	**(186.1)**	**32.2**	**(25.5)**	**1,577.6**
of which gross	**3,956.5**						**3,619.6**
of which amortization	**(2,246.0)**						**(2,042.0)**

(1) An impairment reversal of €10.5 million was recognized by CPI (see note 7-1 "Goodwill impairment tests").

	Dec. 31, 2022						
In millions of euros	Opening	Acquisitions	Disposals	Amortization and impairment(1)	Changes in scope of consoli-dation	Impact of currency translation adjustments and other	Closing
Brands	305.3	0.0	-	4.8	0.0	74.2	384.3
Customer relationships	961.4	-	-	(105.7)	54.1	125.0	1,034.8
Software	21.4	3.8	(0.1)	(9.9)	0.1	5.2	20.5
Concessions, patents and similar rights	89.8	1.0	-	4.3	(0.0)	6.2	101.3
Intangible assets in progress	18.8	22.3	-	-	0.0	(19.7)	21.3
Other intangible assets	139.7	18.7	(0.3)	(44.3)	0.8	33.5	148.2
TOTAL	**1,536.4**	**45.8**	**(0.4)**	**(150.8)**	**55.0**	**224.4**	**1,710.6**
of which gross	**3,679.0**						**3,956.5**
of which amortization	**(2,142.6)**						**(2,246.0)**

(1) An impairment reversal of €62.5 million was recognized by CPI.

NOTE 9 Property, plant and equipment

Accounting principles

Property, plant and equipment

Property, plant and equipment are recognized at their historical cost, determined at the time of acquisition of these assets, or at fair value in the event of a business combination. Historical cost includes all costs directly attributable to the acquisition or construction of the assets concerned, including borrowing costs that are directly attributable to the acquisition or production of the property, plant and equipment during the reporting period prior to being brought into service.

Property, plant and equipment other than land and investment properties are depreciated on a straight-line basis over a period corresponding to their probable useful life. The depreciation basis for property, plant and equipment is historical cost less residual value, i.e., the estimated amount that the entity would obtain at the end of the asset's useful life, less any estimated costs of disposal.

The useful life is 10 to 50 years for buildings, and 3 to 10 years for industrial facilities as well equipment and tooling.

Leases

IFRS 16 "Leases" requires lessees to recognize leases in their balance sheets in the form of an asset (right-of-use asset) and a corresponding liability (obligation to make fixed lease payments).

The lease liability represents the present value of remaining lease payments. Future lease payments were discounted using the lessee's incremental borrowing rate based on the residual term of their leases.

The Group has opted to apply the IFRS 16 recognition exemption for short-term and low-value leases, for which lease payments continue to be recognized in operating expenses.

In assessing the lease term, the Group has taken the non-cancelable period of each lease plus any option to extend the lease that the Group is reasonably certain to exercise and any option to terminate the lease that the Group is reasonably certain not to exercise.

Impairment of intangible assets and property, plant and equipment

Impairment principles are described in note 8 "Intangible assets".

Property, plant and equipment excluding right-of-use assets consist of:

In millions of euros	Dec. 31, 2023 Opening	Acquisitions	Disposals	Depreciation and impairment	Changes in scope of consoli-dation	Impact of currency translation adjustments and other	Closing
Land	85.2	0.0	(0.2)	(0.1)	(35.8)	(1.1)	48.0
Buildings	252.2	5.2	(0.7)	(12.5)	(168.3)	2.9	78.9
Plant, equipment, and tooling	594.1	88.5	(11.4)	(109.6)	(278.5)	38.8	322.0
Property, plant and equipment in progress	82.9	49.7	(0.3)	-	(33.4)	(67.8)	31.1
Other property, plant and equipment	75.2	38.5	(7.0)	(24.9)	(12.0)	3.6	73.5
TOTAL	**1,089.7**	**181.9**	**(19.5)**	**(147.0)**	**(528.0)**	**(23.6)**	**553.5**
of which gross	**2,733.7**						**1,650.6**
of which depreciation	**(1,644.0)**						**(1,097.1)**

In millions of euros	Dec. 31, 2022 Opening	Acquisitions	Disposals	Depreciation and impairment	Changes in scope of consoli-dation	Impact of currency translation adjustments and other	Closing
Land	89.4	-	(0.7)	(0.2)	(2.4)	(0.9)	85.2
Buildings	259.4	3.9	(3.4)	(17.2)	(7.3)	16.8	252.2
Plant, equipment, and tooling	604.2	87.2	(7.7)	(144.5)	(15.8)	70.8	594.1
Property, plant and equipment in progress	63.6	107.5	(0.0)	-	0.1	(88.2)	82.9
Other property, plant and equipment	75.8	23.7	(0.8)	(29.6)	(2.7)	8.8	75.2
TOTAL	**1,092.4**	**222.2**	**(12.7)**	**(191.5)**	**(28.1)**	**7.3**	**1,089.7**
of which gross	**2,734.2**						**2,733.7**
of which depreciation	**(1,641.8)**						**(1,644.0)**

Right-of-use assets arising from the application of IFRS 16 consist of:

In millions of euros	Dec. 31, 2023 Gross amount	Impairment	Net amount
Buildings	683.4	(313.6)	369.7
Plant, equipment, and tooling	0.9	(0.7)	0.1
Other property, plant and equipment	209.1	(117.1)	92.1
TOTAL	**893.3**	**(431.5)**	**461.9**

In millions of euros	Dec. 31, 2022 Gross amount	Impairment	Net amount
Buildings	674.0	(294.9)	379.1
Plant, equipment, and tooling	2.6	(1.5)	1.1
Other property, plant and equipment	208.8	(112.2)	96.7
TOTAL	**885.4**	**(408.6)**	**476.8**

NOTE 10 Equity-method investments

The accounting principles applied to equity-method investments are described in note 2 “Changes in scope of consolidation”.

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Bureau Veritas investment	5.2	0.9
Tarkett	43.5	81.2
TOTAL	**48.7**	**82.1**

The change in equity-method investments breaks down as follows:

In millions of euros	2023
Net amount at beginning of period	**82.1**
Share in net income (loss) for the period:	
Tarkett Participation	0.8
Other	0.5
Impairment on Tarkett Participation	(6.8)
Impact of changes in currency translation adjustments and other	(27.9)
NET AMOUNT AT END OF PERIOD	**48.7**

Equity-method investments mainly correspond to Tarkett Participation, representing €43.5 million at end-2023 compared to €81.2 million at end-2022. This company is controlled by the Deconinck family and Wendel holds 25.6% of the share capital. Tarkett Participation holds 90.3% of the share capital of the Tarkett SA group.

Note 10-1 Additional information on Tarkett Participation

The main Tarkett Participation accounting data (at 100%) are the following (including the impact of the goodwill recognized on acquiring the equity):

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Carrying amounts at 100%		
Total non-current assets	1,401.9	1,465.3
Total current assets	1,111.7	1,206.0
Goodwill adjustment (Wendel)	410.3	442.3
TOTAL ASSETS	**2,923.9**	**3,113.5**
Non-controlling interests	84.6	88.9
Total non-current liabilities	1,191.6	1,330.9
Total current liabilities	821.4	751.7
TOTAL EQUITY AND LIABILITIES	**2,097.6**	**2,171.5**
including cash and cash equivalents	**224.4**	**237.0**
including financial debt	**1,159.8**	**1,259.5**

In millions of euros	2023	2022 adjusted
Net sales	3,363.1	3,358.9
Operating income (loss)	121.9	43.3
Net financial income (loss)	(87.5)	(68.6)
Net income (loss) – Group share	(2.8)	(42.6)
Wendel adjustment	6.0	(5.1)

Impairment tests on equity-method investments

The recoverable amount used as of December 31, 2023 is based on Tarkett SA's last share price in 2023; this represents the most objective estimate of the recoverable amount of the company at that date. Given that this value is lower than the carrying amount, a provision was recognized in 2022 and adjusted in 2023.

In accordance with applicable accounting principles (see note 7 "Goodwill"), this impairment may be reversed in future years if the recoverable amount of the investment exceeds its carrying amount.

NOTE 11 Trade receivables

	Dec. 31, 2023			Dec. 31, 2022
In millions of euros	Gross amount	Impairment	Net amount	Net amount
Bureau Veritas	1,384.7	(66.6)	1,318.1	1,263.4
Constantia Flexibles	-	-	-	167.2
Stahl	183.8	(6.3)	177.4	163.5
Scalian	73.5	(1.2)	72.3	-
CPI	17.1	(1.9)	15.2	11.6
ACAMS	1.7	-	1.7	1.1
Wendel and holding companies	0.5	-	0.5	0.0
TOTAL	**1,661.3**	**(76.0)**	**1,585.3**	**1,606.9**

Regarding the most significant subsidiaries, overdue trade receivables and related receivables not written down can be analyzed as follows:

- Bureau Veritas: a total of €343.2 million as of December 31, 2023 compared to €347.1 million as of December 31, 2022, of which respectively €78.7 million and €81.7 million more than three months past due;
- Stahl: a total of €24.3 million as of December 31, 2023 compared to €19.8 million as of December 31, 2022, of which respectively €2 million and €0.9 million more than three months past due;
- CPI: a total of €12.2 million as of December 31, 2023 compared to €8.6 million as of December 31, 2022, of which respectively €3.6 million and €2.8 million more than three months past due;
- Scalian: a total of €23.2 million as of September 30, 2023, of which €2.5 million more than three months past due.

NOTE 12 Cash and cash equivalents

Accounting principles

Cash is comprised of cash at banks.

In accordance with IAS 7 "Statement of Cash Flows", cash equivalents are short-term, highly liquid investments that are readily convertible to known amounts of cash, subject to an insignificant risk of changes in value and used to meet short-term cash needs. Cash equivalents include euro-denominated, money-market mutual funds (Sicav) and deposit accounts with initial maturities of three months or less. They are measured at their fair value at the reporting date.

Pledged cash and cash equivalents are presented as non-current assets, as they are not immediately available.

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Cash and cash equivalents of Wendel and holding companies pledged as collateral, classified as non-current assets	0.7	0.7
Unpledged cash and cash equivalents of Wendel and its holding companies, classified as current assets	1,071.4	928.0
Cash and cash equivalents of Wendel and its holding companies[(1)]	**1,072.0**	**928.7**
Bureau Veritas	1,173.9	1,662.1
Constantia Flexibles	-	366.2
Stahl	88.5	281.5
Scalian	46.2	-
CPI	5.9	5.3
ACAMS	17.0	21.5
Cash and cash equivalents of investees	**1,331.4**	**2,336.6**
Cash and cash equivalents	**2,403.5**	**3,265.3**
of which non-current assets	**0.7**	**0.7**
of which current assets	**2,402.8**	**3,264.6**

(1) In addition to this cash, €213.8 million in medium-term financial investments was recognized under financial assets as of December 31, 2023.

NOTE 13 Financial assets and liabilities (excluding financial debt and operating receivables and payables)

Accounting principles

Financial assets include investments in unconsolidated companies, operating receivables, debt securities, marketable securities, derivatives, and cash. Financial liabilities include borrowings, other funding sources and bank overdrafts, derivatives, operating liabilities, and certain liquidity commitments on the Group's shares held by certain co-shareholders (see note 30-6 "Shareholder agreements").

In accordance with IFRS 9 "Financial Instruments", financial assets are recognized and measured either at fair value through profit or loss, at fair value through other comprehensive income, or at amortized cost. Classification and measurement are based on the characteristics of the instrument and the management objective for which the relevant assets were acquired.

Financial assets at fair value through profit or loss

Equity instruments held for trading purposes or for which the Group has elected not to use the "fair value through other comprehensive income" classification are measured at fair value through profit or loss.

Financial assets at fair value through other comprehensive income

Under IFRS 9, entities may make an irrevocable election to present changes in the fair value of an equity instrument not held for trading through other comprehensive income. Entities may make that election for each new instrument and acquisition, depending on the Group's management objective.

Equity instruments recognized in this account include strategic and non-strategic investments.

At initial recognition, these assets are measured at fair value, which generally corresponds to their acquisition cost. At the end of each reporting period, the fair value of listed instruments is determined based on the share price at the reporting date. For unlisted securities, fair value is measured using valuation models based primarily on recent market transactions, discounted dividend or cash flow streams, or the value of net assets.

Unrealized gains and losses on these financial assets are recognized directly in equity until the financial asset is sold or cashed in, at which time the accumulated gain or loss is transferred to consolidated retained earnings and other reserves and is not reclassified to the income statement. Dividends from such investments are recognized in profit or loss unless the dividend clearly represents the recovery of a portion of the investment cost.

Financial assets measured at amortized cost

Financial assets are measured at amortized cost if they are held solely with a view to collecting contractual cash flows serving to repay principal and meet interest payments on the outstanding principal.

They consist of loans and receivables related to investments, deposits and guarantees, trade receivables and other current receivables. These financial assets are shown in the balance sheet under "Non-current financial assets", "Trade receivables" and "Other current financial assets". They are initially recognized at fair value and subsequently at amortized cost calculated using the effective interest rate method. Net gains and losses on loans and receivables correspond to interest income and provisions.

Derivatives

Derivatives are measured at fair value. Gains and losses arising from changes in the fair value of derivatives are recognized in the income statement, apart from certain exceptions set out below.

Derivatives can be designated as hedges in a fair value, cash flow or net investment hedge:

- fair value hedges are used to offset changes in the fair value of a recognized asset or liability due to fluctuations in exchange rates, interest rates or other benchmarks;
- cash flow hedges are used to hedge changes in future cash flows from an existing or future asset or liability. Wendel and its subsidiaries use cash flow hedges to offset fluctuations in foreign exchange rates, interest rates and commodity prices; and

- hedges of net investments in foreign operations help offset fluctuations in value due to translation into the reporting currency used by the parent company in its consolidated financial statements. Financial debt denominated in the functional currency of the hedged investment can be designated as a net investment hedge when the hedge has been recognized as such for accounting purposes.

A hedging relationship qualifies for hedge accounting if:

- the hedging relationship is clearly defined and documented at inception; and
- the effectiveness of the hedging relationship can be demonstrated from the outset and throughout its term.

The use of hedge accounting has the following consequences:

- for hedges used to offset changes in the fair value of a recognized asset or liability, the hedged item is measured at fair value in the balance sheet. Changes in the fair value of the hedged item are recognized in the income statement and are offset by symmetrical changes in the fair value of the hedging instrument to the extent that the hedge is effective;
- the effective portion of changes in the fair value of derivatives designated as cash flow hedges is recognized directly in equity. The gain or loss from the ineffective portion is recognized in the income statement. Amounts carried in equity are transferred to the income statement in the same periods as the corresponding hedged items, or are written back against the acquisition cost of the assets in which the financial risk related to the acquisition price was hedged; and
- in a similar way to cash flow hedges, changes in the fair value of the derivative financial instrument are recognized net of tax in other comprehensive income for the effective portion attributable to the hedged currency risk and in profit or loss for the ineffective portion of the derivative. The gains and losses carried in equity are recognized in the income statement when the foreign operation is sold.

Derivatives are measured using the Group's mathematical models, as well as by independent appraisers and/or by the Group's counterparties.

Fair value measurement

In accordance with the amendment to IFRS 7 "Financial Instruments: Disclosures" (March 2009), the tables in this note "Financial assets and liabilities" present the Group's assets and liabilities that are measured at fair value, based on their method of measurement. These methods are defined as follows:

- level 1: unadjusted, listed prices of identical instruments on an active market;
- level 2: observable data other than the listed prices referred to in level 1, either directly (such as a price), or indirectly (calculated based on another price); and
- level 3: fair values that are not determined on the basis of observable market data.

In 2023, there were no transfers of financial instrument fair value measurements between levels 1 and 2, or to or from level 3.

Financial liabilities

With the exception of derivative instruments and financial liabilities relating to liquidity commitments on the Group's shares held by certain co-shareholders (see note 30-6 "Shareholder agreements" and note 4 "Participation of management teams in the Group's investments"), all borrowings and other financial liabilities are stated at amortized cost using the effective interest rate method.

Put options granted to non-controlling interests

The accounting principles applied to put options granted to non-controlling interests (minority puts) are described in note 14.2 "Non-controlling interests".

Note 13-1 Financial assets

In millions of euros	FV method	Level	Dec. 31, 2023	Dec. 31, 2022
Pledged cash and cash equivalents of Wendel and holding companies	PL	1	0.7	0.7
Unpledged cash and cash equivalents of Wendel and holding companies	PL	1	1,071.4	928.0
Wendel short-term financial investments	PL	1	0.0	33.8
Cash and short-term financial investments of Wendel and holding companies			**1,072.0**	**962.5**
Cash and cash equivalents of subsidiaries	PL	1	1,331.4	2,336.6
Financial assets at fair value through equity – A	E	1	262.2	364.2
Financial assets at fair value through profit or loss – B	PL	3	202.5	155.3
Deposits and guarantees – C	Amortized cost	N/A	304.6	89.5
Derivatives – D	PL and E	3	15.1	13.7
Other			36.4	127.8
TOTAL			**3,224.3**	**4,049.6**
of which non-current financial assets, including pledged cash and cash equivalents			**803.9**	**717.5**
of which current financial assets, including cash and cash equivalents			**2,420.3**	**3,332.1**

(PL) Change in fair value through profit and loss.
(E) Change in fair value through equity.

Note 13-2 Financial liabilities

In millions of euros	FV method	Level	Dec. 31, 2023	Dec. 31, 2022
Derivatives – D	PL and E	3	11.4	9.4
Minority puts, earn-outs and other financial liabilities of subsidiaries – E	PL and E	3	223.8	323.5
Minority puts, earn-outs and other financial liabilities of Wendel and holding companies – F	PL and E	3	17.5	234.3
TOTAL			**252.7**	**567.2**
of which non-current financial liabilities			**142.9**	**422.1**
of which current financial liabilities			**109.8**	**145.2**

(PL) Change in fair value through profit and loss.
(E) Change in fair value through equity.

Note 13-3 Breakdown of financial assets and liabilities

A- As of December 31, 2023, this item corresponds mainly to the investment in **IHS**, which is listed for €262 million. In accordance with the Group's accounting principles, the decrease in fair value (market price) recorded over the period is recognized in other comprehensive income for €101 million.

B- As of December 31, 2023, this item includes the fair value of funds held by **Wendel** Growth for €148.1 million (based on the latest valuations provided by the fund managers, most of which date from September 30, 2023). The negative change in fair value of €8.9 million is recognized in financial income and expense, in addition to direct investments by Wendel Growth for €46.7 million recognized at fair value (see note 2 "Changes in scope of consolidation").

C- This item includes €213.8 million in Wendel bank deposits maturing in 2026.

D- Derivative instruments correspond in particular to interest rate hedges of investees (see note 5-3 "Interest rate risk") and to the sale of the call option on the bond exchangeable for Bureau Veritas shares, valued at €26.1 million on issue and at €4.7 million as of December 31, 2023. This change in the value of the call option is recognized in financial income.

E- **Minority puts, earn-outs and other financial liabilities of subsidiaries:** As of December 31, 2023, this item mainly corresponds to other financial liabilities and minority puts relating to Bureau Veritas and CPI.

F- **Minority puts and other financial liabilities of Wendel and its holding companies:** As of December 31, 2022, this item included the liquidity commitment granted by Wendel to the H. Turnauer Foundation for 50% of its stake in Constantia Flexibles. It expired in the first half of 2023 and was not exercised. The financial liability (€221 million) was therefore canceled against shareholders' equity.

NOTE 14 Equity

Note 14-1 Total number of shares and treasury shares

Accounting principles

Treasury shares

All treasury shares held by the Group are stated at their acquisition cost as a deduction from equity. Proceeds from any sales of treasury shares are credited directly to equity: any capital gains and losses on disposal do not therefore impact income for the period.

	Par value	Total number of shares	Treasury shares	Number of outstanding shares
As of December 31, 2022	€4	44,407,677	983,315	43,424,362
As of December 31, 2023	€4	44,430,554	1,128,538	43,302,016

The change in the number of shares comprising the 2023 share capital is explained by subscriptions by Group employees to the Company savings plan concerning 22,877 shares.

The number of treasury shares held under the liquidity agreement was 62,974 as of December 31, 2023 (61,832 treasury shares as of December 31, 2022).

As of December 31, 2023, Wendel held 1,065,564 of its treasury shares outside the scope of its liquidity agreement (921,483 as of December 31, 2022).

In total, treasury shares represented 2.54% of the share capital as of December 31, 2023.

Note 14-2 Non-controlling interests

Accounting principles

Commitments to purchase non-controlling interests of consolidated subsidiaries

When the Group has made firm or conditional commitments to purchase shares held by non-controlling shareholders in consolidated subsidiaries (minority puts), a financial liability is recognized in an amount corresponding to the estimated present value of the purchase price.

The offsetting entry for the financial liability is recognized:

- firstly, by eliminating the carrying amount of the corresponding non-controlling interests; and
- secondly, by reducing the Group's share of equity as follows: the difference between the estimated exercise price of the put options granted and the carrying amount of the non-controlling interests is deducted from consolidated retained earnings and other reserves (Group share). This balance is adjusted at the end of each accounting period to reflect changes in the estimated exercise price of the put options and the carrying amount of the non-controlling interests.

In millions of euros	% interest of non-controlling interests as of December 31, 2023	Dec. 31, 2023	Dec. 31, 2022
Bureau Veritas group	64.5%	1,445.6	1,404.1
Constantia Flexibles group	39.1%	426.9	257.9
Stahl group	31.9%	147.2	169.1
Scalian group	18.2%	119.4	-
CPI group	3.7%	4.9	4.9
ACAMS group	2.0%	4.5	4.6
Other		6.8	7.0
TOTAL		**2,155.2**	**1,847.7**

NOTE 15 Provisions

Accounting principles

In accordance with IAS 37 "Provisions, Contingent Liabilities and Contingent Assets", a provision is recognized when the Group has an obligation with respect to a third party as a result of a past event for which it is probable or certain that there will be an outflow of resources to that third party, without at least an equivalent inflow from that third party in return. Provisions for restructuring costs are recognized only when the restructuring has been announced and the Group has drawn up or has started to implement a detailed, formal plan.

Provisions are discounted on the basis of the estimated duration of the obligation. The impact of this discounting is recalculated at each reporting date, and the related adjustment is recognized in the income statement under "Other financial income and expense".

Provisions for employee benefits

Defined-contribution plans: contributions are recognized as operating expenses.

Defined-benefit plans: the present value of statutory retirement bonuses and supplementary pension benefits payable to active and retired employees is calculated using the projected unit credit method. The obligation is determined at each reporting date taking into account the age of the Company's employees, their seniority, and the likelihood that they will remain at the Company until they retire. The calculation is based on an actuarial method using assumptions relating to the yield on long-term investments. The provision corresponds to the difference between the total benefit obligation as calculated above and any assets invested with insurance companies to fund these obligations.

Actuarial gains and losses are recorded in equity as soon as they are incurred.

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Provisions for contingencies and expenses	91.4	98.6
Provisions for employee benefits	173.0	217.2
TOTAL	**264.5**	**315.8**
of which non-current	**260.2**	**303.7**
of which current	**4.2**	**12.0**

Note 15-1 Provisions for contingencies and expenses

	Dec. 31, 2023							
In millions of euros	Opening	Additions	Reversals: used	Reversals: unused	Impact of discounting	Changes in scope of consolidation	Currency translation adjustments, reclassifications and other	Closing
Bureau Veritas								
Disputes and litigation	35.9	10.2	(3.6)	(6.2)	(3.4)	-	0.1	33.1
Other	37.0	14.0	(5.3)	(6.3)	-	0.0	(0.2)	39.2
Constantia Flexibles	10.8	6.0	-	(0.1)	-	(16.8)	(0.0)	-
Stahl	1.5	0.0	(0.0)	-	-	-	0.3	1.8
Scalian	-	-	-	(0.2)	-	4.2	(0.0)	4.0
CPI	0.5	-	0.1	-	-	-	(0.0)	0.5
Other	12.9	0.8	-	(0.8)	-	-	0.0	12.9
TOTAL	**98.6**	**31.1**	**(8.8)**	**(13.6)**	**(3.4)**	**(12.5)**	**0.1**	**91.4**
of which current	12.0							4.2

In millions of euros	Dec. 31, 2022 Opening	Additions	Reversals: used	Reversals: unused	Impact of discounting	Changes in scope of consoli-dation	Currency translation adjustments, reclassifications and other	Closing
Bureau Veritas								
Disputes and litigation	39.8	8.5	(5.5)	(7.8)	0.9	(0.0)	0.0	35.9
Other	40.5	14.5	(9.8)	(8.0)	-	(0.3)	0.1	37.0
Stahl	1.6	0.0	(0.0)	-	-	-	(0.0)	1.5
Constantia Flexibles	4.2	7.0	(0.2)	(0.0)	-	(0.0)	(0.1)	10.8
CPI	0.3	-	0.1	-	-	-	0.0	0.5
Other	12.8	2.2	(0.5)	(3.0)	-	0.0	1.4	12.9
TOTAL	**99.1**	**32.1**	**(15.9)**	**(18.9)**	**0.9**	**(0.4)**	**1.5**	**98.6**
of which current	5.1							12.0

Note 15-1.1 Provisions for contingencies and expenses – Bureau Veritas

Legal, administrative, judicial and arbitration procedures and investigations

In the normal course of its business, Bureau Veritas is involved in a large number of legal proceedings notably seeking to establish its professional liability. Although Bureau Veritas pays careful attention to managing risks and the quality of the services it provides, some services may result in financial penalties.

Provisions may be set aside to cover expenses resulting from such proceedings. The amount recognized as a provision is the best estimate of the expenditure required to settle the present obligation at the reporting date. The costs Bureau Veritas ultimately incurs may exceed the amounts set aside to such provisions due to a variety of factors such as the uncertain nature of the outcome of disputes.

Dispute concerning the construction of a hotel and commercial complex in Turkey

Bureau Veritas Gozetim Hizmetleri Ltd. Sirketi ("BVG") and the Turkish company Aymet are parties to a dispute before the Commercial Court of Ankara relating to the construction of a hotel and business complex in respect of which the parties entered into an agreement in 2003.

At the current stage of proceedings, the outcome of this dispute is uncertain, even though BVG's legal counsel are optimistic. Based on the provisions set aside by Bureau Veritas, and on the information currently available, and after considering the opinion of its legal counsel, Bureau Veritas considers that this claim will not have a material adverse impact on its consolidated financial statements.

Uncertain tax positions

Bureau Veritas SA and some of its subsidiaries are currently being audited or have received proposed tax adjustments that have led to discussions with the competent local authorities. Talks are currently at the litigation or pre-litigation stage.

Given the current status of the pending matters and based on the information available to date, Bureau Veritas believes that the tax contingencies and positions reported in its consolidated financial statements in respect of these risks, audits and adjustments are appropriate.

There are no other legal, administrative, government and arbitration procedures or investigations (including any proceedings of which Bureau Veritas is aware that are pending or with which it is threatened) that could have, or have had over the last six months, a material impact on the financial position or profitability of Bureau Veritas.

Other provisions for contingencies and expenses

These include provisions for restructuring (€7.3 million as of December 31, 2023), provisions for losses on completion (€4.4 million as of December 31, 2023), and other provisions (rehabilitation, social risks, etc.) totaling €27.6 million as of December 31, 2023.

Note 15-1.2 Tax risk of Stahl's Indian subsidiary

Tax risk of Stahl's Indian subsidiary

Stahl's Indian subsidiary was subject to a tax reassessment involving tax and penalties of around €17 million. This reassessment has been contested by Stahl, which expects its position to prevail in the dispute and has made no provision for the corresponding risk.

Note 15-1.3 Provisions for contingencies and expenses – Wendel and its holding companies

The principal disputes, claims and risks identified for Wendel and its holding companies are as follows:

- environmental risk concerning potential costs related to the rehabilitation of land which previously belonged to a Group subsidiary whose operations were discontinued in 1967;
- labor disputes for which a provision has been made; and
- two legal proceedings brought by former Wendel executives as a result of the unwinding of a mechanism for involving them more closely with the Group's performance, for which no provision has been made.

Note 15-2 Employee benefits

The breakdown by subsidiary is as follows:

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Bureau Veritas	147.2	141.7
Constantia Flexibles	-	56.5
Stahl	19.3	17.9
Scalian	0.5	-
Wendel and holding companies	6.0	1.1
TOTAL	**173.0**	**217.2**

Changes in provisions for employee benefits break down as follows for 2023:

	Dec. 31, 2023							
In millions of euros	Opening	Service cost	Actuarial gains and losses	Benefits paid	Interest cost	Changes in scope	Currency impacts and other	Closing
Defined-benefit plans	171.7	4.4	13.5	(8.5)	7.2	(15.9)	(2.1)	170.4
Statutory retirement benefits	90.3	7.5	1.0	(7.8)	1.4	(30.1)	(6.5)	55.9
Other	46.5	6.3	-	(6.8)	0.6	(9.5)	0.1	37.2
TOTAL	**308.5**	**18.2**	**14.5**	**(23.0)**	**9.2**	**(55.5)**	**(8.5)**	**263.5**

	Dec. 31, 2023							
In millions of euros	Opening	Return on plan assets	Contributions paid by the employer	Actuarial gains and losses	Amounts used	Changes in scope	Currency impacts and other	Closing
Defined-benefit plans	93.0	4.9	1.6	0.5	(1.7)	(2.7)	(2.7)	93.0
Statutory retirement benefits	-	-	-	-	-	-	-	-
Fair value of plan assets	-	-	-	-	-	-	-	-
TOTAL	**93.0**	**4.9**	**1.6**	**0.5**	**(1.7)**	**(2.7)**	**(2.7)**	**93.0**

Changes in provisions for employee benefits break down as follows for 2022:

	Dec. 31, 2022							
In millions of euros	Opening	Service cost	Actuarial gains and losses	Benefits paid	Interest cost	Changes in scope	Currency impacts and other	Closing
Defined-benefit plans	264.7	1.8	10.9	(2.8)	(0.0)	-	(103.0)	171.7
Statutory retirement benefits	116.1	8.4	(19.3)	(7.3)	1.7	(0.4)	(8.9)	90.3
Other	52.9	9.1	(3.1)	(7.4)	(2.6)	(0.0)	(2.4)	46.5
TOTAL	**433.6**	**19.3**	**(11.4)**	**(17.6)**	**(0.8)**	**(0.4)**	**(114.3)**	**308.4**

	Dec. 31, 2022							
In millions of euros	Opening	Return on plan assets	Contributions paid by the employer	Actuarial gains and losses	Amounts used	Changes in scope	Currency impacts and other	Closing
Defined-benefit plans	156.1	1.9	1.8	(37.9)	(1.3)	-	(27.7)	93.0
Statutory retirement benefits	-	-	-	-	-	-	-	-
Statutory retirement benefits	-	-	-	-	-	-	-	-
TOTAL	**156.1**	**1.9**	**1.8**	**(37.9)**	**(1.3)**	**-**	**(27.7)**	**93.0**

Obligations under defined-benefit plans break down as follows:

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Unfunded obligations	165.4	211.9
Partially or fully-funded obligations	98.1	96.5
TOTAL	**263.5**	**308.4**

Defined-benefit plan assets break down as follows:

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Insurance company funds	34%	36%
Equity instruments	19%	17%
Cash and other	47%	48%

Expenses recognized in the income statement break down as follows:

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Current service cost	18.5	21.6
Interest costs	11.7	0.3
Expected return on plan assets	(4.8)	(1.8)
Past service cost	-	(2.0)
Actuarial gains and losses	6.2	-
Impact of plan curtailments or settlements	(0.6)	(31.5)
TOTAL	**31.0**	**(13.5)**

1. Description of benefit obligations and actuarial assumptions applied at Bureau Veritas

Employee benefits at Bureau Veritas include the following defined-benefit plans:

- pension plans, most of which have been closed for several years, and statutory retirement benefits. Pension plans are generally unfunded, with the exception of a very limited number of plans financed by contributions paid to insurance companies and valued on the basis of periodic actuarial calculations;
- other long-term obligations include long-service awards and other employee benefits.

Most long-term benefit obligations relate to France.

The main actuarial assumptions used to calculate these obligations are a discount rate of 3.6% and an average salary increase rate of 3%.

2. Description of benefit obligations and actuarial assumptions applied at Stahl

Stahl employee benefits in Germany, Italy, the Netherlands, Mexico, the United Kingdom, the United States, India, France, Brazil, Thailand, Indonesia and Switzerland concern the following defined-benefit plans:

- partially-funded retirement plans;
- statutory retirement benefits; and
- long-service awards.

The main actuarial assumptions were a discount rate of 4.2%, an inflation rate of 1.9%, a salary increase rate of 1.9%, and a return on assets of 4.4%.

3. Description of benefit obligations and actuarial assumptions applied at Scalian

Employee benefits at Scalian in France include the following defined-benefit plans:

- partially-funded retirement plans;
- statutory retirement benefits; and
- long-service awards.

The main actuarial assumptions used are a discount rate of 3.8%, an inflation rate of 1.2%, a retirement age of 67 and an average staff turnover rate of 37%.

4. Wendel benefit obligations

In 1947, the company "Les Petits-Fils de François de Wendel" (now Wendel) set up a supplementary pension plan for all employees, regardless of their category, provided they retired while employed by the Company. This plan was closed on December 31, 1998. The supplementary pension plan guarantees each employee beneficiary an overall level of retirement income. This income is expressed as a percentage of end-of-career compensation (fixed plus variable excluding extraordinary amounts). It increases in relation to the employee's age and seniority up to a maximum of 65% of this compensation. The pension plan provides for a payout, under certain conditions, of up to 60% to a surviving spouse on the date of the employee's retirement and includes supplements for dependent children.

Benefits financed by the Group under this supplementary plan are calculated by deducting the total amount of pensions financed by Wendel while the employee served in the Group, or accrued by the employee on a personal basis in other functions, from the guaranteed amount. In 2005, the Company transferred the assets needed to service pension benefits to an insurance company, which makes payments to the beneficiaries, before the annual revaluation.

NOTE 16 Financial debt

Principal changes in 2023 are described in note 5-2 "Liquidity risk".

In millions of euros	Currency	Interest rate – Coupon	Effective interest rate(1)	Maturity	Repayment	Total facilities	Dec. 31, 2023	Dec. 31, 2022
Wendel and holding companies								
2026 bonds	€	1.375%	1.452%	04-2026	at maturity		209.2	300.0
2027 bonds	€	2.500%	2.576%	02-2027	at maturity		500.0	500.0
2031 bonds	€	1.000%	1.110%	06-2031	at maturity		300.0	300.0
2034 bonds	€	1.375%	1.477%	01-2034	at maturity		300.0	300.0
2030 bonds	€	4.500%	4.671%	06-2030	at maturity		300.0	-
2026 BV bonds exchangeable for ordinary shares(2)	€	2.625%	2.891%	03-2026	at maturity		750.0	-
Syndicated loan	€	Euribor + margin		07-2027	revolving	€875 million	-	-
Amortized cost of bonds and syndicated loan							(35.1)	(9.7)
Other borrowings and accrued interest							41.4	19.8
Bureau Veritas								
2023 bonds	€	1.250%		09-2023	at maturity		-	500.0
2025 bonds	€	1.875%		01-2025	at maturity		500.0	500.0
2026 bonds	€	2.000%		09-2026	at maturity		200.0	200.0
2027 bonds	€	1.125%		01-2027	at maturity		500.0	500.0
2030 bonds	$	3.210%		01-2030	at maturity		165.2	187.5
2032 bonds	€	3.630%		09-2032	at maturity		200.0	200.0
Liquidity credit line						€600 million	-	-
Borrowings and debt – fixed rate							541.8	543.4
Borrowings and debt – floating rate							3.9	6.4
Constantia Flexibles								
Financial debt							-	713.5
Stahl								
Bank borrowings	$	Libor + margin		09-2023	in instalments		-	51.4
Bank borrowings	$	Libor + margin		12-2023	at maturity		-	310.9
Bank borrowings(3)	$	SOFR + margin		03-2028	in instalments		73.1	-
Bank borrowings(3)	$	SOFR + margin		03-2028	at maturity		281.5	-
Bank borrowings(3)	€	Euribor + margin		03-2028	in instalments		7.6	-
Bank borrowings(3)	€	Euribor + margin		03-2028	at maturity		17.3	-
Bank borrowings(3)	$	SOFR + margin		03-2028	in instalments		13.2	-
Bank borrowings(3)	€	Euribor + margin		03-2028	in instalments		1.4	-
Revolving credit facility	$					USD 140 million		
Deferred issue costs							(14.0)	(1.2)

In millions of euros	Currency	Interest rate - Coupon	Effective interest rate(1)	Maturity	Repayment	Total facilities	Dec. 31, 2023	Dec. 31, 2022
Scalian								
2028 bonds	€	Euribor + margin		10-2028	at maturity		54.0	-
2028 bonds	€	Euribor + margin		10-2028	at maturity		225.0	-
2030 bonds	€	Euribor + margin		07-2030	at maturity		71.0	-
Deferred issue costs							(11.3)	-
Other borrowings and accrued interest							0.8	-
Liquidity credit line						€270 million	-	-
CPI								
Bank borrowings	$	SOFR + margin		12-2026	in instalments		259.7	281.5
Revolving credit facility	$	Libor + margin		12-2025	revolving	USD 30 million	0.0	1.9
Deferred issue costs							(3.2)	(4.7)
ACAMS								
Bank borrowings	$	SOFR + margin		03-2027	in instalments		147.1	153.9
Revolving credit facility	$	SOFR + margin		03-2027	revolving	USD 20 million	10.9	2.3
Deferred issue costs							(2.9)	(3.7)
TOTAL							**5,607.6**	**5,553.3**
of which non-current							**5,518.7**	**4,621.6**
of which current							**88.9**	**931.7**

(1) *The effective interest rate is calculated inclusive of issue premiums/discounts and bank issue fees.*
(2) *See note 5-2 "Liquidity risk".*
(3) *Stahl has set up a further $440 million in financing, extending its maturities to 2028. It was used to finance the acquisition of ICP Industrial Solutions Group (ISG), to refinance its existing credit facilities and could be used to fund any future external growth.*

Note 16-1 Operating lease liabilities

The accounting principles applied to operating lease liabilities are described in note 9 "Property, plant and equipment".

Liabilities related to operating leases are broken down among the Group's subsidiaries as follows:

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Bureau Veritas	427.1	407.9
Constantia Flexibles	-	46.0
Stahl	22.9	16.7
Scalian	15.9	-
CPI	3.4	3.5
ACAMS	0.6	-
Wendel and holding companies	36.9	36.4
TOTAL	**506.9**	**510.5**
of which non-current	**386.9**	**398.8**
of which current	**120.0**	**111.6**

Note 16-2 Maturity of financial debt (excluding operating lease liabilities)

In millions of euros	Less than one year	Between one and five years	Over five years	Dec. 31, 2023
Wendel and holding companies				
■ Nominal	-	(1,459.2)	(900.0)	(2,359.2)
■ Interest(1)	(56.8)	(169.8)	(60.8)	(287.3)
Investees				
■ Nominal	(19.6)	(2,157.7)	(1,068.4)	(3,245.7)
■ Interest(1)	(157.6)	(443.6)	(48.0)	(649.2)
TOTAL	**(234.0)**	**(4,230.3)**	**(2,077.2)**	**(6,541.4)**

(1) Interest is calculated on the basis of the yield curve as of December 31, 2023. Interest on debt and interest rate hedges does not reflect interest earned on invested cash.

Note 16-3 Market value of gross financial debt

The fair value of bond debt is the market price on December 31, 2023.

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Wendel and holding companies	2,259.7	1,189.2
Investees	3,176.1	3,943.6
TOTAL	**5,435.8**	**5,132.8**

NOTE 17 Discontinued operations and operations held for sale

Accounting principles

Assets, groups of assets held for sale, and discontinued operations are classified as such if their carrying amount will be recovered mainly through a sale transaction rather than through continuing use, and when their sale is highly probable. Depreciation on these assets ceases when they meet the conditions for classification as held for sale, and impairment is recognized if the asset's residual carrying amount exceeds its likely realizable value, less the costs of disposal.

Assets and liabilities of these businesses are presented on a separate line in the balance sheet of the current period, while their earnings are presented on a separate line in the income statement (including for the comparative period). Where applicable, net income or loss from discontinued operations includes any disposal gains or losses or any impairment losses recognized in relation to the businesses.

Net income (loss) from discontinued operations and operations held for sale:

In millions of euros	2023	2022 adjusted
Constantia Flexibles	80.7	49.4
Stahl	4.1	(0.3)
Wendel and holding companies	-	589.9
TOTAL	**84.8**	**639.0**

Assets and liabilities held for sale recorded in the balance sheet as of December 31, 2023 correspond mainly to the assets and liabilities of the Constantia Flexibles group.

Constantia Flexibles' assets and liabilities reclassified under discontinued operations and operations held for sale:

In millions of euros	Dec. 31, 2023
Goodwill, net	482.7
Intangible assets and property, plant and equipment, net	1,038.3
Equity-method investments	47.2
Other financial assets	102.2
Inventories	260.2
Trade receivables	177.8
Other assets	28.4
Cash and cash equivalents	144.1
Current and deferred tax assets	40.9
Discontinued operations and operations held for sale	8.3
TOTAL ASSETS	**2,330.1**
of which non-current assets	*1,699.3*
of which current assets	*622.6*
Equity – Group share	110.4
Non-controlling interests	426.9
Total equity	**537.3**
Provisions	79.7
Financial debt	387.8
Operating lease liabilities	42.2
Other financial liabilities	105.3
Trade payables	387.3
Other liabilities	92.7
Current and deferred tax liabilities	130.9
Liabilities related to discontinued operations and operations held for sale	1.5
Reciprocal intragroup accounts	565.4
TOTAL EQUITY AND LIABILITIES	**2,330.1**
of which non-current financial liabilities	*370.7*
of which current liabilities	*855.2*

Constantia Flexibles' income statement reclassified under net income (loss) from discontinued operations and operations held for sale:

In millions of euros	2023
Net sales	2,004.5
OPERATING INCOME	**153.0**
FINANCE COSTS, NET	**(29.0)**
Other financial income and expense	6.7
Tax expense	(35.0)
Net income (loss) from equity-method investments	(0.2)
NET INCOME BEFORE INCOME FROM DISCONTINUED OPERATIONS AND OPERATIONS HELD FOR SALE	**95.5**
Net income from discontinued operations and operations held for sale	(14.9)
NET INCOME	**80.7**
Net income – non-controlling interests	31.8
NET INCOME – GROUP SHARE	**48.8**

6.9 Notes to the income statement

In accordance with IFRS 5, the contribution of Constantia Flexibles to 2022 net income has been reclassified to a single line under "Net income from discontinued operations and operations held for sale".

NOTE 18 Net sales

Accounting principles

The recognition of revenue (net sales) from contracts with customers reflects both the pattern in which performance obligations are satisfied by transferring control of a good or service to the customer, and the amount that the entity expects to receive as consideration for those goods or services.

The majority of the Bureau Veritas group's contracts give rise to a large number of very short-term projects in a single contract. Revenue from these contracts is recognized at the date on which each project is completed. Other contracts cover longer-term projects, especially in the Marine & Offshore and Buildings & Infrastructure businesses. These contracts meet the condition that another entity would not need to re-perform the work already completed, and some such contracts contain an enforceable right to payment, as defined by IFRS 15. For these contracts, the group uses the percentage-of-completion method based on the costs incurred in satisfying the related performance obligations. The percentage of completion is determined for each performance obligation in a contract by reference to the costs incurred up to the end of the reporting period as a percentage of the estimated total costs. The increment of this percentage, applied to the total forecast contract revenue, represents the profit margin recognized in the period.

In millions of euros	2023	2022 adjusted	% change
Bureau Veritas	5,867.8	5,650.6	3.8%
Stahl	913.5	914.9	-0.2%
Scalian	126.8	-	n/a
CPI	128.0	114.2	12.1%
ACAMS	91.6	66.2	38.3%
TOTAL	**7,127.6**	**6,745.9**	**5.7%**

Consolidated net sales break down as follows:

In millions of euros	2023	2022 adjusted
Sales of goods	981.8	992.4
Sales of services	6,145.8	5,753.6
TOTAL	**7,127.6**	**6,745.9**

NOTE 19 Operating income

In millions of euros	2023	2022 adjusted
Bureau Veritas	824.4	799.3
Stahl	132.0	141.3
Scalian	(5.0)	-
CPI	36.1	92.0
ACAMS	(14.0)	(41.6)
Wendel and holding companies	(106.1)	31.1
TOTAL	**867.4**	**1,022.0**

Note 19-1 Average number of employees at consolidated companies

	2023	2022 adjusted
Bureau Veritas	81,511	82,589
Constantia Flexibles	7,510	7,284
Stahl	1,850	1,795
Scalian	5,079	-
CPI	393	343
ACAMS	319	313
Wendel and holding companies	95	86
TOTAL	**96,757**	**92,410**

NOTE 20 Finance costs, net

In millions of euros	2023	2022 adjusted
Income from cash and cash equivalents(1)	**94.3**	**17.0**
Finance costs, gross		
Interest expense	(198.8)	(141.6)
Element without cash impact	(20.1)	(7.5)
Interest expenses on operating leases	(24.2)	(19.6)
Total finance costs, gross	**(243.0)**	**(168.7)**
TOTAL	**(148.7)**	**(151.7)**

(1) This item includes €43.4 million for Wendel and its holding companies.

NOTE 21 Other financial income and expense

In millions of euros	2023	2022 adjusted
Dividends received from unconsolidated companies	0.0	0.0
Gains (losses) on interest rate, currency and equity derivatives	15.0	(3.6)
Forex gains and losses	6.8	(11.8)
Impact of discounting	3.1	(0.9)
Other	(40.3)	(24.5)
TOTAL	**(15.3)**	**(40.8)**

NOTE 22 Taxes

Accounting principles

In accordance with IAS 12 "Income Taxes", deferred taxes are recognized for temporary differences between the carrying amounts of assets and liabilities and their tax base.

Tax-loss carryforwards are recognized as deferred tax assets when it is likely that they can be offset against tax on future earnings or when they can be offset against deferred tax liabilities of an equal or higher amount. In application of this principle, no tax-loss carryforwards of the Wendel tax group were recognized as assets in the balance sheet.

Regarding subsidiaries and equity-method investments, a deferred tax liability is recognized for all temporary differences between the carrying amount of the related shares and their tax base, unless:

- the Group is able to control the timing of the reversal of the temporary difference; and
- it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred taxes are recorded using the liability method. According to this method, deferred tax assets and liabilities are recognized according to their estimated future tax impact resulting from discrepancies between the carrying amount of the assets and liabilities in the consolidated financial statements and their respective tax base. Deferred tax assets and liabilities are valued by applying the tax rates in effect during the year in which temporary differences are expected to be recovered or settled. The effect of any change in tax rates on deferred tax assets and liabilities is recognized in net income for the period in which the rate changes apply.

In millions of euros	2023	2022 adjusted
Current taxes	(315.6)	(286.0)
Deferred taxes	64.8	13.9
TOTAL	**(250.9)**	**(272.1)**

CVAE tax on value added is recognized as an income tax in accordance with IAS 12 and with the position statement of the CNC (French National Accounting Board) of January 14, 2010.

Deferred taxes recognized in the balance sheet result from temporary differences between the carrying amount and tax bases of assets and liabilities in the balance sheet and break down as follows:

In millions of euros	2023	2022
Origin of deferred taxes		
Post-employment benefits	64.4	60.7
Intangible assets	(364.7)	(470.4)
Recognized tax-loss carryforwards	53.4	67.4
Other items	67.9	117.2
TOTAL	**(179.0)**	**(224.9)**
of which deferred tax assets	**172.3**	**165.7**
of which deferred tax liabilities	**351.3**	**390.7**

Uncapitalized tax losses amounted to €4,916.2 million for the Group as a whole, of which €4,275.0 million for Wendel and its holding companies.

Changes in deferred taxes recognized in the balance sheet can be analyzed as follows for 2023:

In millions of euros	2023	2022 adjusted
Amount at beginning of period	**(224.9)**	**(179.3)**
Income and expenses recognized in the income statement	69.5	35.5
Income and expenses recognized in other comprehensive income	0.8	(4.5)
Income and expenses recognized in reserves	0.3	(9.1)
Reclassification as held for sale	78.3	(0.0)
Changes in scope of consolidation(1)	(100.6)	(57.5)
Currency translation adjustments and other	(2.4)	(10.0)
TOTAL	**(179.0)**	**(224.9)**

(1) In 2023, this item includes the net deferred tax of Constantia Flexibles, reclassified to "Assets and liabilities held for sale". In 2022, this item included the deferred taxes of ACAMS at the acquisition date (see note 2 "Changes in scope of consolidation").

The difference between the theoretical tax based on the statutory rate of 25.83% applicable in France and the actual income tax expense of Wendel, its holding companies and its operating subsidiaries, breaks down as follows:

In millions of euros	Wendel and holding companies	Investees	Total
Income (loss) before tax expense, net income (loss) from equity-method subsidiaries, and net income (loss) from discontinued operations and operations held for sale	(105.1)	808.6	703.4
Theoretical tax expense calculated on the basis of a rate of -25.83%	**27.2**	**(208.9)**	**(181.7)**
Impact of:			
Uncapitalized tax losses of Wendel and its holding companies and transactions subject to reduced tax rates at the holding company level	(20.7)		(20.7)
Uncapitalized tax losses at the operating subsidiary level		(4.3)	(4.3)
Reduced tax rates and foreign tax rates at the operating subsidiary level		5.7	5.7
Permanent differences		(29.0)	(29.0)
CVAE tax paid by operating subsidiaries		(4.0)	(4.0)
Tax on dividends received from consolidated subsidiaries		(19.6)	(19.6)
Other		2.8	2.8
Actual tax expense	**6.4**	**(257.3)**	**(250.9)**

In December 2022, the European Union adopted a directive aimed at implementing at European level the minimum taxation component, known as Pillar Two, of the OECD's international tax reform.

The directive is aimed at ensuring a global minimum level of taxation of 15% in the form of a top-up tax for multinationals and large-scale domestic groups in the European Union.

On account of its size, the Wendel Group is affected by the Pillar Two model rules introducing a minimum tax rate of 15%, expected to be applicable from 2024. The amendment to IAS 12 provides for a temporary exception to the recognition of deferred taxes resulting from the application of the Pillar Two rules, and requires specific disclosures in the notes to the financial statements. The amendment is expected to apply as soon as it has been adopted by the European Union.

At December 31, 2023, the Group had not recognized any deferred taxes, in accordance with the provisions of the amendment.

From 2024, Pillar II rules will require the Group to pay tax on profits earned in every country where the "GloBE" effective tax rate (determined according to OECD Global Anti-Base Erosion Model rules) is below 15%. The Group is in the process of assessing its exposure to these regulations as they come into force. A simulation based on 2022 net income and the "GloBE" effective tax rates known at December 31, 2023 does not result in a significant additional tax charge.

NOTE 23 Net income (loss) from equity-method investments

In millions of euros	2023	2022 adjusted
Tarkett Participation net income	(0.4)	(12.2)
Impairment on Tarkett Participation	(6.8)	(162.3)
Other	0.7	0.1
TOTAL	**(6.5)**	**(174.4)**

NOTE 24 Earnings per share

Accounting principles

Basic earnings per share are calculated by dividing the Group's share of net income for the year by the average number of shares outstanding during the year.

Diluted earnings per share are calculated by dividing the Group's share of net income by the average number of shares outstanding during the year, adjusted according to the treasury stock method. Under this method, it is assumed that the cash received following the exercise of dilutive instruments will be used to buy back the shares and partially neutralize the resulting dilution. The potential dilution therefore represents the net impact. Dilutive instruments issued by subsidiaries are also included in determining the Group's share of net income.

If the income statement presents income from divested businesses separately, earnings per share from continuing and discontinued operations are also presented separately.

In euros and millions of euros	2023	2022 adjusted
Net income (loss) – Group share	142.4	656.3
Impact of dilutive instruments on subsidiaries	(1.6)	(3.4)
Diluted net income (loss)	**140.8**	**653.0**
Average number of shares, net of treasury shares	43,470,050	43,322,522
Potential dilution due to Wendel stock options(1)	512,311	408,354
Diluted number of shares	**43,982,360**	**43,730,876**
Basic earnings (loss) per share (in euros)	3.27	15.15
Diluted earnings (loss) per share (in euros)	3.20	14.93
Basic earnings (loss) per share from continuing operations (in euros)	2.09	0.90
Diluted earnings (loss) per share from continuing operations (in euros)	2.03	0.82
Basic earnings (loss) per share from discontinued operations (in euros)	1.19	14.25
Diluted earnings (loss) per share from discontinued operations (in euros)	1.17	14.11

(1) *In accordance with the treasury stock method: it is assumed that the cash received from the exercise of dilutive instruments will be used to buy back the shares and partially neutralize the resulting dilution. The potential dilution therefore represents the net impact.*

6.10 Notes on changes in cash position

NOTE 25 Acquisitions of property, plant and equipment and intangible assets

In millions of euros	2023	2022 adjusted
By Bureau Veritas	155.2	132.0
By Constantia Flexibles	30.6	97.7
By Stahl	35.3	26.4
By Scalian	0.8	-
By CPI	3.2	2.3
By ACAMS	1.9	1.8
By Wendel and holding companies	3.2	9.2
TOTAL	**230.3**	**269.4**

NOTE 26 Acquisitions, subscriptions and disposals of equity investments

In 2023, this item includes Stahl's investment in ISG for €188.2 million and the investment in Scalian for €621.8 million.

In 2022, these items mainly included the investment in ACAMS for €304.4 million as well as the acquisitions of Bureau Veritas for €95.6 million and the sale of Wendel's interest in Cromology for €895.7 million.

NOTE 27 Impact of changes in scope of consolidation and of operations held for sale

In 2023, this item includes the cash and cash equivalents of the Constantia Flexibles group, reclassified as of June 30, 2023 as held for sale, in a negative amount of €373.7 million, and the cash and cash equivalents acquired from the Scalian group for a positive €54.4 million.

NOTE 28 Changes in other financial assets and liabilities

This item corresponds mainly to Wendel term deposits for a negative €213.8 million and Wendel Growth direct investments for a negative €46.7 million (Tadaweb, Brigade, Preligens and Aqemia – see note 2 "Changes in scope of consolidation").

NOTE 29 Net change in borrowings and other financial debt

A breakdown of financial debt is presented in note 16 "Financial debt".

In millions of euros	2023	2022 adjusted
New borrowings by:		
Bureau Veritas	0.9	197.8
Constantia Flexibles	-	225.7
Stahl	409.3	5.6
Scalian	71.2	-
CPI	-	0.4
ACAMS	8.8	-
Wendel and holding companies[1]	1,050.0	300.0
	1,540.2	**729.5**
Borrowings repaid by[2]:		
Bureau Veritas	644.7	221.9
Constantia Flexibles	11.1	217.2
Stahl	368.0	59.4
Scalian	3.1	-
CPI	15.1	25.8
ACAMS	1.5	0.8
Wendel and holding companies	91.5	501.5
	1,135.0	**1,026.6**
TOTAL	**405.2**	**(297.1)**

(1) This item includes €750 million in bonds exchangeable for Bureau Veritas shares (maturing in 2026) and €300 million in bonds maturing in 2030.
(2) This item includes repayments of operating lease liabilities following the application of IFRS 16 "Leases".

6.11 Other notes

NOTE 30 Off-balance sheet commitments

As of December 31, 2023, no commitment was likely to have a significant impact on the Group's financial position other than those mentioned.

Note 30-1 Collateral and other security given in connection with financing

Stahl, Scalian, CPI and ACAMS group entities have pledged shares held in their principal companies along with certain bank accounts and trade receivables as collateral for the repayment of debt owed by these groups.

Note 30-2 Guarantees given and received in connection with asset sales

In connection with the disposal of (i) Constantia Flexibles on January 4, 2024 and (ii) Tsebo, the Group granted the usual representations and warranties (fundamental warranties as to the existence, capacity, ownership of securities or the absence of leakages within the framework of locked box mechanisms) up to certain specified amounts, some of which may still be called. As of December 31, 2023, no claims are outstanding in respect of these warranties.

Note 30-3 Guarantees received in connection with asset acquisitions

In connection with the acquisition of Scalian and of certain direct investments via Wendel Growth, the Group benefits from the usual representations and warranties (fundamental and, where applicable, operating warranties) up to certain specified amounts and for variable claim periods, depending on the warranties concerned, some of which may still be called. As of December 31, 2023, no claims are outstanding in respect of these warranties.

Note 30-4 Off-balance sheet commitments given and received in connection with operating activities

In millions of euros	Dec. 31, 2023	Dec. 31, 2022
Counter-guarantees on contracts and other commitments given		
by Bureau Veritas	400.5	392.9
by Stahl	4.0	6.1
TOTAL COMMITMENTS GIVEN	**404.5**	**399.0**

Note 30-5 Investment commitments

As of December 31, 2023, the Group had committed to investing a total of €383 million in equity to acquire 51% of IK partners. The transaction is expected to be completed in the first half of 2024, subject to compliance with all conditions (including securing regulatory clearance). The €383 million would be paid in two installments: €255 million on the completion of the transaction and €128 million three years after completion, subject to certain conditions. The remaining 49% of IK Partners' capital could be acquired by the Group in additional purchases, payable in cash or in Wendel shares at Wendel's discretion. The additional purchases would take place between 2029 and 2032, for an amount dependent on the growth in fee-related earnings (FRE) over the period.

Subject to the effective completion of the acquisition, the Group has also undertaken to participate in IK Partners' future fund-raising activities up to a maximum of 10% or €600 million (including the X fund).

As of December 31, 2023, as part of its investments, the Group was committed to investing approximately €180.4 million in private equity funds via Wendel Growth, of which €121.7 million has already been called, and €4.8 million in direct investments.

Note 30-6 Shareholder agreements

The Group is party to a number of agreements governing its relationships with its co-investors, whether co-investors in its subsidiaries or holding companies (ACAMS, Constantia Flexibles, Crisis Prevention Institute, IHS, Scalian, Stahl, Tarkett and direct investments via Wendel Growth) or managers (or former managers) of portfolio companies, relating to mechanisms aimed at aligning their interests with their respective companies' performance (ACAMS, Constantia Flexibles, Crisis Prevention Institute, Scalian, Stahl, Tarkett and direct investments via Wendel Growth – see note 4 "Participation of management teams in the Group's investments").

These agreements contain various clauses, notably covering:

- corporate governance (composition of governing bodies, veto rights on certain strategic decisions and rights to information);
- terms and conditions for share transfers (lock-up periods, pre-emptive rights and rights of first refusal, ban on selling to certain individuals);
- anti-dilution rules in the event of transactions involving the share capital;
- exit terms in the event of a sale (tag-along and drag-along rights) or IPO; and
- non-competition and priority commitments involving acquisition opportunities.

As part of the IHS IPO on October 14, 2021, the Group entered into a commitment covering the sale of IHS securities on the market by releasing successive tranches of 20% every six months as from mid-April 2022 until the 30th month following the IPO.

With respect to Tarkett, the shareholders' agreement includes an undertaking by the Group not to sell Tarkett Participation shares during the first years of its investment, subject to the usual exceptions.

Note 30-7 Other agreements concluded by the Wendel Group for its financing and acquisition or divestment transactions

Subordinated (mezzanine and second lien) lenders to Stahl who waived their claims as creditors during the 2010 restructuring in exchange for a non-controlling interest in the share capital (representing only 0.14% of the capital as of December 31, 2023) notably received a right to the capital gain exercisable only upon the total or partial divestment of the Wendel Group's stake in Stahl. This right is exercisable by Stahl's mezzanine and second lien shareholders in the event of the divestment by the Group if Wendel's overall return is more than 2.5 times greater than its 2010 reinvestment. It is equivalent to the allocation of one to two free shares per share held by these former subordinated lenders. In accordance with accounting standards, this commitment is not recognized on the balance sheet, as the exercise of this right depends on the Group's decision to divest.

NOTE 31 Stock options, free shares and performance shares

Accounting principles

In accordance with IFRS 2 "Share-based Payment", the Group recognizes an expense corresponding to the fair value of employee stock subscription and purchase options, free shares, and performance shares at the grant date, with the corresponding offsetting entry under consolidated equity. The expense is recognized over the options' vesting period.

In 2023, as in previous periods, the fair value of Wendel's plans was estimated by an independent appraiser.

The total expense related to allocation of stock options or other share-based compensation for 2023 was €61.2 million, compared to €58.1 million in 2022.

In millions of euros	2023	2022 adjusted
Stock options at Wendel	0.6	3.7
Grant of performance shares at Wendel	14.9	11.9
Other share awards at Wendel (co-investment)	7.0	7.0
Stock options at Bureau Veritas	3.4	3.3
Grant of performance shares at Bureau Veritas	22.5	23.9
Other	12.7	8.3
TOTAL	**61.2**	**58.1**

Pursuant to the authorization granted by the Shareholders' Meeting of June 15, 2023, the following awards were made on July 31, 2023:

- 129,901 10-year options giving the right to subscribe to 129,901 shares with a strike price of €92.39. These options have the following features:
  - a service condition: four years from the grant date, and subject to the performance condition described below, 50% of the options may be exercised in the event of departure at the end of a period of two years, 75% of the options in the event of departure at the end of a period of three years and 100% of the options in the event of departure at the end of a period of four years;
  - a performance condition: the options granted will be exercisable by each beneficiary if, over a period of four years, at least 85% of Wendel employees have attended a training course on inclusion each year designed to raise awareness of, and fight against, mental health risks.

At the grant date, these options were valued using a Monte-Carlo model, with the following main calculation assumptions: expected rate of return of 2.5%, expected central volatility of 29.1%. These options were valued by an independent expert at €22.50 per option. The expense is recognized over the options' vesting period.

- 254,303 performance shares, with the following characteristics:
  - a service condition: four years from the grant date and subject to the achievement of the performance conditions described below, 50% of the performance shares will vest in the event of departure at the end of a period of two years, 75% of the performance shares at the end of a period of three years and 100% of the performance shares in the event of departure at the end of a period of four years;
  - three performance conditions, assessed over a period of four years:
    - for 25% of the allocation, a performance condition linked to the absolute performance of Wendel's annualized total shareholder return (TSR),
    - for 50% of the allocation, a performance condition linked to the relative performance of Wendel's annualized TSR measured against that of the CACMid60 index, and
    - for 25% of the allocation, a performance condition relating to the change in the dividend paid by Wendel.

At the grant date, these performance shares were valued using a Monte-Carlo model, with the following main calculation assumptions: expected rate of return of 2.5%, expected return on equity of 9.6%. The value of these performance shares has been estimated by an independent expert at €49.3 per performance share. The expense is recognized over the options' vesting period.

The instruments granted and not exercised or vested were as follows:

Stock options	Number of options outstanding as of Dec. 31, 2022	Options granted in 2023	Options canceled in 2023	Options exercised in 2023	Number of options outstanding as of Dec. 31, 2023	Exercise price (in euros)	Average exercise price (in euros)	Average residual life	Number of exercisable options
Stock purchase options	507,693		(345)	(38,642)	468,706	from 82.9 to 134.43	110.74	3.5	468,706
Stock subscription options	473,005	129,901	(1,295)		601,611	from 82.05 to 110.97	91.35	8.3	263,581
TOTAL	**980,698**	**129,901**	**(1,640)**	**(38,642)**	**1,070,317**				

Performance shares	Shares awarded as of Dec. 31, 2022	Awards during the year	Vested awards	Cancellations	Shares awarded as of Dec. 31, 2023	Grant date	Vesting date
Plan 11-2	51,539		(51,289)	(250)	-	7/8/2019	7/10/2023
Plan 12-1	82,393		(41,724)	(40,669)	-	8/5/2020	8/5/2023
Plan 12-2	42,865			(216)	42,649	8/5/2020	8/5/2024
Plan 13-1	55,980			(888)	55,092	7/30/2021	7/30/2025
Plan 13-2	41,534			(214)	41,320	7/30/2021	7/30/2025
Plan 14-1	61,160			(1,324)	59,836	8/2/2022	8/2/2026
Plan 14-2	139,382			(489)	138,893	8/2/2022	8/2/2024
Plan 14-1A	19,095			-	19,095	12/6/2022	12/6/2026
Plan 15		254,303			254,303	7/31/2023	7/31/2027
TOTAL	**493,948**	**254,303**	**(93,013)**	**(44,050)**	**611,188**		

NOTE 32 Fees paid by the group to the Statutory Auditors and members of their networks

	Services performed in 2023 by:		Services performed in 2022 by:	
In thousands of euros	Deloitte Audit and Deloitte and Associates network entities	Ernst&Young Audit and EY network entities	Deloitte Audit and Deloitte and Associates network entities	Ernst&Young Audit and EY network entities
Certification, review of parent company financial statements				
for Wendel SE	594	594	674	770
for its subsidiaries	2,870	2,291	3,115	2,332
Sub-total	**3,464**	**2,885**	**3,789**	**3,102**
Non-audit services				
for Wendel SE	274	1,784	399	70
for its subsidiaries	882	2,395	291	3,010
Sub-total	**1,156**	**4,179**	**690**	**3,080**
TOTAL	**4,621**	**7,064**	**4,479**	**6,182**

Services rendered during the year other than the Statutory Auditors' audit of the financial statements of Wendel SE and the companies over which the latter exercises control (non-audit services) correspond to tax services, certifications, due diligence and agreed procedures as regards Ernst & Young Audit and its network, and to certifications, procedures in the context of the consolidated non-financial performance statement, legal and tax services, and agreed procedures as regards Deloitte.

NOTE 33 Subsequent events

On January 4, 2024, Wendel finalized the sale of Constantia Flexibles. For Wendel, the transaction generated net proceeds of €1,094 million. An additional €27 million in proceeds from the sale of the company's assets brought Wendel's total net disposal proceeds to €1,121 million.

NOTE 34 List of main consolidated companies as of December 31, 2023

Method of consolidation	% interest net of treasury shares	Company name	Country	Business segment
FC	**100.0**	**Wendel**	**France**	**Management of shareholdings**
FC	100.0	Coba	France	Management of shareholdings
FC	100.0	Eufor	France	Management of shareholdings
FC	100.0	Sofiservice	France	Management of shareholdings
FC	100.0	Wendel Luxembourg	Luxembourg	Management of shareholdings
FC	100.0	Wendel Growth	Luxembourg	Management of shareholdings
FC	100.0	Winvest International SA SICAR	Luxembourg	Management of shareholdings
FC	99.6	Expansion 17	Luxembourg	Management of shareholdings
FC	99.6	Global Performance 17	Luxembourg	Management of shareholdings
FC	100.0	Ireggen	Luxembourg	Management of shareholdings
FC	100.0	Oranje-Nassau Développement SICAR	Luxembourg	Management of shareholdings
FC	100.0	Oranje-Nassau Développement NOP	Luxembourg	Management of shareholdings
FC	100.0	Oranje-Nassau GP	Luxembourg	Services
FC	100.0	Constantia Coinvestco GP Sarl	Luxembourg	Services
FC	100.0	Oranje-Nassau Groep	Netherlands	Management of shareholdings
FC	100.0	Wendel North America	United States	Services
FC	99.6	Accolade	United States	Investment fund
FC	**35.5**(1)	**Bureau Veritas and its subsidiaries**	**France**	**Certification and verification services**
FC	**60.9**	**Constantia Flexibles and its subsidiaries**	**Austria**	**Flexible packaging**
FC	**68.1**	**Stahl and its subsidiaries**	**Netherlands**	**High-performance coatings and leather-finishing products**
FC	**81.8**	**Scalian and its subsidiaries**	**France**	**Scalian – business transformation consulting services**
FC	**96.3**	**CPI and its subsidiaries**	**United States**	**Training services**
FC	**98.0**	**ACAMS and its subsidiaries**	**United States**	**Training and certification in anti-money laundering**
E	**25.6**	**Tarkett Participation**	**France**	**Flooring and sports surface solutions**

FC: Full Consolidation. Wendel exercises exclusive control over these companies.
E: Companies accounted for by the equity method. Wendel exercises significant influence over, or has joint control of, these companies.

(1) The Wendel Group held 50.82% of exercisable voting rights as of December 31, 2023.

The complete list of consolidated companies and investees in the Group's reporting scope is available on the Group's official website at the following address: https://www.wendelgroup.com/en/investors/regulated-information/.

6.12 Statutory auditors' report on the consolidated financial statements

Year ended December 31, 2023

This is a translation into English of the statutory auditors' report on the consolidated financial statements of the Company issued in French and it is provided solely for the convenience of English-speaking users.

This statutory auditors' report includes information required by European regulations and French law, such as information about the appointment of the statutory auditors or verification of the information concerning the Group presented in 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.

To the Wendel Shareholders' meeting,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying consolidated financial statements of Wendel for the year ended December 31, 2023.

In our opinion, the consolidated financial statements give a true and fair view of the assets and liabilities and of the financial position of the Group as at December 31, 2023 and of the results of its operations for the year then ended in accordance with International Financial Reporting Standards as adopted by the European Union.

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

Basis for Opinion

Audit Framework

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

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

Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code *(Code de commerce)* and the French Code of Ethics for Statutory Auditors *(Code de déontologie de la profession de commissaire aux comptes)* for the period from January 1st, 2023 to the date of our report and specifically we did not provide any prohibited non-audit services referred to in Article 5(1) of Regulation (EU) No. 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L. 821-53 et R. 821-180 of the French Commercial Code *(Code de commerce)* relating to the justification of our assessments, we inform you of the key audit matters relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period, as well as how we addressed those risks.

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

Accounting treatment of acquisition and divestment of portfolio companies

Risk identified	Our response
As part of its investment activity, Wendel regularly acquires and sells subsidiaries and portfolio companies. The main transactions undertaken by Wendel in 2023 and described in Notes 2-1 and 17 to the consolidated financial statements, are as follows: ■ In July 2023, Wendel signed an agreement to sell its share in Constantia Flexibles and considered that the criteria of IFRS 5 "Non-current assets held for sale and discontinued operations" were met as of June 30, 2023. As of December 31, 2023, the amounts reclassified to assets and liabilities held for sale relating to the investment in Constantia Flexibles are 2,330 million euros and 1,227 million euros, respectively. Similarly, the contribution of this participation to the years ended 2022 and 2023 results has been presented on the line "Net income from assets held for sale or discontinued operations". ■ On July 27, 2023, Wendel completed the acquisition of Scalian. Wendel has invested 557 million euros in equity and holds 81.8% of the company's share capital alongside its management. Wendel Group exercises an exclusive control over this company, which is fully consolidated. The business combination has been recognized in accordance with IFRS 3, which requires for the identifiable assets acquired and the liabilities assumed to be measured and recognized at fair value at the takeover date. The purchase price allocation led to the recognition of brands for 102 million euros and customer relationships for 161 million euros. The residual goodwill amounts to 724 million euros. The goodwill allocation will be finalized within 12 months of the acquisition. We deemed the disposal of Constantia Flexibles to be a key audit matter as it is a significant operation of the year. Also, we considered the recognition and presentation of the investment in Scalian to be a key audit matter given the material amount of the assets acquired and liabilities assumed and the judgment required to identify and measure these assets and liabilities, in particular intangible assets.	We held discussions with the Finance department, the investment teams and the Legal department in order to gain an understanding of the transactions, and the main agreements with the stakeholders. We obtained and evaluated whether the main legal documents and analyses carried out by Wendel or its advisors in relation to these transactions, such as share purchase agreements, details of fund flows and commitments granted, had been properly reflected in the consolidated financial statements. Regarding the divestment of Constantia Flexibles, we have: ■ assessed the criteria for classification as "Assets and Liabilities held for sales" and "Net income from assets held for sale and discontinued operations"; ■ assessed if the presentation in Note 17 to the consolidated financial statements is compliant with IFRS 5. Regarding the investment in Scalian, with the support of our valuation experts we have: ■ gained an understanding of the terms of the acquisition agreement and the processes implemented by management to analyze and recognize the acquisition of Scalian and its opening balance sheet; ■ analyzed the work performed by management to identify and measure the assets and liabilities acquired, in particular intangible assets; ■ assessed the appropriateness of the valuation methods used for the main asset categories with regard to commonly used practices; ■ analyzed the consistency of the valuation inputs compared with the documentation obtained from local management teams, and assessed their relevance with regard to the company's management data or external sources; ■ assessed the reasonableness of the amortization periods used for the intangible assets identified in light of the estimated useful lives of those assets. For both transactions, we also assessed the appropriateness of the disclosures provided in Note 2-1 to the consolidated financial statements.

Measurement of goodwill

Risk identified	Our response
As of December 31, 2023, the Goodwill net book value amounts to 4 181 million euros, i.e. 28% of the total balance sheet. Goodwill is broken down by Cash Generating Units (CGUs) corresponding to each operating subsidiary (Bureau Veritas, Stahl, Scalian, CPI and ACAMS). An impairment loss is recognized if the recoverable amount of goodwill, as determined during the impairment test carried out annually or when a trigger for impairment is identified on each CGU or group of CGUs, falls below its carrying amount. In addition, when an impairment loss is recognized by the operating subsidiary on one of its CGU or group of CGUs, this loss is maintained in Wendel's consolidated financial statements, as described in Note 7 to the consolidated financial statements. As described in Note 7 to the consolidated financial statements, as a result of the impairment tests performed by the management of Wendel and/or its subsidiaries, no impairment of goodwill was recognized for the year ended December 31, 2023. We determined the measurement of goodwill is a key audit matter due to its significance in the Group's financial statements and because determining its recoverable amount, usually on the basis of discounted future cash flow forecasts, requires management to exercise a high degree of judgment and estimation.	We examined the process implemented by the management of Wendel and that of the operating subsidiaries to carry out impairment tests. With the assistance, when appropriate, of the subsidiaries' auditors and the support from our valuation specialists, we examined the goodwill impairment tests carried out by Wendel and its operating subsidiaries. We adjusted the extent of our work to take into account the level of impairment risk of the CGUs or groups of CGUs. ■ For the CGUs or groups of CGUs presenting an impairment risk, our work consisted in: ■ Assessing the compliance of the methodology applied by Wendel and its subsidiaries with applicable accounting standards; ■ Examining the projected cash flows in relation to the economic and financial environment in which the CGUs or groups of CGUs operate; ■ Assessing the quality of the process used to determine the projections by analyzing the reasons for any differences between past forecasts and actual outcomes; ■ Assessing the consistency of the long-term growth rates used with available market analyses and the operating margin rate used in terminal year with the margin rates of actual and forecasted flows; ■ Assessing with the support of our valuation specialists, the appropriateness of the discount rates used; ■ Verifying the sensitivity of the calculation of the recoverable amount of the CGUs or groups of CGUs to changes in the main assumptions used (long-term growth rate, margin rate used in the terminal year and discount rate). ■ For the other CGUs or groups of CGUs, our work consisted in holding discussions with the management of Wendel and/or the operating subsidiary to assess the reasonableness of the cash flows and key assumptions used (long-term growth rate, operating margin used in terminal year and discount rates); We also assessed the appropriateness of the disclosures provided in Note 7 to the consolidated financial statements, in particular those related to the sensitivity analysis carried out by Wendel's management.

Accounting treatment of mechanisms for the participation of management teams in the Group's investments

Risk identified	Our response
As described in Note 4 to the consolidated financial statements, Wendel has set up co-investment mechanisms to allow its managers and managers of Wendel's participations to invest their personal funds in assets in which the Group invests. In the event of a divestment or an IPO, the managers receive a share of the capital gain or may lose their investment under pre-determined conditions. Several years after the initial investment, in the absence of a divestment or an IPO, Wendel is committed for certain investments to purchase the share invested by the managers in order to ensure liquidity. The accounting treatment of these mechanisms is based on their settlement method. Until the settlement method is not definitive, the investments are accounted for based on the settlement method determined as most likely. This accounting treatment is described in Note 4 to the consolidated financial statements. As described in Note 4-3 to the consolidated financial statements, as of December 31, 2023 the value of the "*pari passu*" investments made by all co-investing managers of subsidiaries and Wendel on the same risk and return conditions as Wendel is 139 million euros and the value of the "non-*pari passu*" investments by the co-investing managers of subsidiaries and Wendel's managers is 117 million euros. Depending on the case, Wendel or its subsidiaries may have the obligation to purchase part of these co-investments according the liquidity commitment granted to management teams. In accordance with the Group's accounting principles, part of these amounts is recorded as liabilities for 24 million euros. We deemed the accounting treatment of mechanisms for the participation of management teams in the Group's investments to be a key audit matter because: ▪ The accounting treatment of these mechanisms is complex; ▪ The recognition or not of a liability reflecting the commitment to buy back the share invested by the managers at their fair value requires a high degree of judgment from management; ▪ These investments are made by managers, some of whom are related parties.	We held discussions with Wendel's management to gain an understanding of the co-investment mechanisms put in place by Wendel and its operating subsidiaries, and of the accounting process. For each co-investment mechanism identified, we obtained the main legal documents and analyzed the conformity of the accounting treatment applied by Wendel with the Group's accounting policies, as set out in Note 4 to the consolidated financial statements. For the co-investment mechanisms for which the most likely redemption is a disposal or an IPO, we assessed the reasoning underlying management's decision not to recognize a liability, by taking into account the redemption of previous co-investments. In this case, we paid particular attention to the co-investment mechanisms for which the liquidity commitment granted by Wendel to its managers will end soon, by determining in particular through our consultation of the minutes of meeting of the governing bodies (Executive Board and Supervisory Board), whether a disposal or an IPO is in progress. Otherwise, we verified that a liability has been recognized. We also assessed the appropriateness of the disclosures provided with respect to off-balance sheet commitments set out in Note 4-3 to the consolidated financial statements and those concerning transactions with related parties set out in Note 3-1

Specific Verifications

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

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

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

Report on Other Legal and Regulatory Requirements

Format of preparation of the consolidated financial statements intended to be included in the annual financial report

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

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

Due to the technical limitations inherent to the block-tagging of the consolidated financial statements according to the European single electronic format, the content of certain tags of the notes may not be rendered identically to the accompanying consolidated financial statements.

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

Appointment of the Statutory Auditors

We were appointed as statutory auditors of Wendel by the annual general meeting held on 16 May 2019 for Deloitte & Associés and on 15 November 1988 for ERNST & YOUNG Audit.

As at 31 December 2023, Deloitte & Associés and ERNST & YOUNG Audit were in the fifth year and thirty-sixth year of total uninterrupted engagement respectively.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

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

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

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

The consolidated financial statements were approved by the Executive Board.

Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements

Objectives and audit approach

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

As specified in Article L. 821-55 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

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

- Identifies and assesses the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control.
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the consolidated financial statements.
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein.
- Evaluates the overall presentation of the consolidated financial statements and assesses whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtains sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. The statutory auditor is responsible for the direction, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed on these consolidated financial statements.

Report to the Audit Committee

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

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

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as set out in particular in Articles L. 821-27 à L. 821-34 of the French Commercial Code *(Code de commerce)* and in the French Code of Ethics for Statutory Auditors *(Code de déontologie de la profession de commissaire aux comptes)*. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, March 12, 2024

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES		**ERNST & YOUNG Audit**	
Mansour Belhiba	Emmanuel Rollin	Alain Perroux	Ioulia Vermelle

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PARENT COMPANY FINANCIAL STATEMENTS

7.1 Balance sheet as of December 31, 2023

Assets

		Dec. 31, 2023			Dec. 31, 2022
In thousands of euros		Gross amount	Depreciation, amortization or impairment	Net amount	Net amount
NON-CURRENT ASSETS					
Intangible assets and property, plant and equipment		**11,937**	**3,134**	**8,803**	**7,347**
Non-current financial assets[1]					
Investments in subsidiaries and affiliates	Note 1	10,641,457	2,933,132	7,708,325	7,661,056
Other long-term investments		34		34	34
Treasury shares	Note 2	1,533	0	1,533	0
Loans and other non-current financial assets		1,855		1,855	1,765
		10,644,879	2,933,132	7,711,747	7,662,855
TOTAL		**10,656,816**	**2,936,266**	**7,720,550**	**7,670,203**
CURRENT ASSETS					
Trade receivables[2]		2,149		2,149	5,978
Other tax and intragroup receivables[2]	Note 3	629,438		629,438	35,158
Marketable securities	Note 4	1,206,677		1,206,677	887,440
Treasury shares	Note 4	109,173	18,051	91,122	88,524
Cash		60,532		60,532	54,323
Prepaid expenses		961		961	1,108
TOTAL		**2,008,928**	**18,051**	**1,990,878**	**1,072,531**
Translation adjustment		77		77	
Deferred expenses		10,593		10,593	6,000
Debt redemption premiums		4,859		4,859	3,717
TOTAL ASSETS		**12,681,273**	**2,954,317**	**9,726,956**	**8,752,450**

(1) O/w current portion *0*
(2) O/w non-current portion *4*

Equity and liabilities

In thousands of euros		Dec. 31, 2023	Dec. 31, 2022
EQUITY			
Share capital		177,722	177,631
Additional paid-in capital		23,497	22,238
Legal reserve		20,224	20,224
Regulated reserves		101,870	101,870
Other reserves		2,250,000	2,250,000
Retained earnings		4,484,544	4,798,136
Net income (loss) for the year		**197,482**	**(174,483)**
TOTAL	Note 5	**7,255,340**	**7,195,616**
PROVISIONS FOR CONTINGENCIES AND EXPENSES	Note 6	**29,268**	**20,355**
Financial debt[(1)]	Note 7	2,416,185	1,514,920
Other current liabilities	Note 8	21,456	19,831
TOTAL[(2)]		**2,437,641**	**1,534,751**
Issue premiums on borrowings		0	0
Valuation differences on treasury instruments		18	1
Expenses to be deferred		4,690	1,728
TOTAL EQUITY AND LIABILITIES		**9,726,956**	**8,752,450**

(1) O/w short-term bank borrowings	*-*	*-*
(2) O/w less than one year	*78,441*	*134,751*
O/w more than one year	*2,359,200*	*1,400,000*

7.2 Income statement for the year ended December 31, 2023

In thousands of euros		2023	2022
Income from investments in subsidiaries and affiliates and long-term equity portfolio	Note 10	**208,773**	**7,073**
Other financial income and expenses	Note 11		
Income			
■ Income from loans and invested cash		46,902	3,098
■ Amortization of bond issue premiums		0	1,795
Expenses			
■ Interest and similar expenses		(53,748)	(30,123)
■ Depreciation, amortization and provisions		(654)	(955)
NET FINANCIAL INCOME (LOSS)		**201,273**	**(19,111)**
Operating income	Note 12		
Other income		24,752	21,708
Provisions reversed and expenses transferred		24,914	27,221
Operating expenses			
Purchases and external services		(33,106)	(20,818)
Taxes and equivalent		(3,045)	(3,652)
Wages and salaries	Note 13	(22,639)	(20,539)
Social security costs		(6,910)	(9,528)
Depreciation, amortization and deferred expenses		(37,471)	(18,605)
Miscellaneous expenses		(1,097)	(1,119)
NET OPERATING INCOME (LOSS)		**(54,601)**	**(25,334)**
NET INCOME (LOSS) BEFORE NON-RECURRING ITEMS AND TAX		**146,672**	**(44,445)**
Non-recurring income			
On operating transactions		162,206	118,980
On capital transactions		0	7,744
Reversals of provisions		13,808	1,929
Non-recurring expenses			
On operating transactions		(2,202)	(34,407)
On capital transactions		0	(14,679)
Additions to provisions		(126,745)	(210,070)
NON-RECURRING ITEMS	Note 14	**47,067**	**(130,503)**
INCOME TAXES	Note 15	**3,743**	**465**
NET INCOME (LOSS)		**197,482**	**(174,483)**

7.3 Cash flow statement

In thousands of euros		2023	2022
Cash flows from operating activities, excluding tax			
Net income (loss)		197,482	(174,483)
Depreciation, amortization, provisions and other non-cash items		(29,152)	200,335
Gains/losses on divestments		(4,723)	(125,881)
Financial income and expense		(201,928)	54,350
Taxes		(3,743)	(465)
Cash flows from operating activities before net finance costs and tax		**(42,063)**	**(46,144)**
Change in working capital requirement related to operating activities		18,541	12,210
Net cash from (used in) operating activities, excluding tax		**(23,522)**	**(33,934)**
Cash flows from investing activities, excluding tax			
Acquisitions of property, plant and equipment and intangible assets		(2,829)	(6,722)
Disposals of property, plant and equipment and intangible assets		330	118,574
Acquisitions of equity investments	Note 1	(269)	(140)
Disposals of equity investments	Note 1	0	7,744
Change in other financial assets and liabilities and other items		(31)	(978)
Dividends received	Note 10	208,773	7,073
Change in working capital requirements related to investing activities		0	0
Net cash from investing activities, excluding tax		**205,974**	**125,551**
Cash flows from financing activities, excluding tax			
Share capital increase	Note 5	1,351	2,172
Treasury share buybacks and cancellations	Note 2	(17,107)	(22,661)
Dividends paid	Note 5	(139,109)	(130,095)
New borrowings	Note 7	1,050,000	300,000
Repayment of borrowings	Note 7	(90,800)	(500,000)
Net change in intragroup assets and liabilities		(669,034)	637,075
Net finance costs		(10,782)	(27,750)
Other financial income and expense	Note 14	14,733	(36,757)
Change in working capital requirements related to financing activities		0	0
Net cash from (used in) financing activities, excluding tax		**139,252**	**221,984**
Income taxes	Note 15	3,743	465
Change in tax assets and liabilities		0	0
Net cash flows related to taxes		**3,743**	**465**
Effect of currency fluctuations		-	-
Change in cash and cash equivalents		**325,447**	**314,066**
Cash and cash equivalents at beginning of period[(1)]		**941,762**	**627,696**
Cash and cash equivalents at end of period[(1)]		**1,267,209**	**941,762**

(1) Cash and cash equivalents included marketable securities (excluding Wendel treasury shares), cash, and bank borrowings.

7.4 Notes to the parent company financial statements

7.4.1 Highlights of the year

Dividends received from investees

The Company received dividends of €209 million from Eufor SAS (the wholly-owned subsidiary which holds the Group's stake in Bureau Veritas).

These dividends were paid through current accounts.

Capital and dividend paid

The Shareholders' Meeting of June 15, 2023 approved the payment of a cash dividend of €3.20 per share. The total amount of dividends paid therefore amounted to €139.1 million.

A capital increase reserved for employees was carried out on September 7, 2023 for an amount of €1,350 thousand, i.e., 22,877 shares.

Excluding the liquidity agreement, the Company purchased 275,736 Wendel shares in 2023 at an average price of €79.26 per share.

As of December 31, 2023 the Company held 1,128,538 Wendel shares, including 1,046,411 as marketable securities, 62,974 held under the liquidity agreement and 19,153 held as long-term investments.

Financing

On March 22, 2023, Wendel issued a €750 million bond exchangeable for Bureau Veritas shares. This exchangeable bond has a coupon of 2.625% and a maturity date of March 2026. Bondholders have the option of exchanging them for the underlying Bureau Veritas shares (23.2 million Bureau Veritas shares). This option for bondholders would be exercised mainly in the event that the Bureau Veritas share price exceeds the exchange price of €32.3 per share at the maturity date.

In June 2023, a new €300 million bond maturing in June 2030 was issued with a coupon of 4.5%. The net proceeds of this issue were used in particular to buy back €90.8 million of the nominal value of bonds maturing in April 2026. The discount on this buyback was recognized in non-recurring income for €6.5 million. The transaction was aimed at optimizing the maturity of Wendel's debt. Thus, at the reporting date, the maturities of the bonds were spread between March 2026 and January 2034 for a nominal amount of €2.4 billion and the average maturity was 4.6 years.

Wendel also has an undrawn €875 million syndicated loan maturing in July 2028. Wendel has the option of requesting a one-year maturity extension from the lenders, who may either accept or refuse its request. Wendel was in compliance with its financial covenants as of December 31, 2023.

Intragroup assets and liabilities

The increase of €669 million in net receivables from subsidiaries mainly reflects:

- Bureau Veritas dividends paid to Eufor SAS in an amount of €123.8 million, the proceeds from which were loaned to the Company through the current account;
- the dividend paid by Eufor SAS through a current account (€209 million);
- the financing of Wendel Luxembourg for the €557 million investment in Scalian; and
- funds transferred following the payment of the Stahl dividend for €85 million.

Impairment of equity investments

At the end of 2023, the shares of Wendel SE's direct subsidiaries were tested for impairment. The impairment tests were carried out by taking into account the valuation of the Group's portfolio of investments established according to the Group's Net Asset Value calculation method (this method is described in the Annual Financial Report). This results in the following impairment adjustments:

- impairment of €108.3 million on Eufor SAS shares; and
- an impairment reversal on Wendel Luxembourg shares for €155.5 million due to changes in the value of the Group's portfolio of investments (excluding Bureau Veritas), which is indirectly held by this subsidiary.

7.4.2 Accounting principles

The balance sheet and income statement have been prepared in accordance with the accounting standards prescribed by the French chart of accounts in effect, applying the same exceptions as in previous years.

The two exceptions to the policies set out in the French chart of accounts are as follows:

- substitution of "Net financial income" as the sub-total representing the Company's activity for "Operating income", as defined by the chart of accounts; and
- recognition of all capital transactions on assets other than marketable securities in "Non-recurring items". Regarding marketable securities, changes in provisions for impairment and gains and losses on disposals are recognized in financial income and expense, with the exception of gains and losses on treasury shares, which are included in non-recurring items.

The valuation methods applied remain unchanged compared to those of prior years.

The gross value of items included in non-current assets corresponds to their acquisition cost or the cost at which they were contributed to the Company, excluding ancillary costs.

Use of estimates

The preparation of financial statements requires the use of estimates and assumptions that affect the amounts reported in the financial statements. These estimates are based on an appreciation of the facts and circumstances existing at the reporting date, as well as on information available as of the date the financial statements were approved. They are based on the Executive Board's past experience and various other factors deemed reasonable (market data and expert valuations, etc.), and are reviewed on a regular basis. Uncertainty has complicated forecasting, and actual amounts could therefore differ from the forecasts. The most significant estimates used in preparing these financial statements concern mainly investments in subsidiaries and associates and the ability to recover receivables.

Investees

The initial value of investments in portfolio companies is their acquisition cost. Internal indicators of loss in value are reviewed annually for each investment. In the event of an indication of loss in value, valuations are updated. The valuation method used depends on the type of business (operating or holding company) and can be based on the ownership share in the entity's net book value or net asset value. In this case, the valuation can be based on a variety of methods, including the Group's Net Asset Value calculation method (this method is described in the Annual Financial Report). When the net asset value falls below net book value, an impairment loss is recognized for the difference.

Loans and receivables

Loans and receivables are valued at face value. An impairment loss is recognized if there is a probability of non-recovery. Loans and receivables related to investments are written down if the net asset value of the subsidiary concerned (or the net book value if it is deemed representative of the recoverable value) becomes negative.

Issue and redemption premiums, and debt issuance costs

Issue and redemption premiums are generally amortized using the effective interest method over the term of the corresponding loan. Debt issuance costs are spread over the term of the loan in accordance with the preferential method recommended by CRC Regulation No. 99-02.

Currency derivatives

Wendel SE applies ANC regulation 2015-05 of July 2, 2015 on forward financial instruments and hedging transactions, applicable from January 1, 2017. The rules provide for the recognition at fair value of "isolated open positions" that are not hedged. Derivatives must be recognized at their fair value as "treasury instruments" in the balance sheet in order to show the Company's position. Changes in the value of these derivatives are recognized against prepayment and accruals accounts in the balance sheet "Valuation differences on treasury instruments – assets or liabilities". There is no impact on net income.

When the value of these instruments is negative, a provision for contingencies and expenses is recognized for this amount.

Marketable securities

Marketable securities are measured using the "first-in, first-out" method. A provision for impairment is recognized if the net book value of the securities is greater than their market value.

Treasury shares

Shares held for the exercise of stock purchase options granted under stock option plans: any negative difference between the carrying amount and the exercise price of the purchase options is recognized in proportion to the rights vested within "Provisions for contingencies and expenses".

Shares allocated to the exercise of awards made under performance share plans: in accordance with accounting standards, a provision is recognized for the loss related to the vesting of performance shares in proportion to the extent to which they have vested. The value of the shares awarded as measured at the stock market price as of December 31, 2023 was recognized under "Provisions for contingencies and expenses".

Regarding shares allocated to plans considered as not exercisable or for which the vesting conditions will not be met, a provision for impairment is recognized when the carrying amount is higher than the stock market price and no provision for contingencies and expenses has been accrued.

Accounting for transactions in foreign currencies

Receivables and payables denominated in foreign currencies are converted into euros at the year-end exchange rate. Currency translation differences on items that have not been hedged for exchange rate risks are recognized as currency translation adjustments within assets or liabilities. A provision is set aside for unrealized foreign exchange losses.

Provisions for pensions

Obligations related to statutory retirement benefits and defined-benefit pension plans are determined at each reporting date taking into account the age of the Company's employees, their length of service and the likelihood that they will remain at the Company until they retire. The calculation is based on an actuarial method. A provision is recognized for the portion of the obligation that is not covered by plan assets.

7.4.3 Notes to the balance sheet

NOTE 1 Investments in subsidiaries and affiliates

In thousands of euros	% interest Dec. 31, 2022	% interest Dec. 31, 2023	Net amount Dec. 31, 2022	Acquisitions and subscriptions	Divestments and mergers	Change in provisions(1)	Net amount Dec. 31, 2023
French investments							
Sofiservice	100.00	100.00	0	269		106	376
Eufor	100.00	100.00	3,788,797			(108,309)	3,680,487
Coba	100.00	100.00	132			(7)	125
Winvest 16	100.00	100.00	0				0
Non-French investees							
Wendel Luxembourg	100.00	100.00	3,870,858			155,530	4,026,388
Oranje-Nassau Groep	100.00	100.00	1,270			(320)	950
		TOTAL	**7,661,056**	**269**	**0**	**46,999**	**7,708,325**

(1) As of December 31, 2023, the Company analyzed the value of investments in subsidiaries and associates on the basis of their net asset value. This analysis led the Company to record the impairment on the shares of Eufor SAS (entity holding the Group's interest in Bureau Veritas) for €108,309 thousand, and a reversal of provisions on Wendel Luxembourg shares (entity holding the Group's portfolio (excluding Bureau Veritas)) in the amount of €155,530 thousand.

NOTE 2 Treasury shares

As of December 31, 2023, Wendel SE held 1,128,538 treasury shares. 983,315 treasury shares were held at December 31, 2022, of which 275,736 were purchased during the period, 38,642 were sold during the period and 79,253 were allocated under performance share plans. As of December 31, 2023:

- 1,046,411 shares have been allocated to cover stock options and performance shares (€86,354 thousand, written down by €18,678 thousand, giving a net value of €67,676 thousand), and are classified as marketable securities (see note 4 "Marketable securities");
- 62,974 shares held under the liquidity agreement for a carrying amount of €4,767.8 thousand; these shares were classified as marketable securities (see note 4 "Marketable securities"); and
- 19,153 shares are held in non-current assets (€1,533 thousand), intended to cover potential acquisitions paid for in Wendel shares.

In thousands of euros	Net amount Dec. 31, 2022	Acquisitions	Capital reduction	Account transfer	Change in provisions	Net amount Dec. 31, 2023
Wendel shares	0	1,533				1,533
	0	**1,533**	**0**	**0**	**0**	**1,533**

NOTE 3 Other receivables

	Dec. 31, 2023			Dec. 31, 2022		
In thousands of euros	Gross amount	Impairment	Net amount	Gross amount	Impairment	Net amount
Tax and employee social security receivables	7,097		7,097	2,362		2,362
Loans and advances connected with investees(1)	622,341		622,341	32,796		32,796
TOTAL	**629,438**	**0**	**629,438**	**35,158**	**0**	**35,158**
of which related companies	*625,379*			*33,215*		
of which accrued income	*0*			*0*		

(1) These receivables correspond to advances granted to holding companies contributing to the holding of the Group's various investments. The main changes are described in the note "Highlights of the year".

NOTE 4 Marketable securities

In thousands of euros	Dec. 31, 2023 Gross book value	Dec. 31, 2023 Market value	Dec. 31, 2022 Gross book value	Dec. 31, 2022 Market value
Wendel shares[1]	86,354	84,393	83,132	80,367
Liquidity agreement[1]	4,768	5,079	5,392	5,392
SUB-TOTAL	**91,122**	**89,472**	**88,524**	**85,759**
Money-market mutual funds and deposits	1,206,677	1,206,677	853,637	853,637
Funds managed by financial institutions	0	0	33,803	33,803
SUB-TOTAL	**1,206,677**	**1,206,677**	**887,440**	**887,440**
TOTAL	**1,297,799**	**1,296,149**	**975,964**	**973,199**

(1) See note 2 "Treasury shares".

NOTE 5 Changes in equity

In thousands of euros

Number of shares		Share capital (€4 par value)	Additional paid-in capital	Legal reserve	Regulated reserves	Other reserves & retained earnings	Net income (loss) for the year	Total share-holders' equity
	Appropriation of 2021 net income					669,270	(669,270)	0
(377,323)	Capital reduction	(1,509)[2]	(37,320)					(38,830)
	Dividend					(130,095)		(130,095)
37,057	Company Savings Plan	149	2,024					2,173
	Exercise of options							0
	2022 net loss						(174,483)	(174,483)
44,407,677	**Balance as of December 31, 2022 before appropriation**	**177,631**	**22,238**	**20,224**	**101,870**	**7,048,136**	**(174,483)**	**7,195,616**
	Appropriation of 2022 net loss					(174,483)[1]	174,483	-
	Dividend					(139,109)[2]		(139,109)
22,877	Company Savings Plan	92[3]	1,259					1,351
	Exercise of options							-
	2023 net loss						197,482	197,482
44,430,554	**Balance as of December 31, 2023 before appropriation**	**177,722**	**23,497**	**20,224**	**101,870**	**6,734,544**	**197,482**	**7,255,340**

(1) The retained earnings approved at the Shareholders' Meeting of June 15, 2023 were reduced by the €174.5 million net loss for 2022.
(2) A dividend of €3.20 per share was paid in 2023.
(3) A capital increase of €1.3 million, or 22,877 shares, was carried out within the framework of the Group savings plan, representing an increase of €92 thousand in share capital and an allocation of €1,259 thousand to additional paid-in capital.

NOTE 6 Provisions for contingencies and expenses

In thousands of euros		Dec. 31, 2022	Additions	Reversals Used	Reversals Unused	Dec. 31, 2023
Provision for pensions and post-employment benefits		1,070	7,174	1,200	1,070	5,974
Provision for performance share and stock option awards	Note 4	15,839	18,678	8,331	7,509	18,678
Other contingencies and expenses		3,445	3,608		2,437	4,616
	TOTAL	**20,355**	**29,460**	**9,530**	**11,016**	**29,268**
		Net operating income (loss)	29,460	9,530	8,579	
		Net financial income (loss)				
		Non-recurring items			2,437	
			29,460	**9,530**	**11,016**	

Provision for performance share and stock option awards

As of December 31, 2023, there are no provisions for stock purchase options granted under stock option programs.

A provision of €18,678 thousand has been recognized in respect of performance share plans.

Other contingencies and expenses

The principal disputes, claims and risks identified for Wendel and its holding companies are as follows:

- labor disputes for which a provision has been set aside; and
- the legal action brought by Wendel managers as a result of the unwinding of a mechanism for involving them in the Group's performance was concluded either by the withdrawal or rejection of their claims or a stay pending decisions in other individual cases. No provision has been set aside.

NOTE 7 Financial debt

In thousands of euros	Dec. 31, 2023	Dec. 31, 2022
1.375% 2026 bonds	209,200	300,000
Bonds exchangeable into Bureau Veritas shares	750,000	0
2.50% 2027 bonds	500,000	500,000
4.50% 2030 bonds	300,000	0
1% 2031 bonds	300,000	300,000
1.375% 2034 bonds[(1)]	300,000	300,000
Syndicated loan (Euribor + margin)[(2)]	-	-
Accrued interest	41,178	19,616
SUB-TOTAL	**2,400,378**	**1,419,616**
Loans and borrowings with investments in subsidiaries and affiliates[(3)]	15,807	95,303
TOTAL	**2,416,185**	**1,514,920**
of which: less than 1 year	*56,985*	*114,920*
1 to 5 years	*1,759,200*	*800,000*
Over 5 years	*600,000*	*600,000*
Accruals	*41,178*	*19,616*

(1) See highlights "Financing".
(2) The Company did not use its syndicated credit line in 2023 (see Note 17).
(3) These relate to current accounts of Group entities, mainly concerning its subsidiary Eufor SAS for €5.9 million and Sofiservice SAS for €8.5 million.

NOTE 8 Other current liabilities

In thousands of euros	Dec. 31, 2023	Dec. 31, 2022
Trade payables[(1)]	5,863	5,403
Tax and employee social security liabilities	14,949	14,119
Other	645	310
TOTAL	**21,456**	**19,831**
of which related companies	*0*	*0*

(1) The breakdown of trade payables by maturity (in accordance with Article L. 441-6-1 of the French Commercial Code) is as follows:

	As of Dec. 31, 2023	*As of Dec. 31, 2022*
• *payment within 30 days:*	*392*	*198*
• *payment in more than 30 days:*	*67*	*(125)*
• *invoices not received:*	*5,409*	*5,329*

NOTE 9 Off-balance sheet commitments

There were no off-balance-sheet commitments granted by Wendel SE as of December 31, 2023.

7.4.4 Notes to the income statement

NOTE 10 Income from investments in subsidiaries and affiliates and long-term equity portfolio

(in thousands of euros) **Dividends relating to:**	**2023**	**2022**
Oranje-Nassau Groep	-	7,073
Wendel Luxembourg	-	-
Eufor	208,773	-
TOTAL	**208,773**	**7,073**
of which interim dividends	*123,837*	*0*

NOTE 11 Other financial income and expenses

(in thousands of euros) **Income**	**2023**	**2022**
Other interest and similar income	46,898	3,095
Foreign exchange gain	5	3
Reversals of provisions	-	-
Amortization of bond issue premiums	-	1,795
TOTAL	**46,902**	**4,893**
of which related companies	*13,066*	*84*

(in thousands of euros) **Expenses**	**2023**	**2022**
Interest on bonds	(45,503)	(27,562)
Other interest and similar expenses	(8,204)	(2,550)
Foreign exchange loss	(41)	(11)
Amortization of bond redemption premiums	(654)	(955)
TOTAL	**(54,402)**	**(31,078)**
of which related companies	*(6,764)*	*(539)*

NOTE 12 Operating income

In thousands of euros	2023	2022
Property rental	603	81
Services invoiced to subsidiaries	24,150	21,627
Other income	-	-
Transfer of expenses	33	1,650
Reversals of provisions	24,882	25,571
TOTAL	**49,666**	**48,929**
of which related companies	*24,160*	*21,708*

NOTE 13 Compensation and headcount

See note 17 for a description of the compensation the Company allocated to the members of the Executive and Supervisory Boards.

Average headcount	2023	2022
■ Managers	66	59
■ Non-executive employees	7	5
TOTAL	**72**	**64**

NOTE 14 Non-recurring items

	Non-recurring income			Non-recurring expenses			
In thousands of euros	Management transactions	Gains on disposals	Reversals of provisions	Management transactions	Losses on disposals	Additions to provisions	Balance 2023
Property, plant and equipment		**303**			**(224)**		**79**
■ Land	0		0	0	0	0	0
■ Buildings	0	303	0	0	(224)	0	79
■ IT equipment, furniture and vehicles	0		0	0	0	0	0
Non-current financial assets				**(247)**			**(247)**
Other non-recurring transactions	**6,570**	**0**	**169,141**	**(1,730)**	**0**	**(126,745)**	**47,235**
■ Provision for impairment of securities			169,141			(126,687)	42,453
■ Early redemption of 06/2023 bond	6,483			(1,679)			4,804
■ Supplier repayment	87			(51)		(58)	(22)
TOTAL	**6,570**	**303**	**169,141**	**(1,977)**	**(224)**	**(126,745)**	**47,067**

(1) *See note 1.*
(2) *Non-recurring income of €4.8 million resulting from the partial early redemption of the €300 million bond.*

NOTE 15 Income tax

Income tax breaks down as follows:

In thousands of euros	2023
Taxable base at a rate of	**25.00%**
On 2023 income before non-recurring items	146,672
On 2023 non-recurring items	47,067
	193,740
Addbacks/deductions related to tax consolidation	(195,091)
Deduction of losses carried forward	
Taxable income of the tax consolidation Group	**(41,336)**
Corresponding tax	
Tax consolidation income	3,743
Income tax recognized in the income statement	**3,743**

The Company has opted for tax consolidation status, as defined in Articles 223 A-U of the French Tax Code *(Code Général des Impôts)*. According to the tax consolidation agreements between Wendel and the other companies in the tax Group, each company contributes to the tax of the Group by paying Wendel the amount it would have paid had it been taxed on a stand-alone basis (i.e., without tax consolidation). In the case of companies holding sub-subsidiaries, the tax consolidation agreements signed between the Company and the subsidiaries concerned provide that the head company of a sub-group calculates its contribution to Wendel Group tax on the basis of overall income as if this company and its subsidiaries had been able to form a separate tax consolidation group.

This mechanism results in tax income for Wendel SE equal to the difference between the tax payable and the amount received from its subsidiaries. The members of the Wendel tax consolidation Group in 2023 were the parent company Wendel SE and Sofiservice, Coba, Eufor and Winvest 16.

As of December 31, 2023, there was a tax consolidation profit from the subsidiary Eufor for an amount of €3,743 thousand.

NOTE 16 Cash and debt situation

As of December 31, 2023, gross debt consisted of bonds for a total amount of €2,359.2 million.

Wendel also has an undrawn €875 million syndicated loan maturing in July 2028. Wendel has the option of requesting a one-year maturity extension from the lenders, who may either accept or refuse its request. Wendel was in compliance with its financial covenants as of December 31, 2023. This undrawn line of credit notably gives Wendel enough flexibility to take advantage of investment opportunities.

At the reporting date, Wendel's long-term rating from Standard & Poor's was BBB "stable" outlook, and the short-term rating A-2. Similarly, Moody's assigned Wendel a rating of Baa2 with a stable outlook.

Wendel's liquidity risk over the 12 months following the reporting date is therefore low given its high level of cash and short-term financial investments and its €875 million fully-undrawn syndicated credit line.

Wendel bonds – Documentation

These bonds are not subject to financial covenants, but carry standard clauses for this type of debt instrument (prohibition or restriction on the pledging of assets as collateral to certain types of lenders, accelerated maturity should Wendel default on a payment beyond certain thresholds, change-of-control clause, etc.).

Wendel syndicated loan – documentation and covenants (undrawn as of December 31, 2023)

The syndicated loan is subject to financial covenants, based primarily on the market value of Wendel's assets and on the amount of its net debt.

Wendel's net debt figure is based on consolidation of the Group's financial holding companies and does not include the debt of operating companies or that of holding companies set up for the purpose of acquisitions. Accordingly, the net debt taken into account corresponds to Wendel bonds and the syndicated loan, when drawn, reduced by cash.

Net debt of Group subsidiaries is deducted from the gross revalued assets of these subsidiaries as it is without recourse to Wendel.

These covenants are as follows:

- net financial debt of Wendel and the financial holding companies compared to the gross asset value after unrealized taxes (excluding cash) must not exceed 50%; and
- the ratio of:
  - the unsecured gross debt of Wendel and its financial holding companies plus their off-balance-sheet commitments treated as unsecured debt, less their available cash (not pledged or in escrow) to,
  - the sum of 75% of the value of available listed assets (not pledged or in escrow) and 50% of the value of available unlisted assets (not pledged or in escrow),

  must not exceed 1.

These covenants are tested half-yearly when there are drawdowns under the syndicated loan. As of December 31, 2023 Wendel was in compliance with all covenants.

The syndicated loan agreement carries standard covenants for this type of debt instrument (prohibition or restriction on the pledging of assets as collateral to certain types of lenders, accelerated maturity should Wendel default on a payment beyond certain thresholds, change-of-control clause, etc.).

NOTE 17 Related parties

Related parties are Wendel-Participations and the members of the Supervisory Board and Executive Board.

Members of the Supervisory Board and Executive Board

Total compensation awarded by the Wendel Group for 2023 to Laurent Mignon, Group CEO, and to David Darmon, Member of the Executive Board and Group Deputy CEO, amounted to €4,257 thousand.

Laurent Mignon and David Darmon were granted stock options and performance shares in 2023, with a value of €4,227 thousand (calculated in accordance with IFRS) at the grant date.

Furthermore, members of the Executive Board are entitled to termination benefits in the event of their removal from office, capped at 18 months of their average monthly compensation (average monthly compensation determined as follows: the sum of (i) their average monthly fixed compensation at the time of their departure, and (ii) 1/12th of their variable compensation actually paid in respect of the last fiscal year preceding their departure). The conditions applicable to these benefits are set out in the compensation policy for Executive Board members, as adopted by the Shareholders' Meeting.

In accordance with Wendel's policy of associating management with the Group's investments, the members of the Executive Board participate in the co-investment mechanisms described in note 4 "Participation of management teams in the Group's investments".

Compensation paid to members of the Supervisory Board in 2023 totaled €1,187 thousand, including €1,097 thousand by Wendel SE (i) in consideration of services by members of the Supervisory Board, (ii) as compensation of the Chairman of the Supervisory Board and (iii) as compensation of the Lead Member of the Supervisory Board; and €90 thousand paid to certain members of the Supervisory Board by Wendel-Participations SE for serving on its Board of Directors. These amounts do not include the salaries of the employee representatives on Wendel's Supervisory Board, who do not receive Wendel SE directors' fees.

Wendel-Participations

Wendel-Participations SE is owned by around 1,300 Wendel family members and legal entities. Wendel-Participations investors together held a 39.55% stake in Wendel SE as of December 31, 2023, representing 51.84% of theoretical voting rights and 52.71% of the exercisable voting rights as of that date.

As of December 31, 2023, there were no other economic or financial relationships between Wendel-Participations and Wendel besides those related to the holding of shares and the following agreements:

- a service agreement for administrative assistance;
- a service agreement on the prevention of corruption (Sapin II) and country-by-country tax reporting (CBCR);
- two agreements concerning the use of the "Wendel" family name and brand licensing;
- an agreement to sub-lease premises by Wendel to Wendel-Participations;
- an agreement to provide technical equipment; and
- an artworks deposit agreement.

NOTE 18 Subsequent events

None.

Securities portfolio

In thousands of euros	Number of securities held	% interest	Gross value
INVESTMENTS IN SUBSIDIARIES AND AFFILIATES			
Subsidiaries (over 50% owned)			
a) French			
Sofiservice	62,346	100.0%	623
Eufor	2,029,196	100.0%	3,788,797
b) Non-French			
Wendel Luxembourg	82,561	100.0%	6,824,593
Oranje-Nassau Groep	222,222	100.0%	27,251
Other subsidiaries and affiliates			
Securities of French companies	11,250	100.0%	193
Securities of non-French companies	10	100.0%	0
			10,641,457
OTHER LONG-TERM INVESTMENTS			
Other French equities	-	-	34

Subsidiaries and associates

In thousands of euros	Capital	Other shareholders' equity (including net income/loss)	% interest held	Gross carrying amount of shares held	Net carrying amount of shares held	Loans and advances granted	Guarantees and endorse-ments given	Prior-period net sales	Prior-period net income (loss)	Dividends received in the year
DETAILED INFORMATION (on subsidiaries and affiliates whose gross carrying amount is greater than 1% of Wendel's share capital)										
French										
Eufor	20,292	428,037	100.0%	3,788,797	3,680,487	-	-	-	125,973	0
Non-French										
Wendel Luxembourg(1)	825,610	2,057,462	100.0%	6,824,592	4,026,388	621,323	-	48,322	(151,854)	0
Oranje-Nassau Groep(1)	1,000	50	100.0%	27,252	950	1,295	-	-	(16)	0
GENERAL INFORMATION										
French subsidiaries				816	500					
Non-French subsidiaries				-	-					
French associates				-	-					
Non-French investees				-	-					

(1) Consolidated data.

Five-year financial summary

Nature of disclosures	2019	2020	2021	2022	2023
1. SHARE CAPITAL AT THE YEAR-END					
Share capital[1]	178,729	178,876	178,991	177,631	177,722
Number of ordinary shares outstanding	44,682,308	44,719,119	44,747,943	44,407,677	44,430,554
Maximum number of shares that could be issued:					
▪ through the exercise of options	0	0	0	0	0
2. OPERATIONS AND INCOME FOR THE FISCAL YEAR[1]					
Sales (excluding taxes)	15,661	15,601	16,799	21,708	24,752
Income from investments in subsidiaries and associates	5,238,799	200,000	263,000	7,073	208,773
Income before tax, depreciation, amortization and provisions	5,117,755	106,044	229,026	22,263	319,888
Income tax[4]	(2,885)	(32)	(24)	(465)	(3,743)
Net income (loss)	1,865,893	(26,613)	669,270	(174,483)	197,482
Distributed earnings[2]	125,110	129,685	130,095	142,105	177,722
of which interim dividends	-	-	-	-	-
3. EARNINGS PER SHARE (in euros)					
Income after tax but before depreciation, amortization and provisions	114.60	2.37	5.12	0.51	7.28
Net income (loss)	41.76	(0.60)	14.96	(3.93)	4.44
Net dividend	2.80	2.90	3.00	3.20	4.00[3]
of which interim dividends	-	-	-	-	-
4. EMPLOYEE DATA					
Average headcount	54	59	62	64	72
Total payroll[1]	18,630	13,616	16,767	20,539	22,639
Employee benefits paid during the year (social security, social welfare, etc.)[1]	9,402	7,758	6,991	9,528	6,910

(1) In thousands of euros.
(2) Including treasury shares.
(3) Ordinary dividend of €4 (subject to approval by the Shareholders' Meeting of May 16, 2024).
(4) Negative amounts represent income for the Company.

7.5 Statutory auditors' report on the financial statements

Year ended December 31, 2023

This is a translation into English of the statutory auditors' report on the financial statements of the Company 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 verification of the management report and other documents provided to the shareholders.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Annual General Meeting of Wendel,

Opinion

In compliance with the engagement entrusted to us by your Annual General Meeting, we have audited the accompanying financial statements of Wendel for the year ended December 31, 2023.

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 as of 31 December 2023 and of the results of its operations for the year then ended in accordance with French accounting principles.

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

Basis for Opinion

Audit Framework

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

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

Independence

We conducted our audit engagement in compliance with the independence requirements of the French Commercial Code (Code de commerce) and the French Code of Ethics for Statutory Auditors (Code de déontologie de la profession de commissaire aux comptes) for the period from January 1st, 2023, to the date of our report, and specifically we did not provide any prohibited non- audit services referred to in Article 5(1) of Regulation (EU) No 537/2014.

Justification of Assessments - Key Audit Matters

In accordance with the requirements of Articles L. 821-53 et R. 821-180 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, we inform you of the key audit matter relating to risks of material misstatement that, in our professional judgment, were of most significance in our audit of the financial statements of the current period, as well as how we addressed those risks.

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

Valuation of investments in subsidiaries and associates, and loans and advances to subsidiaries and associates

Risk identified	Our response

As of 31 December 2023, investments in subsidiaries and associates, and loans and advances to subsidiaries and associates, recorded in the balance sheet for a net carrying amount of 7 708 M€ and 622 M€ respectively, represent 86% of the company's total balance sheet.
 	
Investments in subsidiaries and associates are recorded at their acquisition cost and loans and advances to subsidiaries and associates are recorded at their nominal amount, as described in the "Subsidiaries and associates" and "Loans and Receivables" sections of the note "Accounting Principles" to the financial statements. They are depreciated if their recoverable amount is lower than their carrying amount at the closing date.
 	
The valuation methods used to determine the inventory value depend on the type of activity of the entities and may be based on the share in net equity or the share in the revalued net assets, the determination of which can be based on various methods (discounted future cash flows, multiples of sales or margins, external valuations based on the transactions on similar companies, stock market values).
 	
An impairment was recognized for 108 M€ for Eufor SAS and a reversal of impairment was recognized for 156 M€ for Wendel Luxembourg, at the year ended December 31, 2023 as described in note 1 to the financial statements.
 	
We considered that the valuation of investments in subsidiaries and associates, and loans and advances to subsidiaries and associates, constitutes a key audit matter due to the materiality of these items in the company's financial statements, and because the determination of their recoverable amount requires the use of assumptions, judgments and estimates.
	To assess the estimate of the recoverable amount of the investments in subsidiaries and associates, our work primarily consisted in:
	■ assessing, on the basis of the information provided to us, whether the valuation method applied by management is justified;
	■ testing the arithmetic accuracy of the recoverable value calculated by the company, in particular when the valuation is based on the share in net equity;
	■ corroborating with external sources the average share price used for the valuation of listed securities;
	■ for companies held indirectly, whose value is determined using a multiples method:
	  ■ assessing the relevance of the margin multiples used by management;
	  ■ evaluating the consistency of the estimates with those used for the goodwill impairment tests in the company's consolidated financial statements, in particular concerning the budget assumptions;
	■ assessing the appropriateness of the information mentioned in Note 1 of the appendix to the annual accounts.
	
	For the valuation of loans and advances to subsidiaries and associates, we examined the impairment tests consistency with the tests of investments in subsidiaries and associates.

Specific Verifications

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by laws and regulations.

Information given in the management report and in the other documents with respect to the financial position and the financial statements provided to the shareholders

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Executive Board and in the other documents with respect to the financial position and the financial statements provided to the shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D. 441-6 of the French Commercial Code (*Code de commerce*).

Report on Corporate Governance

We attest that the Supervisory Board's Report on Corporate Governance 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 (*Code de commerce*).

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code (code de commerce) relating to remunerations and benefits received by or awarded to the directors and any other commitments made in their favour, 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 your Company from controlled enterprises included in the scope of consolidation. Based on these procedures, we attest the accuracy and fair presentation of this information.

With respect to the information relating to items that your company considered likely to have an impact in the event of a takeover bid or exchange offer, provided pursuant to Article L. 22-10-11 of the French Commercial Code (code de commerce), we have agreed this information to the source documents communicated to us. Based on these procedures, we have no observations to make on this.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests and the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Other Verifications or Information Required by Laws and Regulations

Format of presentation of the financial statements intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the financial statements intended to be included in the annual financial report mentioned in Article L. 451-1-2, I of the French Monetary and Financial Code (code monétaire et financier), prepared under the responsibility of the Chairman of the Executive Board, complies with the single electronic format defined in the European Delegated Regulation No 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of statutory auditors

We were appointed as statutory auditors of Wendel by your annual general meeting held on November 15th, 1988 for ERNST & YOUNG Audit and on May 16th, 2019 for Deloitte & Associés.

As at December 31, 2023, ERNST & YOUNG Audit and Deloitte & Associés were in the 36th year and 5th year of total uninterrupted engagement.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles and for such internal control as Management determines is necessary to enable the preparation of financial statements that are free from 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 is expected to liquidate the Company or to cease operations.

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

The financial statements were approved by the Executive Board.

Statutory Auditors' Responsibilities for the Audit of the Financial Statements

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

As specified in Article L. 821-55 of the French Commercial Code (*Code de commerce*), our statutory audit does not include assurance on the viability of the Company or the quality of management of the affairs of the Company.

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

- Identifies and assesses the risks of material misstatement of the financial statements, whether due to fraud or error, designs and performs audit procedures responsive to those risks, and obtains audit evidence considered to be sufficient and appropriate to provide a basis for his opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtains an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the internal control;
- Evaluates the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by Management in the financial statements;
- Assesses the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of his audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If the statutory auditor concludes that a material uncertainty exists, there is a requirement to draw attention in the audit report to the related disclosures in the financial statements or, if such disclosures are not provided or inadequate, to modify the opinion expressed therein;
- Evaluates the overall presentation of the financial statements and assesses 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, if any, significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

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

We also provide the Audit Committee with the declaration provided for in Article 6 of Regulation (EU) N°537/2014, confirming our independence within the meaning of the rules applicable in France such as they are set in particular by Articles L.821-27 to L.821-34 of the French Commercial Code and in the French Code of Ethics (*code de déontologie*) for statutory auditors. Where appropriate, we discuss with the Audit Committee the risks that may reasonably be thought to bear on our independence, and the related safeguards.

Paris-La Défense, March 12, 2024

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES		ERNST & YOUNG Audit	
Mansour Belhiba	Emmanuel Rollin	Alain Perroux	Ioulia Vermelle

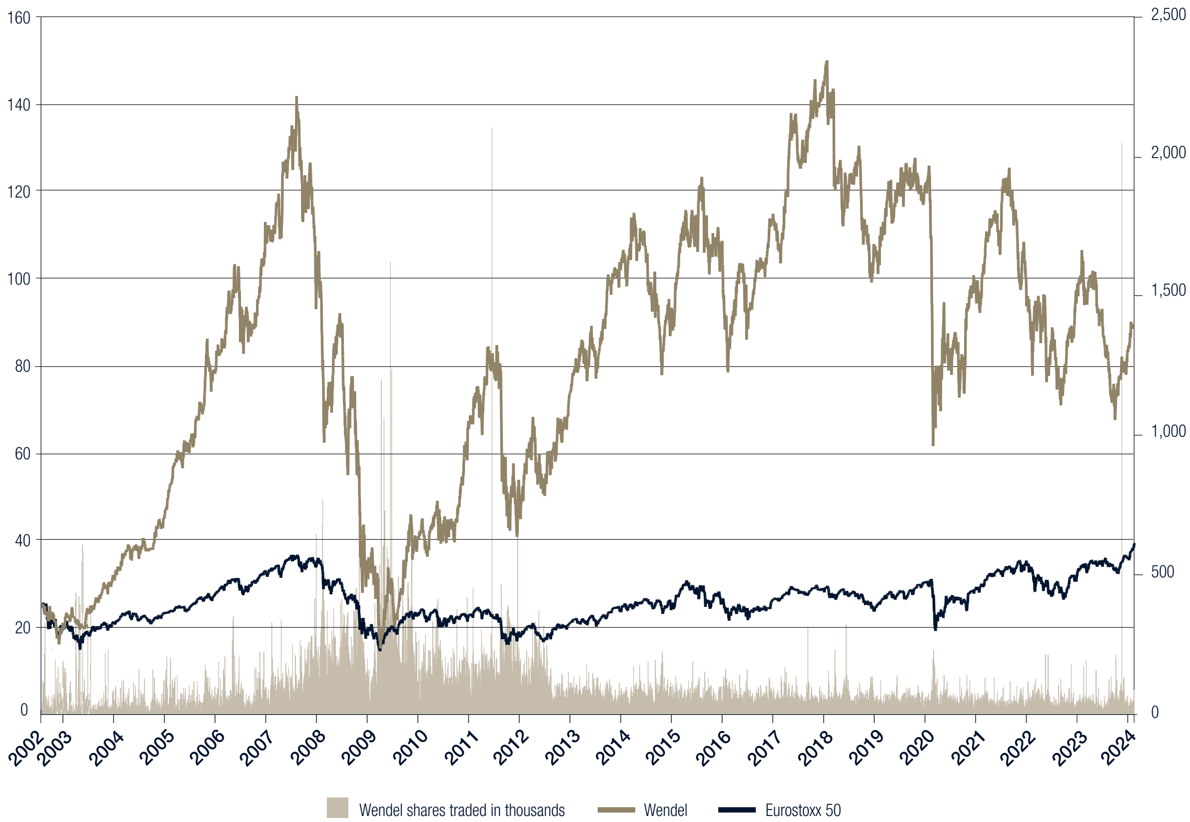
8 SHARE CAPITAL AND SHAREHOLDERS

8.1 Wendel share performance and dividend

8.1.1 Stock market data

Change in the Wendel share price and the Euro Stoxx 50 index compared with the Wendel share price as of June 13, 2002. Source: FactSet.

Total Shareholder Return (TSR) of Wendel compared to the Euro Stoxx 50 index, since the CGIP/Marine-Wendel merger.



Reinvested dividend performance from June 13, 2002 to February 29, 2024	Total returns for the period	Annualized return over the period
Wendel	499.7%	8.6%
Euro Stoxx 50	233.3%	5.7%

Source: FactSet.

Share data

Listing venue: Eurolist (eligible for deferred settlement service [SRD]) – Compartment A (blue chips)

ISIN code: FR0000121204 – Bloomberg code: MF FP

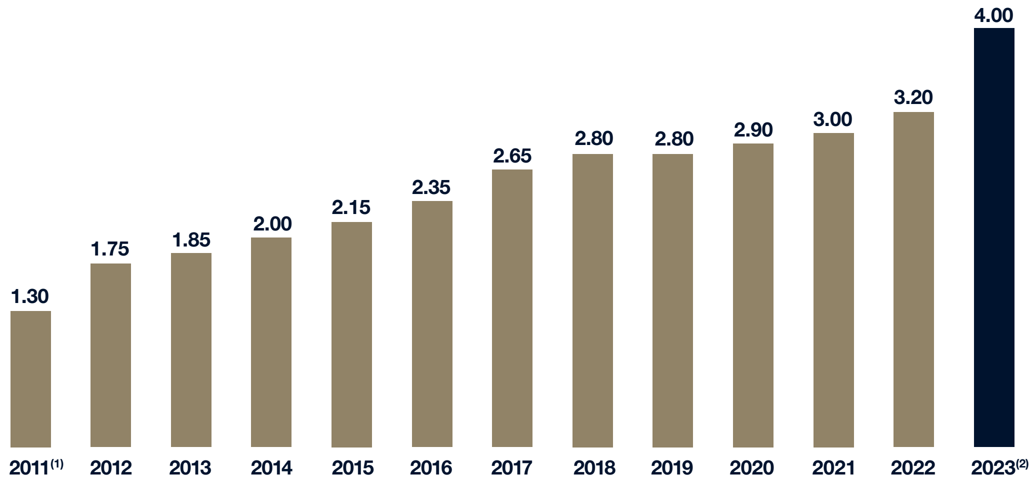
Reuters code: MWDP. PA Mnemonic code: MF

Indices: CAC AllShares, CAC Mid 60, Euronext 150, SBF120, STOXX® Europe, EURO STOXX®, STOXX® Europe Private Equity 20, STOXX® Europe 600, LPX 50, EN Family Business, DJSI Europe, DJSI World.

Minimum trade: 1 share/Share savings plan (PEA): Eligible/Deferred settlement service (SRD): Eligible/Par value: €4/Number of shares outstanding: 44,430,554 as of December 31, 2023.

8.1.2 Dividend

Ordinary dividend, in euros per share.



(1) The 2011 ordinary dividend included an exceptional distribution of one Legrand share for every 50 Wendel shares held.
(2) Wendel is proposing a dividend of €4.00 per share for 2023, up 25% compared to 2022 and representing a dividend yield of 2.5% based on Wendel's NAV as of December 31, 2023 and of 4.4% based on the share price as of February 23, 2024. The proposed dividend is subject to the approval of the Shareholders' Meeting to be held on May 16, 2024. The dividend will be paid in cash on May 23, 2024. The ex-dividend date will be May 21, 2024.

8.1.3 2023 share buyback program

In its 19th resolution, the Shareholders' Meeting of June 15, 2023 authorized the Company to set up a share buyback program covering up to 10% of the number of shares comprising the share capital at the time of the buybacks, for a period of 14 months. The maximum purchase price under the authorization is €250.

Accordingly, the Executive Board was authorized to buy back a number of shares representing a maximum of 10% of the share capital, i.e., 4,440,767 shares on the date on which authorization was granted.

During 2023, Wendel bought back its own shares as follows (for more information, see section 8.3.8):

- under the liquidity agreement, Oddo Corporate Finance purchased 641,925 shares on behalf of Wendel; and
- 275,736 shares were bought back and allocated to cover stock option and performance share plans, 19,153 of which were subsequently reallocated to cover the delivery of shares in the event of an external growth transaction, merger, spin-off or contribution.

8.1.4 Share price

Date	Average closing price – 1 month	Intraday high	Intraday low	Average daily trading volume
January 2021	99.14	102.40	93.15	5,082,152
February 2021	96.69	101.30	91.75	4,636,629
March 2021	101.58	107.50	95.40	6,441,884
April 2021	110.26	112.40	105.40	5,475,699
May 2021	113.66	116.00	110.30	4,975,919
June 2021	115.20	117.20	111.60	4,303,136
July 2021	111.34	121.30	105.50	5,016,321
August 2021	122.17	124.80	117.90	4,455,062
September 2021	122.30	127.50	118.50	5,037,227
October 2021	117.50	122.60	112.70	5,169,460
November 2021	111.66	117.20	100.60	5,197,206
December 2021	102.15	107.40	97.75	5,138,612
January 2022	101.96	110.00	93.10	5,055,195
February 2022	92.64	98.10	84.20	4,845,107
March 2022	88.85	96.20	75.60	6,097,554
April 2022	92.99	97.75	88.20	5,565,198
May 2022	91.50	97.35	86.00	5,617,972
June 2022	86.34	97.25	75.30	6,261,609
July 2022	83.65	90.90	77.85	3,091,619
August 2022	84.35	90.05	78.50	3,169,714
September 2022	76.19	81.95	70.45	4,319,430
October 2022	77.13	81.85	72.00	3,746,907
November 2022	85.18	89.05	77.15	4,689,114
December 2022	88.25	91.75	85.45	3,494,231
January 2023	95.10	100.20	87.25	4,076,499
February 2023	100.85	109.20	96.05	5,351,317
March 2023	99.85	107.60	92.00	5,661,567
April 2023	98.65	101.70	94.20	4,767,963
May 2023	100.41	103.40	97.75	4,453,430
June 2023	97.60	103.10	91.55	3,567,981
July 2023	92.27	94.90	88.25	2,611,902
August 2023	85.51	90.10	82.50	3,282,251
September 2023	79.07	85.40	73.40	4,872,909
October 2023	72.79	77.20	67.45	5,731,009
November 2023	75.60	79.75	70.35	11,513,612
December 2023	80.07	84.65	77.00	5,663,751
January 2024	81.19	85.30	77.55	3,174,669
February 2024	87.21	93.80	83.30	3,458,419

8.2 Financial communication policy

The Investor Relations department acts as an interface between the Group and its equity and bond investors. It aims to provide a clear view on the Group's results and strategy through its financial communications. Wendel deploys a number of initiatives to keep its shareholders, bondholders, French and international investors and financial analysts well informed. It strives to offer to all market participants clear, comprehensive and transparent information in real time in order to give them an understanding of the Group's strategy, its positioning, its portfolio companies' latest news and its medium-term objectives.

8.2.1 Ongoing in-depth dialogue with the market

- Every year, the Investor Relations department organizes a number of events for analysts and institutional investors, to which industry-specialist journalists are invited: an analysts' conference on the same day as the annual results are published, an Investor Day, a quarterly conference call for the results or trading updates and other ad hoc events to coincide with strategic transactions such as acquisitions. The presentations are broadcast live on the Group's website, www.wendelgroup.com. All of the information presented is made available on the website on the day of publication and webcasts are available for one year.
- Like every year, in December 2023 Wendel held its Investor Day, which gives stakeholders the opportunity to meet and get to know the unlisted companies in its portfolio and get an update on its investment strategy. The 2023 edition was held both digitally and physically from a television set, in the most interactive and condensed format possible. At this 22nd Investor Day, dedicated mainly to the Group's unlisted companies, the Executive Board presented an update on the strategic directions announced in March 2023. In addition, the day was a chance for the leaders of IK Partners, Stahl and Scalian to explain their businesses and the potential for long-term value creation. Since 2009, Wendel has deployed a financial communication policy for its bond investors, with the organization of "credit updates" that mirror the roadshows and events offered to equity investors.
- Over the last nine years, the Group has also reinforced its dialogue with its equity investors and proxy advisors on governance issues, through targeted events held in conjunction with the General Secretary. Since 2019, the Chairman of the Governance Committee, also chairs the events.
- As begun in 2020, the Financial Communications department organized and participated in ESG-focused financial communication events. Accompanied by the Sustainable Development and Communications department, it participated in two conferences dedicated to ESG investors and was the first French issuer to hold an ESG thematic conference organized with the French Society of Financial Analysts (SFAF).
- Throughout the year, the Investor Relations department maintains and develops exchanges with the financial community. In 2023, members of the Executive Board and the Chief Financial Officer, supported by the Investor Relations team, held 17 days of equity and credit roadshows and participated in 12 brokers conferences in the main global financial markets. A total of 195 meetings were held with investors from 24 countries, including France, the UK, the USA and the DACH region.
- Wendel refers to principles defining our role as long-term shareholder, drawn up in 2009.

8.2.2 A dedicated policy for individual shareholders

In 2023, the Wendel Group pursued its communications policy dedicated to the over 27,000 individual shareholders who represent 21.4% of its share capital.

Wendel created a Shareholder Advisory Committee in 2009, which met three times in 2023. Composed of nine members, its role is to obtain feedback from individual shareholders on the media used to communicate with them: letters to shareholders, the website, social media, the Universal Registration Document and other publications. Meetings of the Shareholder Advisory Committee are also an opportunity to discuss current issues (strategy, acquisitions, disposals), understand questions asked by individual shareholders, and identify any issues that may need clarification. Whatever the topics on the agenda, this collaborative work is carried out with the aim of constantly improving the information provided to Wendel shareholders.

8.2.3 Information on the website

Wendel provides the financial community and its shareholders with a regularly updated "Investors" and a specific "Individual shareholders" section on its website, www.wendelgroup.com. In particular, it includes:

- financial presentations and press releases ("Results and Sales" section). All public presentations are broadcast live on the Company's website and available to view for one year;
- the most recent Net Asset Value (NAV) published and the methodology used ("Net Asset Value" section);
- the Universal Registration Document and half-year financial report;
- information on bondholders ("Credit Investors" section);
- information for individual shareholders ("Individual shareholders" section);
- information on the Shareholders' Meeting ("Shareholders' Meetings" section).

8.2.4 2024 calendar

Q1 2024 **Trading update** and NAV – Publication of NAV as of March 31, 2024 (post-market release)	April 25, 2024
Shareholders' Meeting	May 16, 2024
H1 2024 results – Publication of NAV as of June 30, 2024, and the condensed Half-Year consolidated financial statements (post-market release)	July 31, 2024
Q3 2024 **Trading update** and NAV – Publication of NAV as of September 30, 2024 (post-market release)	October 24, 2024
2024 Investor Day	December 5, 2024

8.2.5 Contacts

Wendel

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Individual shareholders

Toll-free number (from a landline in France): 0 800 897 067

Christine Anglade,
Director of Sustainable Development and Communication

E-mail: c.anglade@wendelgroup.com

8.2.6 Documents available to shareholders and the public

In accordance with applicable law, the Company's by-laws, minutes of Shareholders' Meetings and certain other Company reports, as well as historical financial information and other documents, may be consulted at the Company's registered office, at 2-4 rue Paul Cézanne, 75008 Paris (France).

Pursuant to Article 19 of EU Regulation 2017/1129 of the European Parliament and of the Council dated June 14, 2019, the following information is incorporated by reference in this Universal Registration Document:

- the key figures on page 32 as well as the consolidated financial statements and corresponding audit report on pages 349-423 of the 2021 Universal Registration Document filed with the AMF on April 14, 2022, under number D. 22-0292;
- the key figures on page 34 as well as the consolidated financial statements and corresponding audit report on pages 317-391 of the 2022 Universal Registration Document filed with the AMF on April 14, 2023, under number D. 23-0281.

Those sections of the 2021 and 2022 Universal Registration Documents not incorporated herein by reference either do not apply to investors or are covered in a section of this Universal Registration Document.

In addition, all financial news and all information documents published by Wendel are accessible on the Company's website, www.wendelgroup.com.

Main press releases published by the Company in 2023 and in early 2024:

February 28, 2024: 2023 Full-Year Results

January 30, 2024: Anne-Sophie Kerfant appointed Group Tax Director at Wendel

January 16, 2024: IHS Towers and Wendel Group Agree on Corporate governance Matters

January 4, 2024: Sale of Constantia Flexibles to One Rock Capital Partners is completed

December 15, 2023: ESG performance: Wendel Is once again a member of the DJSI World and Europe indices

December 11, 2023: Wendel Investor Day

October 26, 2023: Q3 2023 Trading Update

October 17, 2023: Wendel launches its expansion in third-party private asset management and enters into exclusive negotiations with IK Partners

July 31, 2023: Wendel signs an agreement for the sale of Constantia Flexibles to One Rock Capital Partners

July 27, 2023: Half-year 2023 trading update and results

July 27, 2023: Wendel completes the acquisition of Scalian, a leading European consulting firm in digital transformation, project management and operational performance

July 17, 2023: Cyril Marie appointed Executive Vice-President Strategy and Corporate Development at Wendel

June 15, 2023: 2023 Combined Shareholders' Meeting - all resolutions adopted

June 12, 2023: Successful issue of €300 million 7-year bond issue bearing interest at 4.5%

June 12, 2023: Wendel extends its bond debt maturities

May 25, 2023: Appointments at Wendel

May 3, 2023: Wendel – Combined Shareholders' Meeting set for June 15, 2023

April 27, 2023: Wendel – Q1 2023 activity is increasing; Implementation of new strategic directions

April 17, 2023: Wendel enters into exclusive negotiations with the intent to acquire the Scalian Group, a leading European consulting firm in digital transformation, project management and operational performance

April 14, 2023: Availability of the 2022 Universal Registration Document

March 22, 2023: Wendel announces the successful issue of €750 million of bonds exchangeable into ordinary shares of Bureau Veritas due 2026

March 22, 2023: Wendel launches a circa €750 million issue of bonds exchangeable into existing ordinary shares of Bureau Veritas due 2026

March 16, 2023: 2022 Full-Year Results: Good performance of the portfolio companies; New Strategic Directions

February 16, 2023: Wendel Growth invests in Brigad, an online tool connecting self-employed professionals with hospitality and care establishments

February 6, 2023: Stahl to strengthen and diversify specialty coatings activity with acquisition of ICP industrial solutions group

January 11, 2023: Wendel confirms its inclusion in the DJSI World and Europe and rises in the CDP

January 4, 2023: Tadaweb, Wendel Growth's First Direct Investment in Europe

8.3 Information on the share capital

8.3.1 Main shareholders

As of December 31, 2023, the share capital comprised 44,430,554 shares with a par value of €4 each, carrying 67,805,622 theoretical voting rights and 66,677,084 exercisable voting rights. Double voting rights are granted to fully paid-up shares that have been registered in the name of the same shareholder for at least 2 years, regardless of the shareholder's country of citizenship. As of December 31, 2023, 23,375,068 shares had double voting rights.

To the best of the Company's knowledge, the main shareholders as of December 31, 2023 were as follows:

	% of share capital
Wendel-Participations SE and related parties[1]	39.6%
Institutional investors outside France	29.4%
Individual shareholders	21.4%
Institutional investors in France	5.9%
Treasury shares	2.4%
Employees and members of the Executive Board	1.2%

(1) In accordance with Article L. 233-10 of the French Commercial Code (Code de commerce), the data include Wendel-Participations SE, its Chairwoman, Priscilla de Moustier, and Société Privée d'Investissement Mobiliers (SPIM).

To the best of the Company's knowledge:

- no shareholder, other than Wendel-Participations SE, owns more than 5% of the Company's share capital;
- the members of the Supervisory Board and the Executive Board hold or represent 1.02% of the share capital and 1.10% of the theoretical voting rights (including the Wendel shares held indirectly via the FCPE Wendel mutual fund).

There are no debt securities or other rights, convertible bonds, exchangeable bonds and/or bonds redeemable in shares that give or could give access to the Company's share capital except for stock options (subscription and/or purchase) and any future performance share plans.

There are no shares that do not represent capital, such as founder shares or voting rights certificates.

8.3.2 Controlling legal entities or individuals

Wendel-Participations SE

Presentation

Wendel-Participations SE is a holding company that holds Wendel shares. Wendel-Participations SE is owned by around 1,300 Wendel family members and legal entities. The purpose of Wendel-Participations SE is to:

- invest and manage its own funds and acquire (or sell) investments;
- own (through purchase, subscription at issue, exchange or any other means) and manage any French or foreign listed or unlisted securities, whether moveable or immoveable, and engage in any type of short, medium or long-term capital transactions;
- take part in any investments in collective investment funds, whether movable or immovable;
- create, coordinate and manage all commercial or civil companies;
- preserve the financial and non-financial interests of the Wendel family, as well as the Wendel name or trademark and the logos associated with this name and trademark, which may not be used otherwise than by the Company without the express authorization of its Board of Directors;
- any actions aimed at promoting or strengthening family cohesion;
- advisory and other services in the field of wealth management solely for the Company's shareholders and in compliance with applicable laws; and
- generally, any commercial, industrial, financial, investment or real estate operations directly or indirectly related, in whole or in part, to the above-mentioned activities.

Wendel's control structure

As of December 31, 2023, Wendel-Participations SE (and related parties) had a controlling interest in Wendel with 39.55% of its share capital, 51.84% of its theoretical voting rights and 52.71% of its exercisable voting rights.

The following measures ensure that control by Wendel-Participations SE over the Company is exercised appropriately:

- management and oversight are separated through a two-tiered structure, with an Executive Board and a Supervisory Board;
- presence of 40% of independent members on the Supervisory Board (excluding members representing employees);
- appointment of an independent member as Lead Member of the Supervisory Board;
- the chairs of the Supervisory Board Committees are independent members of the Board.

Economic and financial ties with Wendel

There are no significant economic and financial ties between Wendel-Participations SE and Wendel other than those related to the holding of shares (dividends) and the following agreements (described in section 9.1.1 of the Universal Registration Document in the Statutory Auditors' special report):

- a memorandum of understanding on the use of the name "Wendel" as well as a license agreement on the "Wendel" trademark, modified by amendments dated October 25, 2013, December 8, 2015, March 21, 2018, February 18, 2020, September 17, 2020, February 12, 2021, February 11, 2022 and December 8, 2022;
- an administrative assistance agreement modified by amendments dated February 12, 2021 and March 16, 2023;
- a services agreement under which Wendel provides services to Wendel-Participations SE in the fight against corruption (the so-called "Sapin II" law) and country-by-country tax reporting ("CBCR"), modified by amendments dated January 17, 2019, December 1, 2020, and March 16, 2023;
- a sublease agreement for the premises located rue Paul Cézanne in Paris, dated March 16, 2023, modified by an amendment dated November 8, 2023;
- a contract for the provision of technical equipment, dated March 16, 2023;
- a deposit agreement for works of art dated March 16, 2023.

8.3.3 Significant changes in share ownership and voting rights in the last three years

	Situation as of Dec. 31, 2023		Situation as of Dec. 31, 2022		Situation as of Dec. 31, 2021	
	Share capital	Voting rights	Share capital	Voting rights	Share capital	Voting rights
Wendel-Participations SE[1]	39.6%	52.7%	39.6%	52.6%	39.3%	52.3%
First Eagle	3.8%	2.6%	4.4%	2.9%	4.3%	2.9%
Treasury shares (registered shares)	2.4%	-	2.1%	-	2.3%	-
Group savings plan	0.9%	1.0%	0.8%	1.0%	0.8%	0.9%
Other shareholders (institutional and individual)	53.3%	43.7%	53.1%	43.5%	53.4%	44.0%
of which individual shareholders	*21.4%*	*21.6%*	*21.6%*	*21.8%*	*20.4%*	*21.3%*
TOTAL SHARES AND EXERCISABLE VOTING RIGHTS	**44,430,554**	**66,677,084**	**44,407,677**	**66,885,448**	**44,747,943**	**66,781,482**

Voting rights are calculated based on the exercisable voting rights as of that date.

(1) *In accordance with Article L. 233-10 of the French Commercial Code, the data include Wendel-Participations SE, its Chairwoman, Priscilla de Moustier, and Société Privée d'Investissement Mobiliers (SPIM).*

As is the case every year, a survey was conducted in January 2024 to identify the shareholders of Wendel as of December 31, 2023.

There was relatively little change during the year in Wendel's shareholder breakdown, with a significant increase in French institutional investors (5.9% *vs.* 3.1% as of December 31, 2022), and a slight decrease in foreign institutional investors (29.4% *vs.* 32.4% as of December 31, 2022). The number of individual shareholders decreased to 27,990, with their stake in the share capital remaining relatively stable at 21.4% compared with 21.6% the previous year.

8.3.4 Changes in share capital in the last 5 years

Date of change in the share capital	Type of transaction	Change in the number of shares	Number of shares comprising the share capital	Par value (in euros)	Change in the share capital (in euros)	Amount of the share capital (in euros)	Change in share premiums (in euros)	Amount of share and merger premiums
Situation as of December 31, 2019			**44,682,308**	**4**		**178,729,232**		**53,270,931**
	Exercise of subscription options	-	-	-	-	-	-	-
	Share issue reserved for the FCPE Wendel mutual fund	36,811	44,719,119	4	147,244	178,876,476	2,068,778	55,339,709
	Cancellation of shares	-	-	-	-	-	-	-
Situation as of December 31, 2020			**44,719,119**	**4**		**178,876,476**		**55,339,709**
	Exercise of subscription options	-	-	-	-	-	-	-
	Share issue reserved for the FCPE Wendel mutual fund	28,824	44,747,943	4	115,296	178,991,772	2,194,496	57,534,205
	Cancellation of shares	-	-	-	-	-	-	-
Situation as of December 31, 2021			**44,747,943**	**4**		**178,991,772**		**57,534,205**
	Exercise of subscription options	-	-	-	-	-	-	-
	Cancellation of shares	(377,323)	44,370,620	4	(1,509,292)	177,482,480	(37,320,329)	20,213,876
	Share issue reserved for the FCPE Wendel mutual fund	37,057	44,407,677	4	148,228	177,630,708	2,024,424	22,238,300
Situation as of December 31, 2022			**44,407,677**	**4**		**177,630,708**		**22,238,300**
	Exercise of subscription options	-	-	-	-	-	-	-
	Share issue reserved for the FCPE Wendel mutual fund	22,877	44,430,554	4	91,508	177,722,216	1,259,150	23,497,450
	Cancellation of shares	-	-	-	-	-	-	-
Situation as of December 31, 2023			**44,430,554**	**4**		**177,722,216**		**23,497,450**

8.3.5 Ownership threshold disclosures

Since the publication of the 2022 Universal Registration Document, no ownership threshold disclosures have been published by the AMF.

8.3.6 Pledging of issuer's shares

To the best of the Company's knowledge, 87,564 registered Wendel shares (in either pure or administered form) were pledged as collateral as of December 31, 2023.

8.3.7 Financial authorizations

8.3.7.1 Existing financial authorizations and use thereof

As of December 31, 2023, the following financial authorizations were in effect:

Authorization	AGM date (resolution no.)	Period and expiration date	Authorized nominal amount or % of share capital	Amount used as of December 31, 2023
A. Issue of shares or other securities giving access to the share capital				
■ With preferential subscription rights	June 16, 2022 17th resolution	26 months August 16, 2024	40% of the share capital	-
■ By way of a public offering, with waiver of preferential subscription rights	June 16, 2022 18th resolution	26 months August 16, 2024	10% of the share capital	-
■ By way of a private placement, with waiver of preferential subscription rights	June 16, 2022 19th resolution	26 months August 16, 2024	10% of the share capital	-
■ Pricing in the event of a public offering or a private placement	June 16, 2022 20th resolution	26 months August 16, 2024	-	-
■ Greenshoe option	June 16, 2022 21st resolution	26 months August 16, 2024	15% of the initial issue	-
■ As consideration for securities (contributions in kind)	June 16, 2022 22nd resolution	26 months August 16, 2024	10% of the share capital	-
■ In the event of a public exchange offer	June 16, 2022 23rd resolution	26 months August 16, 2024	10% of the share capital	-
■ Capitalization of reserves	June 16, 2022 24th resolution	26 months August 16, 2024	50% of the share capital	-
■ Overall authorized ceiling	June 16, 2022 25th resolution	26 months August 16, 2024	Overall ceiling: 100% of the share capital (17th, 18th, 19th, 20th, 21st, 22nd, 23rd and 24th resolutions) Sub-ceiling: 10% of the share capital (18th, 19th, 20th, 21st, 22nd and 23rd resolutions)	-
B. Authorization of a share buyback program and share cancellations				
■ Share buybacks	June 15, 2023 19th resolution	14 months August 15, 2024	10% of the share capital. Max. price: €250 per share	2.06% of the share capital 917,661 shares
■ Cancellation of shares	June 16, 2022 16th resolution	26 months August 16, 2024	10% of the share capital per 24-month period	-
C. Employee shareholding				
■ Group savings plan	June 15, 2023 20th resolution	14 months August 15, 2024	€200,000	€91,508 (22,877 shares)
■ Stock options (subscription and/or purchase)	June 15, 2023 21st resolution	14 months August 15, 2024	1% of the share capital (common ceiling for options and performance shares)	0.29% of the share capital (129,901 options)
■ Free shares	June 15, 2023 22nd resolution	14 months August 15, 2024	1% of the share capital (common ceiling for options and performance shares)	0.57% of the share capital (254,303 shares)

8.3.7.2 Financial authorizations proposed to the Shareholders' Meeting of May 16, 2024

Authorization	AGM date (resolution no.)	Period and expiration date	Authorized nominal amount or % of share capital
A. Issue of shares or other securities giving access to the share capital			
▪ Overall authorized ceiling	May 16, 2024 18th resolution	26 months July 16, 2026	Overall ceiling: 100% of capital (19th to 26th resolutions) Sub-ceiling: 10% of capital (20th to 25th resolutions)
▪ With preferential subscription rights	May 16, 2024 19th resolution	26 months July 16, 2026	40% of the share capital
▪ By way of a public offering, with waiver of preferential subscription rights	May 16, 2024 20th resolution	26 months July 16, 2026	10% of the share capital
▪ By way of a private placement, with waiver of preferential subscription rights	May 16, 2024 21th resolution	26 months July 16, 2026	10% of the share capital
▪ Pricing in the event of a public offering or a private placement	May 16, 2024 22nd resolution	26 months July 16, 2026	-
▪ Greenshoe option	May 16, 2024 23rd resolution	26 months July 16, 2026	15% of the initial issue
▪ As consideration for securities (contributions in kind)	May 16, 2024 24rd resolution	26 months July 16, 2026	10% of the share capital
▪ In the event of a public exchange offer	May 16, 2024 25th resolution	26 months July 16, 2026	10% of the share capital
▪ Capitalization of reserves	May 16, 2024 26th resolution	26 months July 16, 2026	50% of the share capital
B. Authorization of a share buyback program and share cancellations			
▪ Share buybacks	May 16, 2024 16th resolution	14 months July 16, 2025	10% of the share capital. Max. price: €250 per share
▪ Cancellation of shares	May 16, 2024 17th resolution	26 months July 16, 2026	10% of the share capital per 24-month period
C. Employee shareholding			
▪ Group savings plan	May 16, 2024 27th resolution	14 months July 16, 2025	€200,000
▪ Stock options (subscription and/or purchase)	May 16, 2024 28th resolution	14 months July 16, 2025	1% of the share capital (common ceiling for options and performance shares)
▪ Free shares	May 16, 2024 29th resolution	14 months July 16, 2025	1% of the share capital (common ceiling for options and performance shares)

The resolutions submitted for the approval of the Shareholders' Meeting of May 16, 2024 will supersede, up to the amounts not used at that date, the previous authorizations and delegations with the same purpose.

8.3.8 Share buyback

8.3.8.1 Legal framework

In its 19th resolution, the Shareholders' Meeting of June 15, 2023 authorized the Company to set up a share buyback program covering up to 10% of the number of shares comprising the share capital at the time of the buybacks, for a period of 14 months. The maximum purchase price under the authorization is €250.

Accordingly, the Executive Board was authorized to buy back a number of shares representing a maximum of 10% of the share capital, i.e., 4,440,767 shares on the date on which authorization was granted.

In accordance with applicable regulations and market practices permitted by the AMF, the objectives of the share buyback program were as follows:

- to make a market in and ensure the liquidity of the Company's shares under a liquidity agreement that complies with market practices permitted by the AMF;
- to implement stock purchase option plans, in accordance with Articles L. 225-177 *et seq.* of the French Commercial Code;
- to allocate free shares, in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code;
- to deliver shares on the exercise of rights attached to securities giving access to the Company's share capital immediately or in the future;
- to retain and subsequently deliver shares (in exchange, as payment or otherwise) in the context of acquisitions, mergers, spin-offs or asset contributions, subject to prior authorization by the Supervisory Board;
- to allocate or sell shares as part of the Group's profit-sharing program and any Group savings plan as provided for by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code *(Code du travail)*;
- to cancel all or part of the shares bought back, subject to the prior authorization of the Supervisory Board, pursuant to the authorization of the Shareholders' Meeting.

The program could also allow the Company to pursue any other purpose that has been or may be authorized by applicable laws and regulations or by any market practice that may be permitted by the AMF. In such case, the Company would inform its shareholders via a press release.

8.3.8.2 Liquidity agreement

Under the liquidity agreement, between January 1, 2023 and December 31, 2023, Oddo BHF:

- purchased on Wendel's behalf 641,925 shares for a total amount of €57,777,878.27 and an average per-share amount of €90.01;
- sold on Wendel's behalf 640,783 shares for a total amount of €58,171,920.80 and an average per-share amount of €90.78.

As of December 31, 2023, the liquidity account entrusted by the Company to Oddo BHF had:

- 62,974 shares;
- €4,095,376.98.

8.3.8.3 Implementation of stock option and performance share plans

From January 1, 2023 to December 31, 2023:

- 275,736 shares were bought back and allocated to cover stock option and performance share plans. They were bought back for a gross amount of €21,597,445.48 and an average per-share price of €78.33;
- 38,642 treasury shares were delivered on the exercise of stock options, for a gross amount of €3,203,421.80 and an average per-share price of €82.90.

8.3.8.4 Delivery of shares for external growth transactions, mergers, spin-offs or asset contributions

Between January 1 and December 31, 2023, 19,153 shares previously acquired within the 275,736-share package mentioned above were reallocated to deliver shares in the event of an acquisition, merger, spin-off or contribution. They were reallocated for a gross amount of €1,532,830.63 and an average per-share amount of €80.03.

8.3.8.5 Cancellation of shares

Between January 1, 2023 and December 31, 2023, Wendel did not reduce its capital by canceling shares.

8.3.8.6 Summary of transactions in shares held by the Company as of December 31, 2023

The Company did not buy back or sell shares for any purposes authorized under the program other than those described in section 8.3.8.1 above.

Wendel did not use any derivative instruments in the context of the share buyback program.

In the 24 months preceding December 31, 2023, Wendel canceled 377,323 shares.

As of December 31, 2023, the Company held 1,128,538 treasury shares, i.e. 2.54% of the share capital.

Summary of transactions by the Company in its own shares from January 1 to December 31, 2023

	Cumulative gross amounts in 2023	
	Purchases	Sales/Transfers
Number of shares	917,661	679,425
Average maximum maturity	-	-
Average transaction price	€86.50	€90.33
Average exercise price	-	-
AMOUNTS	**€79,375,323.75**	**€61,375,342.60**

Open positions as of December 31, 2023

Open long positions			Open short positions		
Calls purchased	Puts issued	Forward purchases	Calls issued	Puts purchased	Forward sales
-	-	-	-	-	-
-	-	-	-	-	-

8.3.8.7 Description of the share buyback program submitted for approval to the Shareholders' Meeting of May 16, 2024

In the 16th resolution to be submitted to the Shareholders' Meeting of May 16, 2024, the shareholders will be asked to approve a new share buyback program in accordance with Article L. 22-10-62 of the French Commercial Code, Title IV of Book II of the AMF General Regulations, European Regulation No. 596/2014 of the European Parliament and of the Council on market abuse and Commission Delegated Regulation (EU) 2016/1052 of March 8, 2016 on the conditions applicable to buyback programs and stabilization measures.

Under the program, shares may be bought back for any of the following purposes:

- to enable an investment services provider to make a market in and ensure the liquidity of the Company's shares under a liquidity agreement that complies with market practices permitted by the AMF;
- to implement stock purchase option plans, in accordance with Articles L. 22-10-56 *et seq.* of the French Commercial Code;
- to allocate free shares pursuant to the provisions of Articles L. 22-10-59 *et seq.* of the French Commercial Code;
- to deliver shares on the exercise of rights attached to securities giving access to the Company's share capital immediately or in the future;
- to retain and subsequently deliver shares (in exchange, as payment or otherwise) in the context of acquisitions, mergers, spin-offs or asset contributions, subject to prior authorization by the Supervisory Board;
- to allocate or sell shares as part of the Group's profit-sharing program and any Group savings plan as provided for by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code;
- to cancel all or part of the shares bought back, subject to the prior authorization of the Supervisory Board, pursuant to the authorization of the Shareholders' Meeting;
- this program is also intended to allow the Company to pursue any other purpose that has been or may be authorized by legislation or regulations in force, or by any market practice that may be allowed by the AMF. In such a case, the Company would inform its shareholders by means of a press release.

The number of shares bought back under the authorization to be granted to the Executive Board may not exceed 10% of the share capital at the time of the buyback. For information purposes, as of December 31, 2023 the authorization represented 4,443,055 shares, i.e., a maximum theoretical investment of €1,110,763,750 based on the maximum buyback price of €250 per share (excluding trading fees).

Pursuant to Article L. 225-210 of the French Commercial Code, the Company has made a commitment to keep its holding, both direct and indirect, within the limit of 10% of the share capital. As of December 31, 2023, the number of Wendel shares held by the Company was 1,128,538. Given the shares already held in treasury, the Company would be able to buy back 3,592,841 shares, or 8.09% of the share capital, for a maximum amount of €898,210,250 based on the maximum buyback price of €250. The Company reserves the right to pursue the program to the full extent of its authorization.

The share buyback authorization will be valid for a period of 14 months from the May 16, 2024, Shareholders' Meeting, i.e., until July 16, 2025.

8.3.9 Transactions in Company securities by corporate officers

Summary of transactions in Company shares, pursuant to Article L. 621-18-2 of the French Monetary and Financial Code *(Code monétaire et financier)*, carried out by persons with executive responsibilities[(1)] during 2023 and having been the subject of a declaration:

Name and function	Type of financial instrument	Type of transaction	Number of shares
Laurent Mignon,	Shares	Purchase	5,980
Executive Board Chairman, Group CEO	Shares	Pledge	5,980
David Darmon, Executive Board member, CEO	Options	Exercise	15,600
	Shares	Sale	15,600
	FCPE Wendel mutual fund units	Sale	48,069.2334
	Performance shares	Vesting	5,000
	Shares	Sale	728
	Performance shares	Vesting	3,479
Sophie Tomasi, Supervisory Board member, representing employees	Performance shares	Vesting	200
	Performance shares	Vesting	471
	"Relais Wendel 2023" mutual fund units	Subscription	998.7120
Harper Mates, Supervisory Board member, representing employees	Performance shares	Vesting	3,000
	Shares	Sale	1,525
	Performance shares	Vesting	172
	Shares	Sale	91
Humbert de Wendel, Supervisory Board member	OGQ-L SÀRL shares (intermediate holding company)	Donation	8,198,512
	Financière Berlioz SAS shares (intermediate holding company)	Transfer of all assets and liabilities to OGQ-L SARL	97,000
	Wendel-Participations shares	Dividend in kind received by an intermediate holding company	1,130
Priscilla de Moustier, Supervisory Board member	Wendel shares	Donations	6,250 (5x1,250)

(1) Including transactions carried out by persons closely related to them within the meaning of European Regulation No. 596/2014 on market abuse.

8.3.10 Shareholders' agreements

8.3.10.1 Commitments relating to Wendel's share capital

The Company was informed of the two-year lock-up agreements *(Pactes Dutreil)* entered into between Wendel-Participations SE, Société d'Investissement Privée Mobiliers (SPIM) and certain individual shareholders pursuant to Article 787B of the French Tax Code *(Code général des impôts) (Pactes Dutreil)*. The agreements, dated February 8, 2022, December 9, 2022 and December 15, 2023, respectively for 36.42%, 35.73% and 34.49% of the share capital at said dates, were still in force as at December 31, 2023.

In addition to a commitment to hold shares for a certain period, the agreements also grant a right of first refusal to Wendel-Participations SE and SPIM. The shareholders party to the agreements are not considered to be acting in concert.

As required by Articles 787 B of the French Tax Code and L. 233-11 of the French Commercial Code, the agreements have been notified to the AMF.

Other holding obligations in respect of Wendel shares are listed in section 2.1.8.1, under "Restriction on the sale of Wendel shares by Supervisory and Executive Board members".

8.3.10.2 Shareholders' agreements and governance agreements entered into by the Wendel Group

The Group is party to a number of agreements governing its relationships with its co-investors, whether co-investors in its subsidiaries or holding companies (ACAMS, Constantia Flexibles, Crisis Prevention Institute, IHS, Scalian, Stahl, Tarkett and direct investments via Wendel Growth) or managers (or former managers) of portfolio companies, relating to mechanisms aimed at aligning their interests with their respective companies' performance (see note 4 "Participation of management teams in the Group's investments"). These agreements contain various clauses, notably covering:

- corporate governance (composition of governing bodies, veto rights on certain strategic decisions and rights to information);
- terms and conditions for share transfers (lock-up periods, pre-emptive rights and rights of first refusal, ban on selling to certain individuals);
- anti-dilution rules in the event of transactions involving the share capital;
- exit terms in the event of a sale (tag-along and drag-along rights) or IPO; and
- non-competition and priority commitments involving acquisition opportunities.

As part of the IHS IPO on October 14, 2021, the Group entered into a commitment covering the sale of IHS securities on the market by releasing successive tranches of 20% every six months as from mid-April 2022 until the 30th month following the IPO.

With respect to Tarkett, the shareholders' agreement includes an undertaking by the Group not to sell Tarkett Participation shares during the first years of its investment, subject to the usual exceptions.

The agreements with the management teams (managers or former managers) of subsidiaries (ACAMS, Crisis Prevention Institute, Scalian, Stahl, Tarkett and direct investments via Wendel Growth) also contain provisions relative to:

- where applicable, the right to liquidate their coinvestment in successive tranches, in the absence of a sale or IPO, beyond a certain period (between the 5th and 12th anniversaries of the completion of the co-investment, depending on the agreement in question); and/or
- the handling of executive departures (commitment to sell shares in the event of the departure of an executive from a subsidiary and/or commitment to buy shares in certain specific cases).

Co-investment terms for senior managers in the subsidiaries are described in greater detail in note 4-2 "Participation of investees' management in the performance of their companies" to the 2023 consolidated financial statements.

As part of the liquidity commitments under these agreements, in the absence of a liquidity event (divestment or IPO) before certain predetermined dates and under certain conditions, the Wendel Group (Wendel's holding companies or the subsidiaries themselves, as appropriate) can be required to buy back or guarantee the buyback of the shares held by the managers (or former managers) in Stahl, Scalian, Crisis Prevention Institute and Tarkett. The value applied to the liquidity undertakings is the market value determined by the parties, depending on the case, by applying a predetermined method or an independent appraiser.

Liquidity mechanisms are also provided for Wendel managers with exposure, under co-investment mechanisms, to ACAMS, Constantia Flexibles, Crisis Prevention Institute, Scalian and direct investments via Wendel Growth (see note 4-1 "Participation of Wendel's teams in the Group's investments" to the 2023 consolidated financial statements).

8.3.11 Factors likely to have an impact in the event of a takeover bid

Pursuant to Article L. 22-10-11 of the French Commercial Code, to the best of the Company's knowledge, the factors likely to have an impact in the event of a takeover bid are as follows:

- as of December 31, 2023, Wendel-Participations SE (and related parties) held 39.55% of the share capital, 51.84% of the theoretical voting rights and 52.71% of the exercisable voting rights of Wendel SE;
- if Bureau Veritas, which is listed on Euronext Paris and in which Wendel held 35.43% of the share capital and 51.54% of the theoretical voting rights as of December 31, 2023 were deemed to be a key asset, the initiator of a takeover bid on Wendel could be required to file a public offer for Bureau Veritas (as a listed subsidiary of a target issuer) pursuant to Article L. 433-3, III of the French Monetary and Financial Code;
- agreements authorizing the Company and its international locations to use the last name "Wendel" and the "Wendel" trademark: these agreements contain a termination clause in the event that Wendel-Participations SE's interest in the Company falls below 33.34% of the share capital for 120 consecutive days (see section 9.1.1 – Statutory Auditors' special report on related-party agreements);
- the granting of double voting rights to fully paid-up shares that have been registered with the Company for at least 2 years in the name of the same shareholder (see section 8.4.4.3 – Voting rights and acquisition of double voting rights);
- change-of-control clauses in bond indentures and certain loan agreements of Wendel and its subsidiaries (see note 5-2 "Liquidity risk" to the 2023 consolidated financial statements);
- right of first refusal: the lock-up agreements entered into by certain shareholders grant a right of first refusal to Wendel-Participations SE or SPIM (see section 8.3.10 – Shareholders' agreements above);
- appointment of members of the Executive Board: members of the Executive Board are appointed by the Supervisory Board, of which 40% are independent members and 60% are members of the Wendel family (excluding members representing employees);
- changes to the by-laws: prior authorization from the Supervisory Board is required to amend the by-laws;
- disclosures of the ownership thresholds set out in the by-laws: a disclosure must be made every time the number of shares and/or voting rights held by a shareholder increases or decreases by 2% of the share capital.

8.4 Information on the Company and main provisions of the by-laws

8.4.1 General information

Company name

Wendel

Registered office

Wendel 2-4, rue Paul Cézanne, 75008 Paris France

Telephone: +33 1 42 85 30 00

Website: www.wendelgroup.com

Please note that the information on the website is not part of this Universal Registration Document.

Registration

The Company is registered with the Paris Trade and Companies Register *(Registre du commerce et des sociétés)* under number 572 174 035. Its APE code is 7010Z.

Incorporation date and term

The Company was formed on December 4, 1871, for a period of 99 years, subsequently extended to July 1, 2064, barring a new extension or early dissolution.

Legal entity identifier (LEI)

969500M98ZMIZYJD5O34

Legal structure and applicable legislation

Wendel is a European company with an Executive Board and a Supervisory Board since July 2015, pursuant to a decision of the Shareholders' Meeting of June 5, 2015. It is governed by European and French legal and regulatory provisions that are or will be in force.

Fiscal year

The fiscal year runs for 12 months, beginning on January 1 of each year.

Access to legal documents and regulated information

Legal documents relating to the Company may be viewed at the registered office. Ongoing and periodic regulated information may be viewed on the Company's website, at www.wendelgroup.com, in the section "Regulated information".

8.4.2 Main provisions of the by-laws

Wendel's by-laws may be viewed on the Company's website, at www.wendelgroup.com, under the heading "Regulated information".

8.4.2.1 Purpose of the Company

Pursuant to Article 3 of the by-laws, the Company has the following purpose, in all countries, directly or indirectly:

- equity holdings in industrial, commercial and financial companies of any nature through the creation of new companies, transfers of subscriptions or purchases of shares or ownership rights, mergers, alliances, partnerships or otherwise; any disposals, exchanges or other operations concerning these shares, ownership rights or equity interests;
- the purchase, rental and operation of any equipment;
- the acquisition, sale and commercial use of any processes, patents, or patent licenses;
- the acquisition, operation, sale or exchange of any real estate or real estate rights; and
- generally, any commercial, industrial, financial, investment and real estate operations directly or indirectly related to the above-mentioned activities or to any similar or connected activities.

8.4.2.2 Appropriation of net income

Article 27 of the by-laws provides for the following:

I. at least 5% of net income for each year, less any losses carried forward from prior years, is credited to the legal reserve until such time as the legal reserve represents one-tenth of share capital, as well as any amount credited to reserves pursuant to applicable legislation.

   Distributable earnings include net income for the year plus any retained earnings carried forward from prior years.

   Of this amount, shareholders may decide in their Annual Meeting, on the recommendation of the Executive Board, to deduct:

   - the amounts they consider should be allocated to any special reserve account,
   - the sum required to serve a revenue on shares based on the amount of paid-up, non-repaid capital within the limit of 5% per year,
   - the amounts they consider should be allocated to the general reserve or to share capital repayment;

II. any remaining balance is distributed to shareholders, less the sum allocated to retained earnings;

III. on the condition that all earnings available for distribution have been allocated in the form of dividends and on the recommendation of the Executive Board, shareholders at their Ordinary Meeting may allocate any amounts transferred from the share premium account;

IV. as an exception to the provisions of the present article, funds may be allocated to the special employee profit-sharing reserve under the terms and conditions set by law;

V. dividends are paid in the form and at the times determined by shareholders at their Ordinary Meeting or by the Executive Board with the authorization of shareholders at their Ordinary Meeting in accordance with applicable legislation. The Executive Board may decide to distribute an interim dividend before the approval of the financial statements for the year, in accordance with applicable legislation.

   The shareholders, convened in their Annual Meeting to approve the year's financial statements, may, on the recommendation of the Executive Board, offer each shareholder, for all or a part of the dividend (or the interim dividend) being distributed, the choice between the payment of the dividend (or interim dividend) in cash or in shares under the terms and conditions defined by law;

VI. the shareholders, convened in their Ordinary Meeting, may also decide to distribute earnings, reserves or share premium amounts in kind, in particular by distributing marketable securities from among the assets on the balance sheet of the Company, with or without a cash option. The shareholders may decide that the rights comprising fractional shares will not be negotiable or transferable, notwithstanding the provisions of Article 11.III of the by-laws. In the event marketable securities are distributed from among the assets on the balance sheet of the Company, the shareholders may decide that, if the amount of the dividend does not correspond to a whole number of securities, the shareholder will receive the whole number of securities immediately below plus a cash payment for the balance.

In accordance with the law, dividends not claimed within 5 years from the date on which they were to be paid are forfeited and the amounts paid over to the State.

8.4.2.3 Provisions of the by-laws applicable to members of the Executive Board

See section 2.1.5 – The Executive Board and its operations.

8.4.2.4 Provisions of the by-laws applicable to members of the Supervisory Board

See section 2.1.1 – The Supervisory Board and its operations.

8.4.2.5 Ownership thresholds that must be disclosed to the Company

In accordance with Article L. 233-7 of the French Commercial Code and Article 28 of the by-laws, any individual or legal entity, acting alone or in concert with other shareholders, who comes to own a number of shares or voting rights representing more than 2% of the share capital or voting rights, or any multiple thereof, is required to so inform the Company within four trading days of crossing this threshold.

The same disclosure requirements apply when the number of shares or voting rights held is reduced to below the 2% threshold or any multiple thereof.

Non-compliance with this disclosure requirement is sanctioned, as prescribed by law, by the deprivation of voting rights for those shares exceeding the fraction that should have been disclosed, for all Shareholders' Meetings held within two years of the date on which the failure to give proper notice to the Company was rectified. The sanction is applied at the request (recorded in the minutes of the Shareholders' Meeting) of one or more shareholders holding at least 2% of the number of shares or voting rights.

8.4.3 Main new investments and acquisitions of controlling interests

Wendel's investment activities generate a certain degree of portfolio turnover. Over the past 3 years, the main investments and divestments have been as follows:

In 2021: buyback of Tarkett shares in partnership with the Deconinck family for a total amount invested by Wendel of €221.7 million in 2021; IHS listing on the New York Stock Exchange finalized in October 2021.

In 2022: sale of Cromology to Dulux Group for a net cash amount of €896 million completed in January 2022; acquisition of ACAMS for an amount invested by Wendel of approximately $338 million finalized in March 2022.

In 2023 and early 2024: Wendel growth carried out investments in Brigad, Tadaweb, Preligens and Aqemia, totaling approximately €55 million; acquisition of Scalian for an amount invested by Wendel of €557 million, finalized in July 2023; signature of the acquisition of a majority stake in IK Partners for €383 million in October 2023; sale of Constantia Flexibles generating net proceeds for Wendel of around €1,094 million, finalized in January 2024.

For more information on the Company's investment activities in 2023, see Chapter 1 and the changes in the scope of consolidation presented in the notes to the 2023 consolidated financial statements in Chapter 6.

Press releases on Wendel's transactions are posted on its website, at www.wendelgroup.com, under the heading "Regulated information".

8.4.4 How to take part in the Shareholders' Meeting

All shareholders have the right to participate in Shareholders' Meetings under the conditions laid down by the law.

8.4.4.1 Notice of meeting

Article 25 I of the by-laws provides for the following:

Shareholders' Meetings are convened and held as prescribed by European regulations and French laws in force that are applicable to a European company.

They are held at the Company's registered office, or at another location, as indicated in the invitation to the meeting.

8.4.4.2 Attendance at meetings

Article 25 II and III of the by-laws also provides for the following:

Any shareholder whose shares are registered in an account in the manner and at the date set by the applicable legal and regulatory provisions may participate in Shareholders' Meetings on proof of his or her status as shareholder and identity.

All shareholders who fulfill the conditions for participating in Shareholders' Meetings may attend personally or by proxy, or vote by mail. Voting forms will only be taken into account if they arrive at the address indicated in the notice of meeting no later than the third business day prior to the date of the Shareholders' Meeting, unless a later date is set by the Executive Board.

In accordance with applicable law, the Executive Board may organize shareholder participation and voting via videoconferencing or other telecommunication systems that enable shareholder identification, including electronic systems. Shareholders who participate in Shareholders' Meetings through videoconferencing or other such systems are deemed present for the purposes of calculating the quorum and the majority.

Any proxies or votes submitted using an electronic means prior to the Shareholders' Meeting, as well as the corresponding acknowledgments of receipt, are considered irrevocable and enforceable, it being specified that in the event of the sale of shares prior to the date and time set by applicable laws and regulations, the Company will accordingly invalidate or amend, as applicable, the proxies or votes cast prior to that date and that time.

Moreover, in accordance with the provisions of Article R. 22-10-28 of the French Commercial Code, the right to participate in the Company's Shareholders' Meetings is subject to the registration of shares in the name of the shareholder or of the intermediary registered on his or her behalf on the second business day preceding the meeting, at midnight, Paris time:

- for holders of registered shares: in the registered securities accounts held by the Company;
- for holders of bearer shares: in the bearer securities accounts of the authorized financial intermediary in accordance with the applicable regulations.

8.4.4.3 Voting rights and acquisition of double voting rights

Article 25 IV of the by-laws provides that the voting rights attached to the shares are proportional to the percentage of capital they represent; nevertheless, double voting rights are granted to fully paid-up shares that have been registered for at least two years in the name of the same shareholder.

Article L. 225-123 of the French Commercial Code provides that in the event of a capital increase through the capitalization of reserves, profits or issue premiums, double voting rights may be granted to any registered shares allocated free of charge to a shareholder in respect of the existing shares with double voting rights, as from the issue of the new shares.

Article L. 225-124 of the French Commercial Code specifies that any share converted to bearer form or transferred into ownership loses its double voting rights; nevertheless, the transfer as a result of inheritance, liquidation of common property between spouses or *inter vivos* donation to a spouse or relative entitled to inherit does not lose the acquired right and does not interrupt the periods referred to above. The same terms apply in the event of a transfer resulting from the merger or demerger of a corporate shareholder.

Identifiable bearer shares

Article 9 of the by-laws allows shares to be held in registered or bearer form, at the option of the shareholder.

The Company is entitled to request the identity of the holders of securities conferring the right, either immediately or in the future, to vote in its Shareholders' Meetings, as well as the number of shares held, pursuant to legislation in force.

Registered shares may be converted into bearer shares, or vice versa, in accordance with the legislation in force.

Modification of shareholder rights

In the absence of specific provisions in the by-laws, any change in the rights attached to shares is subject to the legislation in force.

9

SHAREHOLDERS' MEETING OF MAY 16, 2024

9.1 Statutory Auditors' reports

9.1.1 Statutory Auditors' special report on related-party agreements

[This is a free translation into English of the statutory auditors' report issued in French and is provided solely for the convenience of English-speaking users. 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 held to approve the financial statements for the year ended December 31, 2023

To the Shareholders' meeting of Wendel,

In our capacity as Statutory Auditors of your Company, we hereby present to you our report on related party agreements.

We are required to inform you, on the basis of the information provided to us, of the terms and conditions of those agreements indicated to us, or that we may have identified in the performance of our engagement, as well as the reasons justifying why they benefit the Company. We are not required to give our opinion as to whether they are beneficial or appropriate or to ascertain the existence of other agreements. It is your responsibility, in accordance with Article R. 225-58 of the French Commercial Code (*Code de commerce*), to assess the relevance of these agreements prior to their approval.

We are also required, where applicable, to inform you in accordance with Article R. 225-58 of the French Commercial Code (*Code de commerce*) of the continuation of the implementation, during the year ended December 31, 2023, of the agreements previously approved by the Shareholders' Meeting.

We performed those procedures which we deemed necessary in compliance with professional guidance issued by the French Institute of Statutory Auditors (*Compagnie nationale des Commissaires aux comptes*) relating to this type of engagement. These procedures consisted in verifying the consistency of the information provided to us with the relevant source documents.

Agreements submitted for approval to the Shareholders' Meeting

Agreements authorized and concluded during the year

In accordance with Article L. 225-88 of the French Commercial Code (*Code de commerce*), we have been notified of the following related party agreements which received prior authorization from your Supervisory Board.

With Mr. Laurent Mignon and Mr. David Darmon, members of the Executive Board, Mrs. Harper Mates and Mrs. Sophie Tomasi, members of the Supervisory Board representing employees

<u>Co-investments in Scalian and Aqemia</u>

Nature, purpose and conditions

During the year, your company completed investments leading to co-investments made in accordance with the principles set in the 2021-2025 co-investment program and described in the 2022 Universal Registration Document in p. 331. The co-investments made are related to:

- Scalian:

  In July 2023, your company closed the acquisition of Scalian, a leading European consulting firm in digital transformation, project management and operational performance. In this context, the following co-investments were made:

  - € 271 197.60 each, by Mr. Laurent Mignon and Mr. David Darmon,
  - € 135 598.80 by Mrs. Harper Mates, and
  - € 10 169.91 by Mrs. Sophie Tomasi.

These co-investments were carried out through, for the deal by deal portion (50%), in the Scalian compartment of the Expansion 17 SCA FIAR fund and, for the pooled portion (50%), in the Millésime III compartment of the Global Performance 17 SCA FIAR fund.

- Aqemia (Wendel Growth)

  In December 2023, your company has made an investment in Aqemia through its investment activity Wendel Growth. In this context, the following co-investments were made:

  - € 7 474.80 each, by Mr. Laurent Mignon and Mr. David Darmon,
  - € 3 737.40 € by Mrs. Harper Mates, and
  - € 280.13 by Mrs. Sophie Tomasi.

  These co-investments were carried out through, for the deal by deal portion (50%), in the Aqemia compartment of the Expansion 17 SCA FIAR fund and, for the pooled portion (50%), in the Millésime III compartment of the Global Performance 17 SCA FIAR fund.

The completion of these co-investments has been approved by your Supervisory Board respectively during its meeting of July 27, 2023 for Scalian and October 26, 2023 for Aqemia.

Reasons justifying why the Company benefits from this agreement
Your Supervisory Board noted for both situation the Company's interest to foster with the co-investments the execution of the strategic plan and talent retention in a competitive environment.

With Wendel-Participations SE, shareholder of your company with a fraction of voting rights exceeding 10%

1) Amendment to the sublease contract

Nature, purpose and conditions
Your company is a tenant of the premises located at 2-4, rue Paul Cézanne 75008 Paris. Your company subleases part of these premises – for offices use only – to Wendel-Participations SE, within the framework of a sublease contract concluded on March 16, 2023, as mentioned in the second part of the said report.

Your company and Wendel-Participations SE decided with an amendment to add an additional space to the subleased workspace by Wendel-Participations SE with effect from January 1st, 2024, subject to the increase of the global annual rent of € 145 115 (excluding taxes), rental charges included.

This amendment was authorized by the Supervisory Board at its meeting of October 26, 2023, and was concluded on November 8, 2023.

Reasons justifying why the Company benefits from this agreement
Your Supervisory Board noted the Company's interest to sublease an additional vacant space to Wendel-Participations SE, in return for the collection of an additional rent.

Agreement not previously authorized

In accordance with Articles L. 225-90 and L.821-10 of the French Commercial Code (Code de commerce), we inform you that the following agreement has not been subject to prior authorization from your Supervisory Board.

It is our responsibility to inform you of the circumstances due to which the authorization procedure was not followed.

With Mr. Laurent Mignon and Mr. David Darmon, members of the Executive Board, Mrs. Harper Mates and Mrs. Sophie Tomasi, members of the Supervisory Board representing employees

Co-investments in Brigad, Tadaweb and Preligens (Wendel Growth)

Nature, purpose and conditions
During the year, your company completed investments through its investment activity Wendel Growth in Brigad, Tadaweb and Preligens, triggering co-investments made in accordance with the principles set in the 2021-2025 co-investment program and described in the 2022 Universal Registration Document in p. 331. In this context, the following co-investments were made:

€	Brigad	Tadaweb	Preligens
Laurent Mignon	3 358.60	7 272.00	4 968.00
David Darmon	3 358.60	7 272.00	4 968.00
Harper Mates	1 679.80	3 636.00	2 484.00
Sophie Tomasi	125.91	272.35	186.15

These co-investments were carried out through, for the deal by deal portion (50%), in respectively the Brigad, Tadaweb and Preligens compartments of the Expansion 17 SCA FIAR fund and, for the pooled portion (50%), in the Millésime III compartment of the Global Performance 17 SCA FIAR fund.

The final terms of co-investments have not been subject to prior authorization from your Supervisory Board in accordance with Article L. 225-86 of the French Commercial Code (Code de commerce) by omission. They have been approved by the Supervisory Board during its meeting of October 26, 2023, who noted the Company's interest to foster with these co-investments the execution of the strategic plan and talent retention in a competitive environment.

Agreements previously approved by the Shareholders' Meeting

Agreements approved in prior years that remained in force during the year

In accordance with Article R. 225-57 of the French Commercial Code (*Code de commerce*), we have been notified that the implementation of the following agreements, which were approved by the Shareholders' Meeting in prior years, continued during the year 2023.

With Wendel-Participations SE, shareholder of your company with a fraction of voting rights exceeding 10%

1) Agreement on the use of the Wendel trademark

Nature, purpose and conditions

The agreements on the use of the « Wendel » trademark continued during the year.

By two agreements of May 15, 2002, the companies SLPS, SOGEVAL and Wendel-Participations SE authorized your company to use "Wendel" in its corporate name and as a trade name and granted your company an exclusive license to use the "Wendel Investissement" trademark. These agreements are concluded, free of charge, for an indefinite period, it being specified that they may be revoked if the direct and indirect participation of family companies in the capital of the company falls below 33.34% for one hundred and twenty consecutive days. If this right of revocation is not exercised within sixty days of the aforementioned period, the right to use the name and the exclusive license to the trademark would become final and irrevocable.

The trademark license agreement of May 15, 2002 was amended by several amendments, for which the last amendment n°8 was concluded on December 8 2022, in order to define the rules for the use of the Wendel trademark.

2) Premises rental agreement for rue Taibout

Nature, purpose and conditions

The lease agreement for premises at 89 rue Taitbout 75009 Paris, concluded on 2 September 2003, as amended by an amendment dated February 21, 2021, continued until March 31, 2023, before your company and Wendel-Participations SE transferred their offices to rue Paul Cézanne, 75008 Paris.

The amount invoiced to Wendel-Participations SE for the year 2023 amounted to € 19 726.03 excluding tax.

With Mr. Laurent Mignon and Mr. David Darmon, members of the Executive Board, Mrs. Harper Mates and Mrs. Sophie Tomasi, members of the Supervisory Board representing employees

1) 2013-2017 co-investments program

Nature, purpose and conditions

The principles applicable to co-investments relating to acquisitions made by your company between April 2013 and April 2017 (as well as to subsequent reinvestments made in the acquired companies), described in Note 5-1 to the 2022 consolidated financial statements, remained unchanged.

Since January 1st, 2023, the following co-investments have been realized or settled:

- Allied Universal: A residual payment has been performed to several co-investors within the framework of the finalization of the settlement of the deal-by-deal co-investment in Allied Universal; Sophie Tomasi, member of the Supervisory Board representing employees received € 12 199.
- Constantia Flexibles:
  - A first liquidity event occurred in March 2023, on the 8th anniversary of the initial investment, on one third of the co-investment on the deal-by-deal portion (or one sixth of the total co-investment in the company). An independent multi-criteria valuation has been carried to value the company. The internal rate of return resulting from this evaluation having been lower than the minimum required IRR, the managers only received their share of the *pari passu* capital gain, i.e. € 18 690.08 for Mr. David Darmon, € 909.18 for Mrs. Sophie Tomasi and € 1 299.09 for Mrs. Harper Mates.
  - Constantia Flexibles has been sold in January 2024, an additional liquidity event occurred on the sale price basis:
    - On the remaining balance of the co-investment on the deal-by-deal portion, amounting to € 39 641 for Mr. David Darmon, € 1 930 for Mrs. Sophie Tomasi and € 2 757 for Mrs. Harper Mates;
    - On the all pooled portion of the 2013-2017 co-investment program (Constantia Flexibles was the last residual investment), amounting to € 3 028 658 for Mr. David Darmon, € 147 444 for Mrs. Sophie Tomasi and € 84 246 for Mrs. Harper Mates.

2) 2018-2021 co-investments program

The principles applicable to co-investments relating to acquisitions made by your company between January 2018 and April 2021 (as well as to subsequent reinvestments made in the acquired companies), described in Note 5-1 to the 2022 consolidated financial statements, remained unchanged.

3) 2021-2025 co-investments program

The principles applicable to co-investments relating to acquisitions made by Wendel between April 2021 and April 2025 (as well as to subsequent reinvestments made in the acquired companies), as described in Note 5-1 to the 2022 consolidated financial statements, have remained unchanged.

Agreements approved during the year ended

In addition, we have been notified of the implementation during the year of the following agreements which were already approved by the Shareholders' Meeting of June 15, 2023 based on the statutory auditors' report on related party agreements dated April 14, 2023.

With Wendel-Participations SE, shareholder of your company with a fraction of voting rights exceeding 10%

1) Sublease contract rue Paul Cézanne

Nature, purpose and conditions

Your company is a tenant of the premises located at 2-4, rue Paul Cézanne 75008 Paris. Your company subleases part of these premises - for offices use only - to Wendel-Participations SE, as part of a sublease contract concluded on March 16, 2023, after authorization of your Supervisory Board on the same day.

The sublease is granted for a renewable period of one year, subject to the payment by Wendel- Participations SE to your company of an annual rent of € 100,780 (excluding taxes), rental charges included. As mentioned in the first part of the said report, this contract has been amended by an amendment dated November 8, 2023, with effect from January 1st, 2024.

The amount invoiced to Wendel-Participations SE for the year 2023 amounted to € 75 585 excluding tax.

2) Administrative assistance services agreement

Nature, purpose and conditions

Your Company provides consulting and assistance services to Wendel-Participations SE under an agreement concluded on September 2, 2003, as amended by an amendment dated February 12, 2021. The services provided concern the following areas: human resources, accounting, information technology and general services. This last amendment, authorized by your Supervisory Board on the same day, set the annual repayment of the services to € 24 150 excluding tax, with effect from January 1st, 2023.

The amount invoiced to Wendel-Participations SE for the year 2023 was € 24 150 excluding tax.

3) Anti-corruption compliance (Sapin 2) and country-by-country tax reporting (CbCR) services agreement

Nature, purpose and conditions

Your company provides services to Wendel-Participations SE in the area of anti-corruption (Sapin 2 law) and country-by-country tax reporting (CbCR) under an agreement entered into on December 18, 2017, amended by successive amendments dated January 17, 2019, December 1, 2020 and March 16, 2023, continued during the year. This last amendment, authorized by your Supervisory Board on the same day, set the annual repayment of the services to € 15 750 excluding tax, with effect from January 1st, 2023.

The amount invoiced for the year 2023 was € 15 750 excluding tax.

4) Contract for the transfer of furniture and provision of technical equipment

Nature, purpose and conditions

As part of the layout of the premises on rue Paul Cézanne, your company has acquired new office furniture. It transferred to Wendel-Participations SE the furniture intended to furnish the offices of the premises subleased to Wendel-Participations SE. The sale price of the furniture concerned is equal to the purchase price excluding taxes initially paid by your company to its suppliers.

The amount invoiced for the year 2023 was € 30 468.46 excluding tax.

Your company also provides Wendel-Participations SE with certain technical equipment for its teams (telephones and multi-copier). The annual costs related to this equipment, paid by your company, are re-invoiced to Wendel-Participations SE for an identical amount.

The amount invoiced to Wendel-Participations SE for the year 2023 was € 3 178.30 excluding tax.

This agreement has been authorized by your Supervisory Board on March 16, 2023 and concluded the same day.

5) Deposit agreement for works of art

Nature, purpose and conditions

Your company and Wendel-Participations SE have installed in their respective premises certain works of art that belong partly to your company and partly to the Foundation "Fondation de Wendel". The deposit agreement concluded between your Company, Wendel-Participations and "Fondation de Wendel" on March 16, 2023, after authorization of your Supervisory Board on the same day, governs the terms and conditions of their provision free of charge (in particular the conditions of their identification, conservation, and management in the event of damage).

No amount has been invoiced to Wendel-Participations SE for the year 2023.

6) Mandate for the sale of furniture and work of art

Nature, purpose and conditions

Prior to its relocation, your company wished to dispose of certain furniture and works of art located at its premises at 89, rue Taitbout 75009 Paris. Before putting these assets up for sale to the public, your company wished to offer to the members of the family shareholding the opportunity to acquire them, given the emotional nature of some of the assets.

A mandate was set up for Wendel-Participations SE to manage the sale to the family shareholders in the name and on behalf of your company. This mandate sets out the various terms and conditions of the sale (in particular the sale price of the assets, based on estimates by third party experts) and provides for Wendel-Participations SE to be remunerated at 5% of the total amount of the sale excluding tax. The mandate was concluded on February 15, 2023 and approved by your Supervisory Board on March 16, 2023.

The amount invoiced to Wendel-Participations SE for the year 2023 was € 12 313.42 excluding tax.

Paris-La Défense, le March 25, 2024

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES		ERNST & YOUNG Audit	
Mansour Belhiba	Emmanuel Rollin	Alain Perroux	Ioulia Vermelle

9.1.2 Statutory Auditors' report on the reduction in capital

[This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.]

Combined shareholders' meeting of 16 May 2024

Seventeenth resolution

To the Shareholders' Meeting of Wendel,

In our capacity as statutory auditors of your company and in compliance with article L.22-10-62 of the French Commercial Code (*Code de commerce*), in respect of the reduction in capital by the cancellation of repurchased shares, we hereby report on our assessment of the terms and conditions for the proposed reduction in capital.

Your Executive Board requests that it be authorized, subject to the prior authorization of the Supervisory Board pursuant to article 15-V of the bylaws, for a period of twenty-six months starting on the date of this Shareholders' Meeting, to proceed with the cancellation of shares that the company was authorized to repurchase, representing an amount not exceeding 10% of its total share capital, by periods of twenty-four months, in compliance with the article mentioned above.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying that the terms and conditions for the proposed reduction in capital, which should not compromise equality among the shareholders, are fair.

We have no matters to report as to the terms and conditions of the proposed reduction in capital.

Paris La Défense, March 18 2024

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES		**ERNST & YOUNG Audit**	
Mansour Belhiba	Emmanuel Rollin	Alain Perroux	Ioulia Vermelle

9.1.3 Statutory Auditors' report on the issue of shares or various securities with or without cancellation of preferential subscription rights

[This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.]

Combined Shareholders' Meeting of 16 May 2024

Eighteenth to Twenty-fifth resolutions

To the Shareholders' Meeting of Wendel,

In our capacity as statutory auditors of your company and in compliance with articles L. 228-92 and L.225-135 and seq. and the article L. 22-10-52 of the French Commercial Code (*Code de commerce*), we hereby report on the proposal to authorize the Executive Board to proceed with various issues of shares or securities, transactions upon which you are called to vote.

Your Executive Board proposes, on the basis of its report:

- to receive a delegation of authority, with the option of sub-delegation, for a period of twenty-six months as from the Meeting, subject to the prior authorization of the Supervisory Board pursuant to article 15-V of the bylaws, to decide on whether to proceed with the following transactions and determine the final conditions of these issues, and, if necessary, proposes to cancel your preferential subscription rights:
  - 19th resolution: the issue, without cancellation of your preferential subscription rights, of shares or securities of any kind that give access to a portion of the share capital to be issued of the company or one of the companies covered by article L. 228-93 of the French Commercial Code;
  - 20th resolution: the issue, with cancellation of your preferential subscription rights, by way of public offering (excluding the offers referred to in 1 ° of Article L. 411-2 of the French Monetary and Financial Code (*Code monétaire et financier)*), of shares or securities of any kind that give access to a portion of the share capital to be issued of the company or one of the companies covered by article L. 228-93 of the French Commercial Code;
  - 21st resolution: the issue, with cancellation of your preferential subscription rights, by way of public offering (as set out in 1° of Article L. 411-2 of the French Financial and Monetary Code) of shares or securities of any kind that give access to a portion of the share capital to be issued of the company or one of the companies covered by article L. 228-93 of the French Commercial Code;
  - 25th resolution: issue of shares or securities giving access to the capital of the Company in remuneration of the securities contributed to a public exchange offer initiated by the Company, in France or abroad, according to local rules, on securities of another company whose shares are admitted to trading on a regulated market under the conditions set by article L. 22-10-54 of the French Commercial Code;
- 22nd resolution: to be authorized, for a period of twenty-six months, subject to the prior authorization of the Supervisory Board pursuant to article 15-V of the articles of association, within the framework of the implementation of the delegations referred to in the 20th and 21st resolutions, to set the issue price in accordance with the 22nd resolution within the annual legal limit of 10% of the share capital over a 12 months period;
- 24th resolution: to receive a delegation of authority, with the option of sub-delegation, for a period of twenty-six months, to decide on whether to proceed with the issue of shares or securities giving access to the company's share capital with a view to remunerating contributions in kind, granted to the company and composed of shares or securities giving access to the share capital, within the limit of 10% of the share capital.

According to the 18th resolution, the total nominal amount of the increases in capital that may be performed immediately or in the future may not exceed the ceiling of 100% of the share capital in respect of the 19th to 22nd and 24th to 26th resolutions to be noted that (i) the total nominal amount of capital increases under the 19th resolution cannot exceed 40% of the share capital at the time of issuance and (ii) the total nominal amount of the increases in capital with cancellation of the preferential subscription rights may not exceed the sub-ceiling of 10% of the share capital in respect of the 20th to 22nd and 24th and 25th resolutions. The overall nominal amount of securities representing debt securities that may be issued under the 21st resolution will not exceed five hundred million euros.

The ceiling and sub-ceiling take into account the additional number of shares to be created within the scope of the implementation of the authorizations referred to in the 19th to 22nd resolutions, under the conditions provided for in article L. 225-135-1 of the French Commercial Code, should you adopt the 23rd resolution.

It is the responsibility of the Executive Board to prepare a report in accordance with articles R. 225-113 *et seq*. of the French Commercial Code. Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the issue provided in the report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the content of the Executive Board's report relating to these operations and the methods used to determine the issue price of the capital securities to be issued.

Subject to a subsequent examination of the conditions for the issue that would be decided, we have no matters to report as to the methods used to determine the issue price of the capital securities to be issued provided in the Executive Board's report with regard to the 20th, 21st and 22nd resolutions.

Furthermore, as said report does not specify the methods used to determine the issue price of the capital securities to be issued within the context of the implementation of the 19th, 24th and 25th resolutions, we cannot report on the choice of constituent elements used to determine this issue price.

As the final conditions for the issues have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights put before you in the 20th and 21st resolutions.

In accordance with article R. 225-116 of the French Commercial Code, we will issue a supplementary report, if necessary, upon the use by your Executive Board of these delegations and authorizations in the event of the issue of securities, giving access to other capital securities, in the event of the issue of securities giving access to capital securities to be issued and in the event of issues of shares with cancellation of the preferential subscription rights.

Paris-La Défense, March 18 2024

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES		ERNST & YOUNG Audit	
Mansour Belhiba	Emmanuel Rollin	Alain Perroux	Ioulia Vermelle

9.1.4 Statutory Auditors' report on the issue of shares or securities giving access to the capital with cancellation of preferential subscription rights reserved for members of one or more company savings schemes set up within the Group

[This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.]

Combined Shareholders' Meeting of 16 May 2024

Twenty-seventh resolution

To the Shareholders' Meeting of Wendel,

In our capacity as statutory auditors of your company and in compliance with articles L. 228-92 and L. 225-135 *et seq*. of the French Commercial Code (*Code de commerce*), we hereby report on the proposed delegation of authority to the Executive Board, subject to the prior authorization of the Supervisory Board pursuant to article 15-V of the bylaws, to decide whether to proceed with an issue of shares or securities giving access to the capital, with cancellation of preferential subscription rights, reserved for members of one or more company savings schemes set up within the Group, a transaction upon which you are called to vote. The nominal amount of the capital increases that may be carried out, immediately or in the future, under this delegation, may not exceed €200,000.

This issue is submitted for your approval in accordance with article L. 225-129-6 of the French Commercial Code and article L. 3332-18 *et seq*. of the French Labour Code (*Code du travail*).

On the basis of its report, your Executive Board proposes that it be authorized, for a period of fourteen months from the date of this Meeting, to decide to proceed with the issue, and proposes to cancel your preferential subscription rights to the shares or securities giving access to the capital to be issued. If necessary, it will establish the final terms and conditions of issue under this transaction.

It is the responsibility of the Executive Board to prepare a report in accordance with articles R. 225-113 and seq. of the French Commercial Code. Our role is to report on the fairness of the financial information taken from the accounts, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue contained in this report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying the information provided in the Executive Board's report relating to this transaction and the methods used to determine the share issue price.

Subject to a subsequent examination of the conditions for the proposed issue, we have no matters to report as to the methods used to determine the issue price for the shares to be issued provided in the Executive Board's report.

As the final conditions for the issue have not yet been determined, we cannot report on these conditions and, consequently, on the proposed cancellation of preferential subscription rights.

In accordance with article R. 225-116 of the French Commercial Code, we will issue a supplementary report when your Executive Board has exercised this authorization in the event of the issue of shares and securities which are equity securities giving access to other equity securities and in the case of the issuance of securities giving access to equity securities to be issued.

Paris-La Défense, March 18 2024

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES		**ERNST & YOUNG Audit**	
Mansour Belhiba	Emmanuel Rollin	Alain Perroux	Ioulia Vermelle

9.1.5 Statutory Auditors' report on the authorization for allocation of stock subscription options or stock purchase options

[This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.]

Combined Shareholders' Meeting of 16 May 2024

Twenty-eighth resolution

To the Shareholders' Meeting of Wendel,

In our capacity as statutory auditors of your company and in compliance with articles L. 225-177 and R. 225-144 of the French Commercial Code (*Code de commerce*), we hereby report on the authorization for allocation of stock subscription options or stock purchase options, subject to the prior authorization of the Supervisory Board pursuant to article 15-V of the bylaws, reserved for the corporate officers referred to the Article L. 225-185 of the French Commercial Code and for those who will be designated from among the corporate officers and employees of your company and companies or groups related to it within the meaning of article L. 225-180 of said Code or some of them, a transaction upon which you are called to vote.

The total number of shares likely to be purchased or subscribed through the exercise of the granted options may not exceed 1% of the company's share capital at the grant date, it being specified that this ceiling will be decreased by the number of shares granted in respect of the twenty-ninth resolution of this Shareholders' Meeting.

The total number of shares likely to be acquired or subscribed through the exercise of options granted to members of the Executive Board may not exceed half of the ceiling mentioned in the preceding paragraph, it being specified that in any case, the total value of the options granted to members of the Executive Board, combined with that of the free shares referred to in the twenty-ninth resolution and as determined on their grant date, may not exceed the limit - expressed as a proportion of their compensation - set by the compensation policy for the members of the Executive Board.

On the basis of its report, your Executive Board proposes that it be authorized, for a period of fourteen months from the date of this Meeting, to allocate stock subscription options or stock purchase options.

It is the responsibility of the Executive Board to issue a report on the reasons for awarding the stock subscription options or stock purchase options and on the proposed methods for the determination of the subscription or purchase price. Our role is to express an opinion on the proposed methods for the determination of the share subscription or purchase price.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted in verifying that the methods proposed to determine the share subscription or purchase price are included in the Executive Board's report and are in accordance with French laws and regulations.

We have no matters to report as to the proposed methods for the determination of the subscription and/or purchase price.

Paris-La Défense, March 18 2024

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES		**ERNST & YOUNG Audit**	
Mansour Belhiba	Emmanuel Rollin	Alain Perroux	Ioulia Vermelle

9.1.6 Statutory Auditors' report on the free allocation of existing shares or shares to be issued

[This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.]

Combined Shareholders' Meeting of 16 May 2024

Twenty-ninth resolution

To the Shareholders' Meeting of Wendel,

In our capacity as statutory auditors of your company and in compliance with article L. 225-197-1 of the French Commercial Code (*Code de commerce*), we hereby report on the proposed free allocation of existing shares or shares to be issued, subject to the prior authorization of the Supervisory Board pursuant to article 15-V of the bylaws, reserved for employees or corporate officers of the company and of the companies related to it, as defined in section II of article L. 225-197-1 of the French Commercial Code, or to the employees and corporate officers of the companies or groups that are related to it within the meaning of article L. 225-197-2 of the French Commercial Code, a transaction upon which you are called to vote. The total number of shares that may be allocated in respect of this authorization may not represent more than 1% of the company's share capital at the grant date, it being specified that the number of shares allocated will be deducted from the maximum number of shares that may be issued pursuant to the twenty-eighth resolution.

The total number of shares likely to be granted to members of the Executive Board may not exceed 50% of the ceiling mentioned in the preceding paragraph, it being specified that in any case, the total value of the free shares granted to the members of the Executive Board, combined with that of the options referred to in the twenty-eighth resolution (as determined on their grant date), may not exceed the limit - expressed as a proportion of their compensation - set by the compensation policy for the members of the Executive Board.

On the basis of its report, your Executive Board proposes to be authorized, for a period of fourteen months from the date of this Meeting, to grant, free of charge, existing shares or shares to be issued.

It is the responsibility of the Executive Board to prepare a report on the proposed transaction. Our role is to report, as the case may be, on any matters relating to the information thus provided to you regarding the proposed transaction.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French national auditing body (*Compagnie Nationale des Commissaires aux Comptes*) for this type of engagement. These procedures consisted mainly in verifying that the proposed methods described in the Executive Board's report comply with the legal provisions governing such transactions.

We have no matters to report as to the information provided in the Executive Board's report relating to the proposed free grant of shares.

Paris-La Défense, March 18 2024

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES

Mansour Belhiba Emmanuel Rollin

ERNST & YOUNG Audit

Alain Perroux Ioulia Vermelle

9.2 Additional reports

9.2.1 Additional report of the Executive Board on the capital increase reserved for members of the Wendel Group Savings Plan of October 18, 2023

The Executive Board, acting under the powers granted to it by the Combined Shareholders' Meeting of June 15, 2023 (the "**Shareholders' Meeting**") in its 20th resolution, after authorization of the Supervisory Board dated July 27, 2023, decided on September 7, 2023 to implement a capital increase reserved for members of the Wendel Group Savings Plan and the International Group Savings Plan, in favor of whom the shareholders' preferential subscription rights were canceled by the Shareholders' Meeting.

In this respect, the Executive Board recalls that, since 2020, members of Wendel's Group Savings Plan and International Group Savings Plan have been offered the possibility of subscribing – directly in 2020, then indirectly from 2021 via an "FCPE relais" mutual fund – to units of an FCPE, the "FCPE Wendel" mutual fund, which subsequently subscribed to Wendel shares.

The Executive Board notes that an identical mechanism was implemented in 2023, via the "Relais Wendel 2023" mutual fund created for this purpose and intended to be merged into the "FCPE Wendel" mutual fund upon completion of the capital increase transaction.

Thus:

- beneficiaries wishing to participate in the capital increase subscribed, between September 11 and 25, 2023, to units of the "Relais Wendel 2023" mutual fund with a unit value of €10;
- at the end of this subscription period, the "Relais Wendel 2023" mutual fund subscribed to new Wendel shares in the context of an increase in the Company's capital;
- on October 18, 2023, the Executive Board noted the completion of this capital increase.

The purpose of this report, prepared in accordance with Article R. 225-116 of the French Commercial Code, is to describe the final terms and conditions of the capital increase carried out with the approval of the Shareholders' Meeting.

I. Final terms and conditions of the capital increase

- **Maximum size of the reserved capital increase**

The Executive Board, which met on September 7, 2023, decided to set the maximum nominal amount of the reserved capital increase at €200,000, i.e., 50,000 shares with a par value of €4 each.

- **Subscription price**

The Executive Board set the amount of the discount at 30% of the reference price, and noted that:

  - the reference price, calculated on the basis of the average closing share price for the 20 trading days prior to September 7, 2023, was €84.33;
  - the subscription price, set at 70% of the reference price, was €59.04.

Each new share with a par value of €4 was therefore issued with an issue premium of €55.04.

- **Beneficiaries of the offering**

Beneficiaries of the offering are members of the Wendel Group Savings Plan and the Wendel International Group Savings Plan, it being specified that the increase in the Company's capital is subscribed to by the "Relais Wendel 2023" mutual fund, in which they hold units and which is intended to be merged into the "FCPE Wendel" mutual fund.

Employees and corporate officers of Wendel and companies that are members of the Wendel Group Savings Plan and the International Group Savings Plan must prove that they have at least one (1) months' seniority as of the end of the subscription period.

- **Cancellation of preferential subscription rights**

The Shareholders' Meeting canceled the shareholders' preferential subscription rights in favor of the beneficiaries of the offering.

- **Rights attached to shares**

The new Wendel shares are created with current dividend rights and immediately rank *pari passu* with existing shares.

The rights attached to these new shares are identical to those attached to the Company's existing shares and are described in Wendel's by-laws. It is specified that the voting rights attached to the Wendel shares held by the "FPCE Wendel" mutual fund will be exercised by the members of the Wendel Group Savings Plan and the Wendel International Group Savings Plan through the "FCPE Wendel" mutual fund, in proportion to the number of shares they hold in the said "FCPE Wendel" mutual fund, at each Shareholders' Meeting.

- **Maximum subscription rights**

Each beneficiary was entitled to subscribe to units of the "Relais Wendel 2023" mutual fund, which is intended to be merged into the "FCPE Wendel" mutual fund, under the conditions defined by the regulations of the Wendel Group Savings Plan and the Wendel International Group savings plan, as adjusted by their amendments, if any.

- **Company matching contribution**

For 2023, the Company matching contribution is equal to 200% of the voluntary payments made by subscribers, up to the overall legal and annual cap of €6,334.85.

- **Adjustments to the reserved capital increase**

In the event that the total number of Wendel shares resulting from applications by beneficiaries to subscribe for units of the "Relais Wendel 2023" mutual fund had exceeded the maximum number of shares offered under the reserved capital increase, the applications would have been reduced. This would have been done by capping, starting with the highest requests, the amounts of which would have been reduced to that of the requests of an immediately lower amount and so on, until the total amount of requests was equal to or lower than the amount of the offering. The following would have been reduced by order of priority:

- voluntary cash payments;
- the arbitrage of available assets from the entire Wendel Group employee savings plan FCPE mutual funds;
- the arbitrage of unavailable assets held in the "CM-CIC Perspective Monétaire B" mutual fund;
- the arbitrage of unavailable assets held in the "CM-CIC Perspective Monétaire A" mutual fund, which are blocked until June 1, 2028.

As the total number of Wendel shares resulting from subscription requests to the units of the "Relais Wendel 2023" mutual fund by the beneficiaries was lower than the maximum number of shares offered in the context of the reserved capital increase, the capital increase was carried out only up to the amount of shares subscribed by the "Relais Wendel 2023" mutual fund.

- **Unavailability of FCPE units**

Subscribers to the offering must hold the "FCPE Wendel" mutual fund units (post-merger of the "Relais Wendel 2023" mutual fund) thus subscribed for a period of five (5) years, except in the event of early release as provided for in Article R. 3324-22 of the French Labor Code.

- **Subscription period**

The subscription period for units of the "Relais Wendel 2023" mutual fund was open from September 11 to 25, 2023 inclusive.

The subscription to units of the "Relais Wendel 2023" mutual fund was fully paid up on October 17, 2023, and the Wendel capital increase was completed on October 18, 2023.

- **Listing of new shares**

Admission to trading of the Company's new shares on the Euronext Paris regulated market will be requested as soon as possible after the capital increase.

II. Impact of the capital increase

The Company issued 22,877 new shares. The share capital was thus increased by a nominal amount of €91,508 (22,877 shares with a par value of €4), i.e., an increase in the share capital, including the issue premium, of a total amount of €1,350,658.08 (issue premium of €55.04 per share).

In accordance with Article R. 225-115 of the French Commercial Code, the Executive Board hereafter reports on the impact of this issue on the situation of holders of the Company's shares and holders of securities giving access to the Company's share capital, as well as on the theoretical impact on the market value of the share. The impact of the issue is assessed on the basis of the most recent half-year financial statements dated June 30, 2023.

- **Impact on share of equity as of June 30, 2023:**

For reference, the impact of the issue of the 22,877 new shares on the share of equity per share would be as follows (based on equity at June 30, 2023, and the number of shares comprising the share capital of the Company at that date):

	Equity per share (non-diluted basis)	Equity per share (diluted basis)*
Before issue of 22,877 new shares	€159.98	€159.04
After issue of 22,877 new shares	€159.93	€158.98

* *After taking into account all issued securities that may give access to the share capital.*

- **Impact of the issue on the shareholder's position:**

For reference, the impact of the issue of the 22,877 new shares on a shareholder's interest holding 1% of the share capital of Wendel prior to the issue of these new shares and not subscribing to the issue (calculations based on the number of shares comprising the Company's share capital on September 7, 2023), would be as follows:

	Shareholder's interest as a % of capital (non-diluted basis)	Shareholder's interest as a % of capital (diluted basis)*
Before issue of 22,877 new shares	1.0000%	0.9866%
After issue of 22,877 new shares	0.9995%	0.9866%

* *After taking into account all issued securities that may give access to the share capital.*

- **Theoretical impact on the share's current market value based on the average share price for the 20 trading days prior to September 7, 2023 (i.e., €84.33):**

The theoretical impact of the issue of the 22,877 new shares on the market value of the Wendel share would be as follows (calculations based on the number of shares comprising the Company's share capital on September 7, 2023):

	Market value per share (non-diluted basis)	Market value per share (diluted basis)*
Before issue of 22,877 new shares	€84.33	€84.40
After issue of 22,877 new shares	€84.32	€84.39

* *After taking into account all issued securities that may give access to the share capital.*

October 18, 2023

The Executive Board

9.2.2 Statutory Auditors' supplementary report on the issue of shares and capital securities reserved for employees who are members of a company savings scheme, October 18, 2023

[This is a free translation into English of a report issued in French and it is provided solely for the convenience of English-speaking users. This report should be read in conjunction with, and construed in accordance with, French law and professional standards applicable in France.]

To the Shareholders,

In our capacity as statutory auditors of your company and in compliance with article R. 225-116 of the French Commercial Code (*Code de commerce*), and further to our report dated April 14, 2023, we hereby report on the issue of shares and capital securities with cancellation of preferential subscription rights, reserved for members of one or more company savings schemes implemented within the Group, authorized by your Ordinary and Extraordinary General Meeting dated June 15, 2023.

This operation has been submitted for your approval in accordance with article L. 225-129-6 of the French Commercial Code (*Code de commerce*) and article L. 3332-18 et seq. of the French Labour Code (*Code du travail*).

This Ordinary and Extraordinary General Meeting authorized your Executive Board to decide whether to proceed with such an operation for a period of fourteen months and a maximum amount of € 200 000. Exercising this authorization, your Executive Board decided on October 18, 2023 to proceed with an increase in capital of € 1,350,658.08 by the issue of 22,877 ordinary shares with a par value of € 4 and a unit share premium of € 55.04.

It is the Executive Board's responsibility to prepare a supplementary report in accordance with articles R. 225-115 et R. 225-116, as well as R. 22-10-21 of the French Commercial Code (*Code de commerce*). Our role is to report on the fairness of the financial information taken from the interim financial information, on the proposed cancellation of preferential subscription rights and on other information relating to the share issue contained in this report.

We have performed those procedures which we considered necessary to comply with the professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) for this type of engagement. These procedures consisted, inter alia, in verifying:

- the fairness of the financial information taken from the interim financial information prepared under the Executive Board's responsibility as at June 30, 2023, using the same methods and following the same presentation as the previous annual financial statements. We have performed procedures consisting in making inquiries of persons responsible for financial and accounting matters, verifying that this interim financial information has been prepared using the same methods and the same presentation as those used for the previous annual financial statements, and applying analytical and other review procedures;
- the compliance with the terms of the operation as authorized by the Ordinary and Extraordinary General Meeting;
- the information provided in the Executive Board's supplementary report on the choice of constituent elements used to determine the issue price and on its final amount.

We have no matters to report ad to:

- the fairness of the financial information taken from the interim financial information and included in the Executive Board's supplementary report;
- the compliance with the terms of the operation as authorized by the Ordinary and Extraordinary General Meeting dated June 15, 2023 and the information provided thereto;
- the choice of constituent elements used to determine the issue price of the shares and its final amount;
- the presentation of the impact of the issue on the financial position of the share and capital security holders as expressed in relation to shareholders' equity and on the market value of the share;
- the proposed cancellation of the preferential subscription rights, upon which you have previously voted.

Paris-La Défense, October 26 2023

The Statutory Auditors

French original signed by

DELOITTE & ASSOCIES		ERNST & YOUNG Audit	
Mansour Belhiba	Emmanuel Rollin	Alain Perroux	Ioulia Vermelle

9.2.3 Special report of the Executive Board on free shares allocated during 2023

(Article L. 225-197-4 of the French Commercial Code – Allocation of free shares)

I. Legal framework

The Executive Board, acting under the powers granted to it by the Combined Shareholders' Meeting of June 15, 2023 (the "**Shareholders' Meeting**") in its 22nd resolution, decided on July 31, 2023, to allocate free shares to Executive Board members and to certain employees of the Company and of companies related to it. These shares were allocated in full by the Company. The purpose of this report, prepared in accordance with Article L. 225-197-4 of the French Commercial Code, is to describe these allocations.

II. Allocation to corporate officers

Members of the Executive Board were allocated free shares as follows:

Name	Number of shares	Vesting date	Valuation[1]
Laurent Mignon	37,701	31/07/2027	€49.3
David Darmon	22,330		
TOTAL	**60,031**		

(1) Performance shares were valued by an independent expert using a Monte Carlo mathematical pricing model. The model takes into account various events that might take place while the performance shares are valid, including various points in time at which the predetermined requirements for both performance and presence within the Company are tested.

The characteristics of these shares are described in section 2.2.2 of the 2023 Universal Registration Document.

III. Allocation to employees

Employees were allocated free shares under a plan with a 4-year vesting period, no holding period and specific performance conditions. The allocated shares are valued at €49.3 each.

Allocation of free shares to the 10 employee beneficiaries receiving the greatest number of free shares:

1	2	3	4	5	6	7	8	9	10	Total
13,880	12,851	11,033	10,862	7,648	7,648	7,341	6,387	6,298	6,031	89,979

Allocation of free shares to all 92 employee beneficiaries:

Employee categories	Number of shares
Executives – France (67)	138,548
Non-executives – France (7)	1,088
Other countries (18)	54,636
TOTAL (92)	**194,272**

March 7, 2024

The Executive Board

9.2.4 Special report of the Executive Board on stock options allocated during 2023

(Article L. 225-184 of the French Commercial Code – Allocation of stock options)

I. Legal framework

The Executive Board, acting under the powers granted to it by the Combined Shareholders' Meeting of June 15, 2023 (the "**Shareholders' Meeting**") in its 21st resolution, decided on July 31, 2023, to allocate stock subscription options to Executive Board members and certain employees of the Company and of companies related to it.

These options were allocated in full by the Company. The purpose of this report, prepared in accordance with Article L. 225-184 of the French Commercial Code, is to describe these allocations.

II. Allocation to corporate officers

The members of the Executive Board were allocated stock subscription options as follows:

Name	Number of shares	Exercise period start date	Exercise price	Expiration date	Valuation[1]
Laurent Mignon	35,403	07/31/2027	€92.39	07/30/2033	€22.5
David Darmon	20,969				
TOTAL	**56,372**				

(1) The options were valued by an independent expert using a Monte Carlo mathematical pricing model. The model takes into account various events that might take place while the options are valid, including various points in time at which the predetermined requirements for both performance and presence within the Company are tested.

The characteristics of these options are described in section 2.2.2 of the 2023 Universal Registration Document.

III. Allocation to employees

On July 31, employees were allocated stock subscription options valued at €22.5 each, with the following characteristics:

Exercise period start date	Exercise price	Expiration date
07/31/2027	€92.39	07/30/2033

Allocation of options to the ten employee beneficiaries receiving the greatest number of options:

1	2	3	4	5	6	7	8	9	10	TOTAL
5,367	4,969	4,266	4,200	2,957	2,957	2,838	2,470	2,332	2,316	34,672

Allocation of stock options to all 92 employee beneficiaries:

Employee categories	Number of shares
Executives – France (67)	51,990
Non-executives – France (7)	419
Other countries (18)	21,120
TOTAL (92)	**73,529**

IV. Exercise of options during 2023

During 2023, David Darmon exercised stock options allocated on July 1, 2013 as follows:

Number of options exercised during the year	Exercise price
15,600	€82.90

During 2023, 8 Group employees exercised options, breaking down as follows:

	Number of options exercised during the year	Type of option (purchase/subscription)	Exercise price
1	4,000	Purchase	€82.90
2	3,900	Purchase	€82.90
3	2,000	Purchase	€82.90
4	600	Purchase	€82.90
5	210	Purchase	€82.90
6	90	Purchase	€82.90
7	82	Purchase	€82.90
8	35	Purchase	€82.90

March 7, 2024

The Executive Board

9.3 Observations of the Supervisory Board for the Shareholders' Meeting

To the shareholders,

In a persistently difficult macroeconomic environment (restrictive monetary policy, slowdown in growth to 1.5% in developed countries and global inflation at 6.9%), Wendel demonstrated resilience while also taking initiatives.

The Executive Board, supported by the Supervisory Board, has initiated a new phase of its development based on the value-creating strategic directions announced in March 2023. Wendel will move towards a dual model, with its traditional role of managing its own investments on the one hand, and third-party asset management on the other. This new activity must generate recurring revenues through management fees while also creating asset value.

The Board is delighted with the past year's achievements:

- in proprietary asset management, Wendel acquired Scalian, an IT engineering specialist with over 5,000 employees, sold Constantia Flexibles under very good conditions, and made four new investments through Wendel Growth;
- in third-party asset management, Wendel acquired a controlling interest in IK Partners, which is scheduled to be completed in the first half of 2024. IK Partners is a European leader in private equity with more than €10 billion of assets under management. For Wendel, this transaction serves as a foundation for this new activity.

The creation of shareholder value is a constant concern of the Supervisory Board. Net Asset Value amounted to €160.2 per share as of December 31, 2023. Restated for the dividend of €3.20 per share paid in 2023, NAV per share decreased by 2.7%. The discount in the share price in relation to NAV per share is being monitored closely by the Supervisory Board. In this respect, it is expected that the Executive Board's new strategic directions will ensure that the Wendel share price better reflects the Company's intrinsic value.

In 2023, the Supervisory Board also followed the positive trend in the portfolio companies' performance.

The Supervisory Board also continued its control and oversight of the Executive Board with the support of its two committees, which successfully fulfilled their role. The Supervisory Board met nine times, the Audit, Risks and Compliance Committee seven times and the Governance and Sustainability Committee six times.

On February 28, 2024, the Supervisory Board examined Wendel's parent company and 2023 consolidated financial statements as prepared by the Executive Board. It has no observations to bring to your attention and recommends that the financial statements be approved.

Wendel's financial position remained extremely solid throughout the year. This enables the Executive Board, with the Supervisory Board's approval, to propose a dividend of €4 for 2023, up by a very significant +25% on the dividend paid for 2022, which amounted to €3.20.

At this meeting, the Supervisory Board is also submitting for your approval the renewal of the term of office of Thomas de Villeneuve, whose experience in asset management is particularly valuable in supporting the Company's strategic development, for a further period of four years. Subject to his renewal, Thomas de Villeneuve will continue to participate in the Governance and Sustainability Committee.

Lastly, the Board recommends that you approve all the resolutions submitted by the Executive Board at the Shareholders' Meeting.

9.4 Report of the Executive Board on the resolutions submitted to the Shareholders' Meeting of May 16, 2024

Ordinary Shareholders' Meeting

2023 financial statements and allocation of net income

The purpose of the **1st and 2nd resolutions** is to approve Wendel's financial statements as of December 31, 2023.

The parent company financial statements show net income of €197.5 million. Equity (excluding the net income for the year) amounted to €7,057.86 million and shows Wendel's sound financial position.

The consolidated financial statements show net income, Group share, of €142.4 million.

The purpose of the **3rd resolution** is to allocate the net income for the year ended December 31, 2023 and distribute a dividend of €4 per share, a strong increase of 25% from the ordinary dividend paid in respect of 2022.

	2020	2021	2022
Dividend	€2.90	€3.00	€3.20

The ex-dividend date is May 21, 2024 and the dividend will be paid on May 23, 2024.

For individuals whose tax residence is France, the dividend is subject either to a flat-rate tax on the gross dividend at the rate of 12.8% (Article 200 A of the French Tax Code *(Code général des impôts)*) or to a progressive tax rate applied after an allowance of 40% (under Articles 200 A, 2. and 158-3 2° of the French Tax Code). The dividend is also subject to social contributions at the rate of 17.2%.

Regulated related-party agreements

The purpose of the **4th resolution** is to approve the agreements entered into with certain corporate officers of the Company, as described in the Statutory Auditors' special report. These agreements are the co-investments made in 2023 in portfolio companies Scalian, Brigad, Tadaweb, Preligens and Aqemia, in accordance with applicable principles for the 2021-2025 period, by Laurent Mignon and David Darmon, members of the Executive Board, and by Harper Mates and Sophie Tomasi, members of the Supervisory Board representing employees.

The purpose of the **5th resolution** is to approve a regulated related-party agreement entered into with Wendel-Participations SE and described in the Statutory Auditors' special report. This agreement is an amendment to the sublease entered into between Wendel and Wendel-Participations for the premises located at 2-4 rue Paul Cézanne 75008 Paris.

Supervisory Board: renewal of the term of office of a member of the Supervisory Board

The purpose of the **6th resolution** is to renew the term of office of Thomas de Villeneuve, for a period of four (4) years, as it is due to expire at the end of the Shareholders' Meeting of May 16, 2024.

The Board particularly emphasizes his expertise in the fields of investment, private equity and third-party asset management, acquired over almost 23 years with Seven2 (formerly Apax Partners in France), where he is Managing Partner. Seven2 is a private equity firm with €5 million in private assets under management for third-party investors. This expertise is particularly aligned with Wendel's strategic development.

The Supervisory Board also appreciated the quality of his contributions to the work of the Board and the Governance and Sustainability Committee throughout his first term of office.

Thomas de Villeneuve's profile is set out in the Company's 2023 Universal Registration Document, section 2.1.1.1 – Composition of the Supervisory Board.

Certification of sustainability information

The purpose of the **7th resolution** is to appoint Statutory Auditors in charge of certifying the sustainability information in compliance with the new Corporate Sustainability Reporting Directive (CSRD).

It is proposed to appoint Deloitte & Associés and Ernst & Young Audit, the Company's current Statutory Auditors in charge of auditing the financial statements.

They will be appointed for a period corresponding to the remainder of their statutory audit engagement, which expires at the close of the Shareholders' Meeting to be called in 2025 to approve the financial statements for the year ending December 31, 2024.

Say on pay

The purpose of the **8th resolution** is to approve the information relating to the compensation previously paid or awarded to the Company's corporate officers (members of the Executive Board and members of the Supervisory Board). Your vote is required pursuant to Article L. 22-10-34 I of the French Commercial Code.

This information is described, in accordance with Article L. 22-10-9 I of the French Commercial Code, in the Supervisory Board's report on Corporate Governance, in section 2.2.2 – General information on the compensation of corporate officers for fiscal year 2023 of the Company's 2023 Universal Registration Document.

The purpose of the **9th**, **10th**, **11th and 12th resolutions** is to approve the items of compensation paid in or awarded for 2023 to:

- Laurent Mignon, Chairman of the Executive Board;
- David Darmon, Member of the Executive Board;
- André François-Poncet, Chairman of the Executive Board until December 1, 2022 inclusive; and
- Nicolas ver Hulst, Chairman of the Supervisory Board.

These compensation items are presented in the Supervisory Board's report on Corporate Governance in section 2.2.3 – Breakdown of compensation paid in or awarded for 2023 to Executive Board members and to the Chairman of the Supervisory Board, subject to the shareholders' vote of the Company's 2023 Universal Registration Document.

The variable items of compensation of Laurent Mignon and David Darmon will be paid to them after your approval.

Your vote is required pursuant to Article L. 22-10-34 II of the French Commercial Code.

The purpose of the **13th, 14th and 15th resolutions** is to approve the compensation policy for the Chairman of the Executive Board, the member of the Executive Board and the members of the Supervisory Board for 2024. This policy is presented in the Supervisory Board's report on Corporate Governance, in sections 2.2.1, 2.2.1.2 and 2.2.1.3 of the Company's 2023 Universal Registration Document. Your vote is required pursuant to Article L. 22-10-26 II of the French Commercial Code.

Share buyback program

The purpose of the **16th resolution** is to renew the authorization granted to the Company to buy back its own shares as provided for by law. As in previous years, the maximum purchase price has been set at €250, and the authorization is valid for 14 months.

The share buyback program can only be used for the purposes defined by law and set out in this resolution. In practice, your Company may use it to reduce the share capital by canceling shares, carry out external growth transactions, make a market in the Company's shares or to cover stock option or free share plans. In 2023, Wendel bought back 917,661 treasury shares (including 641,925 shares under the liquidity agreement), i.e., 2.06% of the share capital as of December 31, 2023.

Under no circumstances may the Company buy back more than 10% of its share capital, i.e., 4,443,055 shares based on the capital as of December 31, 2023. This authorization may not be used during a takeover bid.

Formalities

The purpose of the **30th resolution** is to grant all necessary powers to carry out formalities related to the Shareholders' Meeting.

Extraordinary Shareholders' Meeting

Capital reduction

The purpose of the **17th resolution** is to renew, for a period of 26 months, the authorization granted by the Shareholders' Meeting to the Executive Board, with the prior authorization of the Supervisory Board, to cancel, for a period of 24 months, up to 10% of the shares purchased by the Company under a share buyback program. It is specified that the Executive Board did not make use of this authorization in 2023.

Renewal of financial authorizations

The **18th to 26th resolutions** are intended to renew, for a period of 26 months, previously granted financial authorizations which are due to expire in August 2024.

The purpose of these delegations is to issue shares or any other securities giving access, immediately or in the future, to the Company's share capital, while maintaining or canceling shareholders' preferential subscription rights, depending on the opportunities offered by the financial markets and the interests of the Company and its shareholders. They ensure the Company's flexibility and responsiveness by enabling the Executive Board, with the prior authorization of the Supervisory Board, to carry out the market transactions necessary for the implementation of the Group's strategy.

These delegations may not be used during a takeover bid.

During 2023, the Executive Board did not make use of any of these authorizations.

The amount authorized to increase the share capital with cancellation of preferential subscription rights is in accordance with best market practices and the recommendations of voting advisory agencies and investors. Accordingly, the purpose of the **18th resolution** is to:

- set at 100% of the share capital the overall ceiling of the aggregate nominal amount of the capital increases that may be decided pursuant to the 19th to 22nd and the 24th to 26th resolutions of the Shareholders' Meeting (presented below);
- set at 10% of the share capital the sub-ceiling of the aggregate nominal amount of the capital increases with cancellation of preferential subscription rights that may be decided pursuant to the 20th to 22nd, 24th and 25th resolutions of the Shareholders' Meeting,

it being specified that the nominal amount of the securities that may be issued in the event of over-subscription pursuant to the 23rd resolution will be respectively deducted from the aforementioned overall ceiling and sub-ceiling.

The purpose of the **19th resolution** is to grant a delegation of authority to the Executive Board to increase share capital with preferential subscription rights, up to a maximum of 40% of the share capital at the time of the issue. Any issue based on this resolution shall be deducted from the overall ceiling of the 18th resolution.

The purpose of the **20th resolution** is to grant a delegation of authority to the Executive Board to increase share capital by means of a public offering, with cancellation of preferential subscription rights and the possibility of granting a priority period for shareholders, up to a maximum of 10% of the share capital at the time of the issue. The issue price will be at least equal to the minimum provided for by the applicable regulatory provisions (to date, the weighted average share price of the last 3 trading days preceding the start of the offering, possibly reduced by a maximum discount of 10%), unless the price flexibility provided for in the 22nd resolution is applied. Any issue based on this resolution shall be deducted from the overall ceiling and from the sub-ceiling of the 18th resolution.

The purpose of the **21st resolution** is to grant a delegation of authority to the Executive Board to issue securities, through an offer referred to in Article L. 411-2 1° of the French Monetary and Financial Code and with cancellation of preferential subscription rights, i.e., for a private placement, of up to 10% of the share capital per year. The issue price will be at least equal to the minimum provided for by the applicable regulatory provisions (to date, the weighted average share price of the last 3 trading days preceding the start of the offering, possibly reduced by a maximum discount of 10%), unless the price flexibility provided for in the 22nd resolution is applied. In addition to the overall ceiling and the sub-ceiling of the 18th resolution, there is a specific ceiling applicable to the issuance of securities representing debt securities (such as bonds convertible or exchangeable into new shares), of a nominal amount of €500 million (it being specified that this ceiling does not apply to debt securities issued whose issuance is the responsibility of the Executive Board).

The **22nd resolution** grants the Executive Board flexibility in determining the issue price in the event of a public offering (20th resolution) or private placement (21st resolution). It therefore authorizes the Executive Board, within the limit of 10% of the share capital at the time of the issue, to set a price at least equal to the average closing price of the Wendel share over a period of 20 days prior to the issue, possibly reduced by a maximum discount of 10%. Any issue based on this resolution shall be deducted from the overall ceiling and from the sub-ceiling of the 18th resolution.

The purpose of the **23rd resolution** is to grant a delegation of authority to the Executive Board to increase the amount of the issues covered by the 19th to 22nd resolutions, with or without preferential subscription rights, in the event that such issues are oversubscribed. The maximum amount of said increase will comply with applicable regulations (currently, 15% of the initial issue). Any issue based on this resolution shall be deducted from the overall ceiling and, if applicable, from the sub-ceiling of the 18th resolution.

The purpose of the **24th resolution** is to grant a delegation of authority to the Executive Board to increase the share capital in order to remunerate in kind, contributions of securities; the purpose of the **25th resolution** is to authorize the remuneration of contributions of securities in the context of a public exchange offer (OPE). These delegations, granted with cancellation of preferential subscription rights and up to a limit of 10% of the share capital, allow the Company to acquire interests in listed or unlisted companies and to finance these acquisitions in shares, rather than in cash. Any issue based on these resolutions shall be deducted from the overall ceiling and from the sub-ceiling of the 18th resolution.

The purpose of the **26th resolution** is to grant a delegation of authority to the Executive Board to increase the Company's share capital by capitalizing reserves, profits, premiums or other items that may be capitalized in accordance with the law and the by-laws, up to a maximum of 50% of the share capital, for the benefit of the shareholders. This capital increase would be carried out by allocating free shares to shareholders and/or by increasing the par value of existing shares. Any issue based on this resolution shall be deducted from the overall ceiling of the 18th resolution.

Employee savings and employee share ownership

Wendel manages its employee share ownership policy with the aim of limiting the dilutive effect for shareholders.

Group savings plan

The purpose of the **27th resolution** is to grant, for a period of 14 months, a delegation of authority to the Executive Board to increase the share capital by a maximum nominal amount of €200,000, in favor of the Group's employees and corporate officers who are members of the Group savings plan or of the International Group savings plan, subject to the prior authorization of the Supervisory Board.

In accordance with the legislation in force, the subscription price of the new shares shall not be higher than the average closing share price for the twenty (20) trading days prior to the date of the Executive Board's decision setting the opening date of the subscription period, nor more than 30% lower than this average or lower than any other upper limit that may be set by law.

It is specified that employee share ownership through the Group savings plan represented 0.9% of the share capital as of December 31, 2023.

Allocation of stock subscription and/or purchase options and free shares

The purpose of the **28th and 29th resolutions** is to authorize the Executive Board, for a period of 14 months, to allocate stock subscription or purchase options, and free shares, to employees and corporate officers, up to a total limit of 1% of the share capital (unchanged versus last year).

The price of the options will be set in accordance with legal and regulatory provisions, without any discount.

It is also provided that:

- the period during which the options may be exercised will start at least three (3) years from their grant date and may not exceed ten (10) years from their grant date;
- the free shares will vest at the end of a vesting period, the length of which will be determined by the Executive Board and which may not be less than three (3) years.

The exercise of all or part of the options allocated and the definitive vesting of all or part of the free shares allocated to beneficiaries will be subject to the satisfaction of presence and/or performance conditions.

As regards the members of the Executive Board, the following provisions apply:

- the exercise of stock subscription or purchase options and the vesting of free shares are subject to the satisfaction of the presence, performance and holding conditions provided for by the compensation policy for members of the Executive Board, as may potentially be amended subsequent to its approval in accordance with applicable regulations. For 2024, these conditions are set out in the compensation policy for Executive Board members, described in the Supervisory Board's report on Corporate Governance in section 2.2.1.2 of the Company's 2023 Universal Registration Document;
- the total number of shares resulting from the exercise of the options and the vesting of the free shares allocated may not exceed (i) 50% of the overall limit mentioned above, or (ii) in IFRS value, as set on their grant date, 95% of the total amount of their fixed and maximum annual variable compensation (subject to any subsequent amendment, in accordance with applicable regulations).

The Executive Board recommends that the shareholders approve of all of the resolutions presented above, which are submitted to your Shareholders' Meeting.

March 7, 2024

The Executive Board

9.5 Draft resolutions

Agenda

Ordinary Shareholders' Meeting

1. Approval of the parent company financial statements for the year ended December 31, 2023.
2. Approval of the consolidated financial statements for the year ended December 31, 2023.
3. Net income allocation, dividend approval and dividend payment.
4. Approval of regulated related-party agreements entered into with certain corporate officers of the Company.
5. Approval of a regulated related-party agreement entered into with Wendel-Participations SE.
6. Renewal of the term of office of Thomas de Villeneuve as member of the Supervisory Board.
7. Appointment of Deloitte & Associés and Ernst & Young Audit as Statutory Auditors in charge of certifying sustainability information.
8. Approval of the information relating to the compensation items previously paid or awarded to the members of the Executive Board and to the members of the Supervisory Board, in accordance with Article L. 22-10-9 I of the French Commercial Code.
9. Approval of the compensation items paid in or awarded for the year ended December 31, 2023 to Laurent Mignon, as Chairman of the Executive Board.
10. Approval of the compensation items paid in or awarded for the year ended December 31, 2023 to David Darmon, as member of the Executive Board.
11. Approval of the compensation items paid in or awarded for the year ended December 31, 2023 to André François-Poncet, as Chairman of the Executive Board until December 1, 2022.
12. Approval of the compensation items paid during or awarded for the year ended December 31, 2023 to Nicolas ver Hulst, as Chairman of the Supervisory Board.
13. Approval of the compensation policy for the Chairman of the Executive Board.
14. Approval of the compensation policy for the member of the Executive Board.
15. Approval of the compensation policy for the members of the Supervisory Board.
16. Authorization given to the Executive Board to buy back Company shares.

Extraordinary Shareholders' Meeting

17. Authorization given to the Executive Board to reduce the share capital by the cancellation of shares.
18. Overall ceiling for capital increases.
19. Delegation of authority granted to the Executive Board to increase the share capital, with preferential subscription rights maintained, through the issue of shares or securities giving access to the capital.
20. Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, through the issue of shares or securities giving access to the capital, by way of a public offering.
21. Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, through the issue of shares or securities giving access to the capital, by way of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code.
22. Authorization granted to the Executive Board to set, in accordance with the terms and conditions determined by the Shareholders' Meeting, the issue price of the shares or securities giving access to capital, with cancellation of preferential subscription rights, up to an annual limit of 10% of the share capital.
23. Delegation of authority granted to the Executive Board to increase the number of shares to be issued in the event of over-subscription, with or without preferential subscription rights.
24. Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, as consideration for contributions in kind.

25. Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, in the context of a public exchange offer (OPE).
26. Delegation of authority granted to the Executive Board to increase the share capital by incorporation of reserves, profits, premiums or other items.
27. Delegation of authority granted to the Executive Board to increase the share capital through the issue of shares or securities giving access to the share capital reserved for members of the Group savings plan and the international Group savings plan, with cancellation of preferential subscription rights in their favor.
28. Authorization given to the Executive Board to allocate stock subscription or purchase options to some or all of the Company's executive corporate officers and employees, entailing the waiver by shareholders of their preferential subscription rights to the shares issued on exercise of the options.
29. Authorization given to the Executive Board to allocate free shares to some or all of the Company's executive corporate officers and employees, entailing the waiver by shareholders of their preferential subscription rights to the shares to be issued.

Ordinary Shareholders' Meeting

30. Powers for legal formalities.

Draft resolutions

A. Ordinary resolutions

First resolution

(Approval of the parent company financial statements for the year ended December 31, 2023)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed:

- the Executive Board's management report for 2023 and the Supervisory Board's observations; and
- the Statutory Auditors' report on the financial statements;

approves the parent company financial statements for the year ended December 31, 2023, as presented by the Executive Board, which show net income of €197,482,493.54, as well as the transactions presented in these financial statements or described in these reports.

Second resolution

(Approval of the consolidated financial statements for the year ended December 31, 2023)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed:

- the Executive Board's management report for 2023 and the Supervisory Board's observations; and
- the Statutory Auditors' report on the consolidated financial statements;

approves the consolidated financial statements for the year ended December 31, 2023, as presented by the Executive Board, showing net income, Group share, of €142.4 million, as well as the transactions presented in these financial statements or described in these reports.

Third resolution

(Net income allocation, dividend approval and dividend payment)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, on the proposal of the Executive Board approved by the Supervisory Board,

1. decides to allocate:
   - the net income for 2023 amounting to €197,482,493.54,
   - the "Retained earnings" account amounting to €4,484,544,008.61,
   - constituting a distributable profit of €4,682,026,502.15,

   as follows:
   - to the shareholders, an amount of €177,722,216.00, representing a net dividend of €4 per share,
   - to other reserves an amount of €0,
   - for the balance, to the "Retained earnings" account an amount of €4,504,304,286.15;
2. decides that the ex-dividend date will be May 21, 2024, and that the dividend will be paid on May 23, 2024;
3. decides that the dividend that cannot be paid on Wendel treasury shares shall be allocated to the "Retained earnings" account and that the amounts required to pay the dividend described above on shares resulting from the exercise of stock subscription or purchase options before the ex-dividend date shall be deducted from the "Retained earnings" account;
4. notes that, in accordance with Article 243 *bis* of the French Tax Code, the dividends paid out for the past three fiscal years were:

Fiscal year	Dividends distributed	Net dividend per share
2020	€129,685,445.10	€2.90
2021	€134,243,829	€3.0
2022	€142,104,566.40	€3.20

For individuals whose tax residence is France, the gross dividend is subject either to a flat-rate tax on the gross dividend at the rate of 12.8% (Article 200 A of the French Tax Code) or to a progressive tax rate applied after an allowance of 40% (under Articles 200 A, 2. and 158-3 2° of the French Tax Code). The dividend is also subject to social contributions at the rate of 17.2%.

Fourth resolution

(Approval of regulated related-party agreements entered into with certain corporate officers of the Company)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having heard the Statutory Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* and L. 225-86 *et seq.* of the French Commercial Code, notes the content of the report and approves the agreements entered into with certain corporate officers of the Company during the year ended December 31, 2023 and at the beginning of 2024, as mentioned in this report and submitted for approval.

Fifth resolution

(Approval of a regulated related-party agreement entered into with Wendel-Participations SE)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having heard the Statutory Auditors' special report on agreements governed by Articles L. 225-38 *et seq.* and L. 225-86 *et seq.* of the French Commercial Code, notes the content of the report and approves the agreement entered into with Wendel-Participations SE during the year ended December 31, 2023 and at the beginning of 2024, as mentioned in the said report and submitted for approval.

Sixth resolution

(Renewal of the term of office of Thomas de Villeneuve as member of the Supervisory Board)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, notes that Thomas de Villeneuve's term of office as member of the Supervisory Board expires at the end of this Meeting and resolves to renew his term of office for a period of four (4) years expiring at the Ordinary Shareholders' Meeting called in 2028 to approve the financial statements for the year ending December 31, 2027.

Seventh resolution

(Appointment of Deloitte & Associés and Ernst & Young Audit as Statutory Auditors in charge of certifying sustainability information)

The Shareholders’ Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders’ Meetings, having reviewed the Executive Board’s report, decides, pursuant to Article L. 821-40 of the French Commercial Code, to appoint, as Statutory Auditors in charge of certifying sustainability information:

- Deloitte & Associés, 6 place de la Pyramide, 92908 Paris La Défense cedex, France, and
- ERNST & YOUNG Audit, Tour First, TSA 14444, 92037 Paris La Défense cedex, France.

By derogation from the provisions of Article L. 821-44 of the French Commercial Code and in compliance with Article 38 of Order no. 2023-1142 of December 6, 2023 relating to the publication and certification of sustainability information and the environmental, social and governance obligations of commercial companies, this term of office is set at a period of one (1) fiscal year, i.e., for the remainder of their statutory audit engagement, which expires at the close of the Ordinary Shareholders’ Meeting to be called in 2025 to approve the financial statements for the year ending December 31, 2024.

Eighth resolution

(Approval of the information relating to the compensation items previously paid or awarded to the members of the Executive Board and to the members of the Supervisory Board, in accordance with Article L. 22-10-9 I of the French Commercial Code)

The Shareholders’ Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders’ Meetings, having reviewed the report of the Supervisory Board on Corporate governance, approves, pursuant to Article L. 22-10-34 I of the French Commercial Code, the information referred to in Article L. 22-10-9 I of the French Commercial Code (section 2.2.2 of the 2023 Universal Registration Document, pages 90 to 106).

Ninth resolution

(Approval of the compensation items paid in or awarded for the year ended December 31, 2023 to Laurent Mignon, as Chairman of the Executive Board)

The Shareholders’ Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders’ Meetings, having reviewed the report of the Supervisory Board on Corporate governance, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional items making up the total compensation and benefits in kind paid in or awarded for the year ended December 31, 2023 to Laurent Mignon, in his capacity as Chairman of the Executive Board, as presented in this report (section 2.2.3 of the 2023 Universal Registration Document, pages 107 to 109).

Tenth resolution

(Approval of the compensation items paid in or awarded for the year ended December 31, 2023 to David Darmon, as member of the Executive Board)

The Shareholders’ Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders’ Meetings, having reviewed the report of the Supervisory Board on Corporate governance, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional items making up the total compensation and benefits in kind paid in or awarded for the year ended December 31, 2023 to David Darmon, in his capacity as member of the Executive Board, as presented in this report (section 2.2.3 of the 2023 Universal Registration Document, pages 107, 110 and 111).

Eleventh resolution

(Approval of the compensation items paid in or awarded for the year ended December 31, 2023 to André François-Poncet, as Chairman of the Executive Board until December 1, 2022)

The Shareholders’ Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders’ Meetings, having reviewed the report of the Supervisory Board on Corporate governance, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional items making up the total compensation and benefits in kind paid in or awarded for the year ended December 31, 2023 to André François-Poncet, in his capacity as Chairman of the Executive Board until December 1, 2022, as presented in this report (section 2.2.3 of the 2023 Universal Registration Document, pages 107 and 112).

Twelfth resolution

(Approval of the compensation items paid in or awarded for the year ended December 31, 2023 to Nicolas ver Hulst, as Chairman of the Supervisory Board)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the report of the Supervisory Board on Corporate governance, approves, pursuant to Article L. 22-10-34 II of the French Commercial Code, the fixed, variable and exceptional items making up the total compensation and benefits in kind paid in or awarded for the year ended December 31, 2023 to Nicolas ver Hulst, in his capacity as Chairman of the Supervisory Board, as presented in this report (section 2.2.3 of the 2023 Universal Registration Document, pages 107 and 112).

Thirteenth resolution

(Approval of the compensation policy for the Chairman of the Executive Board)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the report of the Supervisory Board on Corporate governance, approves, pursuant to Article L. 22-10-26 II of the French Commercial Code, the compensation policy applicable to the Chairman of the Executive Board, as presented in this report (sections 2.2.1.1 and 2.2.1.2 of the 2023 Universal Registration Document, pages 81 to 88).

Fourteenth resolution

(Approval of the compensation policy for the member of the Executive Board)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the report of the Supervisory Board on Corporate governance, approves, pursuant to Article L. 22-10-26 II of the French Commercial Code, the compensation policy applicable to the member of the Executive Board, as presented in this report (sections 2.2.1.1 and 2.2.1.2 of the 2023 Universal Registration Document, pages 81 to 88).

Fifteenth resolution

(Approval of the compensation policy for the members of the Supervisory Board)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, having reviewed the report of the Supervisory Board on Corporate governance, approves, pursuant to Article L. 22-10-26 II of the French Commercial Code, the compensation policy applicable to members of the Supervisory Board, as presented in this report (sections 2.2.1.1 and 2.2.1.3 of the 2023 Universal Registration Document, pages 81, 82 and 89).

Sixteenth resolution

(Authorization given to the Executive Board to buy back Company shares)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, on the proposal of the Executive Board approved by the Supervisory Board pursuant to Article 15-V of the by-laws,

- having reviewed the Executive Board's report, and
- in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code, Regulation (EU) 596/2014 of the European Parliament and of the Council of April 16, 2014 on market abuse, Delegated Regulation (EU) 2016/1052 of the Commission of March 8, 2016 on the conditions applicable to share buyback programs and stabilization measures, the General Regulations of the French financial markets authority (*Autorité des marchés financiers* – AMF), Articles 241-1 *et seq.*, as well as any other provisions that may become applicable,

1. authorizes the Executive Board, with the power to sub-delegate as provided for by law, to buy back shares of the Company within the following limits:
   - the number of shares purchased by the Company during the term of the buyback program does not exceed 10% of the shares comprising the share capital of the Company at any time, with said percentage applying to the share capital adjusted based on the transactions affecting it subsequent to this meeting, (i.e., on the basis of the share capital as of December 31, 2023, 4,443,055 shares), it being specified that in accordance with the law, (i) if shares are redeemed to increase liquidity under the conditions defined by the AMF's General Regulations, the number of shares taken into account for the calculation of that 10% limit corresponds to the number of shares purchased, minus the number of shares sold during the term of the authorization, and (ii) if the shares are bought back by the Company for the purpose of being held and subsequently delivered in payment or exchange during an external growth operation, the number of shares bought back may not exceed 5% of its share capital,

- the number of shares held by the Company at any time shall not exceed 10% of the Company's share capital at the date under consideration;

2. decides that the Company's shares, within the limits defined above, may be bought back for the following purposes:
   - to enable an investment service provider to trade on a secondary market or maintain the liquidity of the Company's shares within the framework of a liquidity agreement complying with market practices approved by the AMF,
   - to implement stock purchase option plans as defined in Articles L. 225-177 *et seq.* and L. 22-10-56 *et seq.* of the French Commercial Code,
   - to allocate free shares pursuant to the provisions of Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code,
   - to deliver shares on the exercise of rights attached to securities giving access to the Company's share capital immediately or in the future,
   - to hold and subsequently deliver shares (in exchange, as payment or otherwise) in the context of external growth transactions, mergers, spin-offs or asset contributions, subject to prior authorization by the Supervisory Board,
   - to allocate or sell shares as part of the Group's profit sharing program and any Group savings plan as provided for by law, in particular Articles L. 3332-1 *et seq.* of the French Labor Code,
   - to cancel all or part of the shares bought back, subject to the prior authorization of the Supervisory Board, pursuant to the authorization of the Shareholders' Meeting,

   this program is also intended to allow the Company to pursue any other purpose that has been or may be authorized by legislation or regulations in force, or by any market practice that may be allowed by the AMF, in such a case, the Company would inform its shareholders by means of a press release;

3. decides that the acquisition, disposal or transfer of shares may, subject to the applicable legal and regulatory restrictions, be performed at any time and by any means on the regulated market of Euronext Paris or elsewhere, including by:
   - block transfers,
   - public offers (purchase, sale or exchange),
   - use of any financial instruments or derivatives,
   - creation of optional instruments,
   - conversion, exchange, redemption, delivery of shares following the issue of securities giving future access to the Company's share capital, or
   - in any other way, either directly or indirectly, through an investment services provider;

4. sets the maximum purchase price at €250 per share (excluding brokerage fees) (representing, on an indicative basis, a total maximum share buyback amount of €1,110,763,750 on the basis of 4,443,055 shares corresponding to 10% of the share capital as of December 31, 2023), and grants full powers to the Executive Board to adjust this purchase price, in the event of transactions affecting the Company's share capital, in order to take into account the impact of these transactions on the value of the shares;

5. decides that the Executive Board may not, without the prior authorization of the Shareholders' Meeting, use this delegation from the date of the announcement by a third party of a takeover bid for the Company's securities until the end of the bid period;

6. grants full powers to the Executive Board, with the power to sub-delegate, without this list being exhaustive, to decide and implement this authorization, to specify, where necessary, the terms and procedures, to carry out the share buyback program, and in particular to trade on the stock market, enter into any agreements, facilitate the recording of purchases and sales in stock market registers, inform the shareholders under the conditions provided for by the laws and regulations in force, make any disclosures including to the AMF, carry out any formalities, and, generally, do what is required for the application of this authorization;

7. decides that this authorization, which terminates, for their unused amounts, any previous authorization with the same purpose, will be valid for a period of fourteen (14) months from the date of this Shareholders' Meeting.

B. Extraordinary resolutions

Seventeenth resolution

(Authorization given to the Executive Board to reduce the share capital by the cancellation of shares)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to the provisions of Articles L. 22-10-62 *et seq*. of the French Commercial Code,

1. authorizes the Executive Board, subject to the prior authorization of the Supervisory Board pursuant to Article 15-V of the by-laws, to cancel, on one or more occasions, at its sole decision and at the times that it shall determine, some or all of the treasury shares held by the Company, up to a limit of 10% of the share capital per period of twenty-four (24) months from the date of this Shareholders' Meeting, with this limit being adjusted to take into account transactions that may affect it after this Shareholders' Meeting;
2. authorizes the Executive Board to reduce the share capital accordingly, by offsetting the difference between the buyback value of the canceled shares and their nominal value against additional paid-in capital and the available reserves of its choice, including to the legal reserve;
3. grants full powers to the Executive Board, with the power to sub-delegate, to make the corresponding amendments to the by-laws, perform all acts, formalities or declarations and, generally, to do what is necessary for the application of this authorization;
4. decides that this authorization, which terminates, for their unused amounts, any previous authorizations with the same purpose, shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Eighteenth resolution

(Overall ceiling for capital increases)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to Article L. 225-129-2 of the French Commercial Code,

1. decides to set at 100% of the capital the overall ceiling of the aggregate nominal amount of any capital increases that may be decided pursuant to the 19th to 22nd, and the 24th to 26th resolutions of this Shareholders' Meeting;
2. decides to set at 10% of the capital the sub-ceiling of the aggregate nominal amount of any capital increases with cancellation of preferential subscription rights that may be decided pursuant to the 20th to 22nd, and the 24th and 25th resolutions of this Shareholders' Meeting;
3. decides that the nominal amount of shares that may be issued in the event of over-subscription pursuant to the 23rd resolution will be respectively deducted from the aforementioned overall ceiling and sub-ceiling;
4. decides that to these amounts shall be added, if applicable, the nominal amount of additional shares to be issued to protect the rights of the holders of securities giving access to the Company's share capital;
5. decides that this delegation, which cancels and replaces the unused amounts of any previous delegation with the same purpose, shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Nineteenth resolution

(Delegation of authority granted to the Executive Board to increase the share capital, with preferential subscription rights maintained, through the issue of shares or securities giving access to the capital)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to the provisions of Articles L. 225-129 *et seq*., L. 225-132, L. 225-134, L. 22-10-49 and Articles L. 228-91 *et seq*. of the French Commercial Code,

1. delegates to the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, the authority to issue, on one or more occasions, in the proportions and at the times that it shall determine, in France or outside France, subject to valuable consideration or not, with preferential subscription rights maintained, shares of the Company or any other securities giving access, at any time or at a specified date – through subscription, conversion, exchange, repayment, exercise of warrants or in any other manner – to a portion of the share capital to be issued by the Company or by one of the companies referred to in Article L. 228-93 of the French Commercial Code, it being specified that these securities may be denominated in euros or another currency or in a monetary unit established by reference to a number of currencies;

2. decides that the nominal amount of any capital increases carried out under this delegation shall not exceed 40% of the share capital at the time of issue, it being specified that this nominal amount shall be deducted from the overall ceiling referred to in paragraph 1 of the 18th resolution of this Shareholders' Meeting;
3. decides that to these amounts shall be added, if applicable, the nominal amount of additional shares to be issued to protect the rights of holders of securities giving access to the Company's share capital;
4. decides that the issue or issues shall be reserved, on a preferential basis, to shareholders who may subscribe as of right in proportion to the number of shares they own;
5. notes that the Executive Board may grant shareholders the right to subscribe for excess securities in addition to the number of securities they are entitled to subscribe for as of right, in proportion to their subscription rights and, in any case, not exceeding the number requested;
6. notes that if all the shares issued are not taken up through subscriptions as of right and, if applicable, subscriptions for excess shares, the Executive Board may use, as provided for by law and in the order that it shall determine, one or more of the powers below:
   - restrict the capital increase to the amount of subscriptions, subject to this amount attaining at least three-quarters of the increase decided,
   - distribute, as it sees fit, all or a portion of the securities not taken up,
   - offer all or a portion of the securities not taken up to the public;
7. notes and decides, where necessary, that this delegation automatically entails the waiver by the shareholders of their preferential subscription rights to the new shares to which these securities give access in favor of the holders of the securities giving access to shares of the Company that may be issued under this resolution;
8. decides that the issues of equity warrants in the Company may be carried out by subscription offer, but also by free allocation to the owners of existing shares, it being specified that the Executive Board shall have the power to decide that allocation rights comprising fractional shares shall not be negotiable and that the corresponding securities shall be sold;
9. decides that the Executive Board shall not, without the prior authorization of shareholders, use this delegation of authority from the date of filing by a third party of a takeover bid for the Company's securities until the end of the bid period;
10. grants full powers to the Executive Board, with the power to sub-delegate as provided for by law, to implement this delegation, and in particular but without this list being exhaustive, to:
    - determine the dates and the amounts of the issues as well as the form and the characteristics of the securities to be created; set the issue price of the shares or securities giving access to the capital, the date from which they give entitlements to dividends, even retroactively, and the method of payment (in particular pursuant to Article L. 228-7 of the French Commercial Code); provide for, if applicable, the terms and conditions of their redemption, repurchase on the stock market or exchange for shares or other securities, the possibility to suspend the exercise of rights attached to securities for a period not exceeding the maximum period authorized by the legal and regulatory provisions in force; determine and carry out any adjustments intended to take into account the impact of transactions affecting the Company's capital and set the terms and conditions by which it shall ensure, if applicable, the protection of the rights of the holders of securities giving access to the capital,
    - in the event of an issue of securities representing or associated with debt securities, decide whether they shall be subordinated or not, set their interest rates and the terms and conditions of interest payments, their term (with or without a maturity date), the redemption price (fixed or variable, with or without a premium), repayment terms based notably on market conditions, the terms under which these securities shall give entitlement to shares and, more generally, determine all other issue and repayment terms and conditions; amend, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
    - in agreement with the holders of any securities issued, amend all characteristics of the securities issued under this delegation,
    - charge, if applicable, costs against share premiums, notably issue expenses, and deduct from this amount the sums to be transferred to the legal reserve,
    - recognize the amount of the capital increase or increases resulting from any issue carried out under this delegation and amend the by-laws accordingly, and
    - generally, take all appropriate steps and enter into any agreements to successfully achieve the planned issues;
11. decides that this delegation, which cancels and replaces the unused amounts of any previous delegation with the same purpose, shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Twentieth resolution

(Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, through the issue of shares or securities giving access to the capital, by way of a public offering)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report,
- pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 225-134, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and L. 228-91 *et seq.* of the French Commercial Code, and
- it being specified that this delegation does not apply to offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code (covered by the 21st resolution below),

1. delegates to the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, the authority to issue, on one or more occasions and as part of a public offering, in the proportions and at the times that it shall determine, in France or outside France, subject to valuable consideration or not, shares of the Company or any other securities giving access, at any time or at a specified date – through subscription, conversion, exchange, repayment, exercise of warrants or in any other manner – to a portion of the share capital to be issued by the Company or by one of the companies referred to in Article L. 228-93 of the French Commercial Code, it being specified that these securities may be denominated in euros or another currency or in a monetary unit established by reference to a number of currencies;
2. delegates to the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, the authority to issue shares or securities giving access to the capital of the Company subsequent to the issue, by companies described in Article L. 228-93 of the French Commercial Code, of securities giving access to the capital of the Company;
3. decides that the nominal amount of any capital increases carried out under this delegation shall not exceed 10% of the share capital at the time of issue, it being specified that this nominal amount shall be deducted from (i) the overall ceiling referred to in paragraph 1 and (ii) the sub-ceiling referred to in paragraph 2, of the 18th resolution of this Shareholders' Meeting;
4. decides that to this amount shall be added, if applicable, the nominal amount of additional shares to be issued to protect the rights of holders of securities giving access to the Company's share capital;
5. decides to cancel the preferential subscription rights of shareholders to securities issued under this delegation, it being understood that the Executive Board may grant to shareholders, for the period and according to terms and conditions that it shall set in accordance with applicable legal and regulatory provisions, for the entire share issue through the public offering, a priority period to subscribe for the above mentioned securities, in proportion to the number of shares held by each shareholder, as of right and if applicable, subscriptions for excess shares, without giving rise to the creation of negotiable rights;
6. decides that if the issue of shares or securities giving access to the Company's capital is not fully subscribed, the Executive Board can take some or all of the measures provided for under Article L. 225-134 of the French Commercial Code, in the order that it deems appropriate;
7. notes and decides, where necessary, that this delegation automatically entails the waiver by the shareholders of their preferential subscription rights to the new shares to which these securities give access in favor of the holders of the securities giving access to shares of the Company that may be issued under this resolution or by companies described in Article L. 228-93 of the French Commercial Code;
8. notes that, pursuant to Article L. 22-10-52 of the French Commercial Code:
   - the issue price of shares issued directly shall be at least equal to the minimum provided for by the applicable regulatory provisions at the issue date (which under current regulations is the weighted average share price of the last three trading days preceding the start of the offering, discounted by 10%);
   - the issue price of securities giving access to the share capital shall be such that the sum received immediately by the Company, increased by any amount received subsequently by the Company, is, for each share issued as a result of the issue of securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. decides that the Executive Board shall not, without the prior authorization of shareholders, use this delegation of authority from the date of filing by a third party of a takeover bid for the Company's securities until the end of the bid period;
10. grants full powers to the Executive Board, with the power to sub-delegate as provided for by law, to implement this delegation, and in particular but without this list being exhaustive, to:

- determine the dates and the amounts of the issues as well as the form and the characteristics of the securities to be created; set the issue price of the shares or securities giving access to the capital, the date from which they give entitlements to dividends, even retroactively, and the method of payment (in particular pursuant to Article L. 228-7 of the French Commercial Code); provide for, if applicable, the terms and conditions of their redemption, repurchase on the stock market or exchange for shares or other securities, the possibility to suspend the exercise of rights attached to securities for a period not exceeding the maximum period authorized by the legal and regulatory provisions in force; determine and carry out any adjustments intended to take into account the impact of transactions affecting the Company's share capital and set the terms and conditions by which it shall ensure, if applicable, the protection of the rights of the holders of securities giving access to the capital,
- in the event of an issue of securities representing or associated with debt securities, decide whether they shall be subordinated or not, set their interest rates and the terms and conditions of interest payments, their term (with or without a maturity date), the redemption price (fixed or variable, with or without a premium), repayment terms based notably on market conditions, the terms under which these securities shall give entitlement to shares and, more generally, determine all other issue and repayment terms and conditions; where appropriate, these securities may be combined with warrants giving an entitlement to the allocation, acquisition or subscription of bonds or other debt securities; amend, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
- in agreement with the holders of any securities issued, amend all characteristics of the securities issued under this delegation,
- charge, if applicable, costs against share premiums, notably issue expenses, and deduct from this amount the sums to be transferred to the legal reserve,
- recognize the amount of the capital increase or increases resulting from any issue carried out under this delegation and amend the by-laws accordingly, and
- generally, take all appropriate steps and enter into any agreements to successfully achieve the planned issues;

11. decides that this delegation, which cancels and replaces the unused amounts of any previous delegation with the same purpose, shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Twenty-first resolution

(Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, through the issue of shares or securities giving access to the capital, by way of an offer referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 225-134, L. 225-135, L. 225-136, L. 22-10-49, L. 22-10-51, L. 22-10-52 and Articles L. 228-91 *et seq.* of the French Commercial Code, and 1° of Article L. 411-2 of the French Monetary and Financial Code,

1. delegates to the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, the authority to issue, on one or more occasions and as part of offers referred to in 1° of Article L. 411-2 of the French Monetary and Financial Code, in the proportions and at the times that it shall determine, under the conditions and maximum limits stipulated under the law and regulations, in France or outside France, subject to valuable consideration or not, shares of the Company or any other securities giving access, at any time or at a specified date – through subscription, conversion, exchange, repayment, exercise of warrants or in any other manner – to a portion of the share capital to be issued by the Company or by one of the companies referred to in Article L. 228-93 of the French Commercial Code, it being specified that these securities may be denominated in euros or another currency or in a monetary unit established by reference to a number of currencies;
2. decides that the nominal amount of any capital increases carried out under this delegation shall not exceed 10% of the share capital at the time of the issue over a 12-month period, it being specified that this nominal amount shall be deducted from (i) the overall ceiling referred to in paragraph 1 and (ii) the sub-ceiling referred to in paragraph 2, of the 18th resolution of this Shareholders' Meeting;
3. decides that to this amount shall be added, if applicable, the nominal amount of additional shares to be issued to protect the rights of holders of securities giving access to the Company's share capital;

4. decides that the nominal amount of the securities representing debt securities that may be issued under this delegation shall not exceed €500 million or the equivalent in any foreign currency used or unit of account established by reference to several currencies at the time the issue is decided, it being specified that (i) this amount will be increased, if applicable, by any above-par redemption premium, and (ii) these amounts are independent from the amount of any debt securities issued pursuant to a decision of the Executive Board in accordance with Articles L. 228-36-A, L. 228-40, L. 228-92, paragraph 3, L. 228-93, paragraph 6 and L. 228-94, paragraph 3 of the French Commercial Code;
5. decides to cancel the preferential subscription rights of shareholders to securities issued under this delegation;
6. decides that if the issue of shares or securities giving access to the Company's capital is not fully subscribed, the Executive Board can take some or all of the measures provided for under Article L. 225-134 of the French Commercial Code, in the order that it deems appropriate;
7. notes and decides, where necessary, that this delegation automatically entails the waiver by the shareholders of their preferential subscription rights to the new shares to which these securities give access in favor of the holders of the securities giving access to shares of the Company that may be issued under this resolution or by companies described in Article L. 228-93 of the French Commercial Code;
8. notes that, pursuant to Article L. 22-10-52 of the French Commercial Code:
   - the issue price of shares issued directly shall be at least equal to the minimum provided for by the applicable regulatory provisions at the issue date (which under current regulations is the weighted average share price of the last three trading days preceding the start of the offering, discounted by 10%),
   - the issue price of securities giving access to the share capital shall be such that the sum received immediately by the Company, increased by any amount received subsequently by the Company, is, for each share issued as a result of the issue of securities, at least equal to the minimum subscription price defined in the previous paragraph;
9. decides that the Executive Board shall not, without the prior authorization of shareholders, use this delegation of authority from the date of filing by a third party of a takeover bid for the Company's securities until the end of the bid period;
10. grants full powers to the Executive Board, with the power to sub-delegate as provided for by law, to implement this delegation, and in particular but without this list being exhaustive, to:
    - approve the list of beneficiaries to whom the issue will be reserved,
    - determine the dates and the amounts of the issues as well as the form and the characteristics of the securities to be created; set the issue price of the shares or securities giving access to the capital, the date from which they give entitlements to dividends, even retroactively, and the method of payment (in particular pursuant to Article L. 228-7 of the French Commercial Code); provide for, if applicable, the terms and conditions of their redemption, repurchase on the stock market or exchange for shares or other securities, the possibility to suspend the exercise of rights attached to securities for a period not exceeding the maximum period authorized by the legal and regulatory provisions in force; determine and carry out any adjustments intended to take into account the impact of transactions affecting the Company's share capital and set the terms and conditions by which it shall ensure, if applicable, the protection of the rights of the holders of securities giving access to the capital,
    - in the event of an issue of securities representing or associated with debt securities, decide whether they shall be subordinated or not, set their interest rates and the terms and conditions of interest payments, their term (with or without a maturity date), the redemption price (fixed or variable, with or without premium), repayment terms based notably on market conditions, the terms under which these securities shall give entitlement to shares and, more generally, determine all other issue and repayment terms and conditions; where appropriate, these securities may be combined with warrants giving an entitlement to the allocation, acquisition or subscription of bonds or other debt securities; amend, during the life of the securities concerned, the terms and conditions referred to above, in compliance with the applicable formalities,
    - in agreement with the holders of any securities issued, amend all characteristics of the securities issued under this delegation,
    - charge, if applicable, costs against share premiums, notably issue expenses, and deduct from this amount the sums to be transferred to the legal reserve,
    - recognize the amount of the capital increase or increases resulting from any issue carried out under this delegation and amend the by-laws accordingly, and
    - generally, take all appropriate steps and enter into any agreements to successfully achieve the planned issues;
11. decides that this delegation, which cancels and replaces the unused amounts of any previous delegation with the same purpose, shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Twenty-second resolution

(Authorization granted to the Executive Board to set, in accordance with the terms and conditions determined by the Shareholders' Meeting, the issue price of the shares or securities giving access to capital, with cancellation of preferential subscription rights, up to an annual limit of 10% of the share capital)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to the provisions of Article L. 22-10-52, paragraph 2 of the French Commercial Code,

1. authorizes the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, to depart from the price-setting method set forth in the 20th and 21st resolutions and to set the issue price as follows:
   - for a share issue, the issue price shall be at least equal to the average Wendel share closing price over the 20-day period preceding the issue, to which a 10% discount may be applied,
   - for an issue of other securities, the issue price shall be set such that the sum received immediately by the Company, increased by any amount received subsequently by the Company, is, for each share issued as a result of the issue of securities, at least equal to the minimum subscription price defined above;
2. decides that the nominal amount of any capital increases carried out under this authorization shall not exceed 10% of the share capital at the time of the issue over a 12-month period, it being specified that this nominal amount shall be deducted from (i) the overall ceiling referred to in paragraph 1 and (ii) the sub-ceiling referred to in paragraph 2, of the 18th resolution of this Shareholders' Meeting;
3. decides that the Executive Board shall not, without the prior authorization of shareholders, use this delegation of authority from the date of filing by a third party of a takeover bid for the Company's securities until the end of the bid period;
4. decides that this delegation, which cancels and replaces the unused amounts of any previous delegation with the same purpose, shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Twenty-third resolution

(Delegation of authority granted to the Executive Board to increase the number of shares to be issued in the event of over-subscription, with or without preferential subscription rights)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to Article L. 225-135-1 of the French Commercial Code,

1. delegates to the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, and within the share capital limit and the limit specified in the resolution authorizing the issue, for each of the issues decided by virtue of the 19th, 20th, 21st, and 22nd resolutions of this Shareholders' Meeting, in the event of over-subscription, the authority to increase the number of securities to be issued at the same price as that set for the initial issue and within the periods and up to the limits provided by applicable regulations on the issue date (currently within thirty (30) days of the closing date of the subscription and by up to 15% of the initial issue),
2. decides that the nominal amount of any capital increases carried out under this delegation shall be deducted from (i) the overall ceiling referred to in paragraph 1 and, as the case may be, (ii) the sub-ceiling referred to in paragraph 2, of the 18th resolution of this Shareholders' Meeting;
3. decides that the Executive Board shall not, without the prior authorization of shareholders, use this delegation of authority from the date of filing by a third party of a takeover bid for the Company's securities until the end of the bid period;
4. decides that this delegation is given for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Twenty-fourth resolution

(Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, as consideration for contributions in kind)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 225-147, L. 22-10-53 and L. 228-91 *et seq.* of the French Commercial Code,

1. delegates to the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, the authority to issue, on one or more occasions, shares or securities giving access to the Company's share capital, on the basis of the shares' auditor report, up to a maximum of 10% of the share capital at the time of issue, in consideration for contributions in kind made to the Company and comprising shares or securities giving access to the capital, when the provisions of Article L. 22-10-54 of the French Commercial Code are not applicable;
2. decides that the nominal amount of any capital increases carried out under this delegation shall be deducted from (i) the overall ceiling referred to in paragraph 1 and (ii) the sub-ceiling referred to in paragraph 2, of the 18th resolution of this Shareholders' Meeting;
3. decides that to this amount shall be added, if applicable, the nominal amount of additional shares to be issued to protect the rights of holders of securities giving access to the Company's share capital;
4. decides to cancel, in favor of the holders of the contributed shares, preferential subscription rights to the shares and securities issued in consideration for the contributions in kind;
5. decides that the Executive Board shall not, without the prior authorization of shareholders, use this delegation of authority from the date of filing by a third party of a takeover bid for the Company's securities until the end of the bid period;
6. grants full powers to the Executive Board, with the power to sub-delegate as provided for by law, to implement this delegation, and in particular, but without this list being exhaustive, to:
   - approve the valuation of contributions and set the exchange ratio as well as, if applicable, the amount of the cash consideration,
   - approve the granting of special benefits, and reduce, if the contributors agree, the valuation of the contributions or the consideration for the special benefits,
   - recognize the number of securities to be issued,
   - determine the dates and conditions of the issues, notably the price and the effective date on which ownership rights take effect on shares or other securities to be issued and giving access to the share capital of the Company,
   - recognize the difference between the issue price of the new shares and their nominal amount in shareholders' equity on the balance sheet under share premiums, to which all shareholders shall have rights,
   - charge, if applicable, all costs and fees related to the authorized transaction against share premiums and deduct from this amount the sums to be transferred to the legal reserve,
   - recognize the amount of the capital increase or increases resulting from any issue carried out under this delegation and amend the by-laws accordingly, and
   - generally, take all appropriate steps and enter into any agreements to successfully achieve the planned issues;
7. decides that this delegation, which cancels and replaces the unused amounts of any previous delegation with the same purpose, shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Twenty-fifth resolution

(Delegation of authority granted to the Executive Board to increase the share capital, with cancellation of preferential subscription rights, in the context of a public exchange offer (OPE))

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to the provisions of Articles L. 225-129 *et seq.*, L. 22-10-54, and L. 228-91 *et seq.* of the French Commercial Code,

1. delegates to the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, the authority to issue, on one or more occasions, shares or securities giving access to the Company's share capital, in consideration for shares tendered in a public exchange offer initiated by the Company, in France or outside France, in compliance with local regulations, on the shares of another company whose shares are traded on a regulated market, in accordance with Article L. 22-10-54 of the French Commercial Code;

2. decides that the nominal amount of any capital increases carried out under this delegation shall not exceed 10% of the share capital, it being specified that this nominal amount shall be deducted from (i) the overall ceiling referred to in paragraph 1 and (ii) the sub-ceiling referred to in paragraph 2, of the 18th resolution of this Shareholders' Meeting;
3. decides that to this amount shall be added, if applicable, the nominal amount of additional shares to be issued to protect the rights of holders of securities giving access to the Company's share capital;
4. decides to cancel, in favor of the holders of the contributed shares, preferential subscription rights to the shares and securities issued in consideration for the contributions in kind;
5. decides that the Executive Board shall not, without the prior authorization of shareholders, use this delegation of authority from the date of filing by a third party of a takeover bid for the Company's securities until the end of the bid period;
6. grants full powers to the Executive Board, with the power to sub-delegate as provided for by law, to implement this delegation, and in particular, but without this list being exhaustive, to:
   - approve the valuation of contributions and set the exchange ratio as well as, if applicable, the amount of the cash consideration,
   - recognize the number of securities contributed to the exchange,
   - recognize the number of securities to be issued,
   - determine the dates and conditions of the issues, notably the price and the effective date on which ownership rights take effect on shares or other securities to be issued and giving access to the share capital of the Company,
   - recognize the difference between the issue price of the new shares and their nominal amount in shareholders' equity on the balance sheet under share premiums, to which all shareholders shall have rights,
   - charge, if applicable, all costs and fees related to the authorized transaction against share premiums and deduct from this amount the sums to be transferred the legal reserve,
   - recognize the amount of the capital increase or increases resulting from any issue carried out under this delegation and amend the by-laws accordingly, and
   - generally, take all appropriate steps and enter into any agreements to successfully achieve the planned issues;
7. decides that this delegation, which cancels and replaces the unused amounts of any previous delegation with the same purpose, shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Twenty-sixth resolution

(Delegation of authority granted to the Executive Board to increase the share capital by incorporation of reserves, profits, premiums or other items)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary General Meetings,

- having reviewed the Executive Board's report, and
- pursuant to the provisions of Articles L. 225-129, L. 225-129-2, L. 22-10-49, L. 225-130 and L. 22-10-50 of the French Commercial Code,

1. delegates to the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, the authority to increase share capital, on one or more occasions, in the proportions and at the times that it shall determine, through the successive or simultaneous capitalization of all or part of the reserves, profits or premiums (from issues, mergers or contributions) or other sums that may be capitalized under law or the by-laws, implemented by the issue and allocation of free shares or by an increase in the par value of shares or by the combined use of both methods;
2. decides that the nominal amount of any capital increases carried out under this delegation shall not exceed 50% of the share capital, it being specified that this nominal amount shall be deducted from the overall ceiling referred to in paragraph 1 of the 18th resolution of this Shareholders' Meeting;
3. decides, in the event of the distribution of free shares:
   - that the rights representing fractional shares shall not be negotiable and that the corresponding securities shall be sold; the proceeds of the sale shall be allocated to the rights holders in accordance with applicable laws and regulations;
   - to carry out any adjustments intended to take into account the impact of transactions affecting the Company's share capital and set the terms and conditions by which it shall ensure, if applicable, the protection of the rights of the holders of securities giving access to the capital;
4. decides that the Executive Board shall not, without the prior authorization of shareholders, use this delegation of authority from the date of filing by a third party of a takeover bid for the Company's securities until the end of the bid period;

5. grants full powers to the Executive Board, with the power to sub-delegate as provided for by law, to implement this delegation and in particular, but without this list being exhaustive, to:
   - set the amount and nature of the sums to be capitalized;
   - set the number of shares to be issued or the amount by which the par value of shares comprising the share capital shall be increased;
   - set the date from which ownership rights on new shares or the increase in par value shall take effect;
   - deduct from one or more available reserve accounts the sums to be transferred to the legal reserve;
   - recognize the amount of the capital increase or increases resulting from any issue carried out under this delegation and amend the by-laws accordingly; and
   - generally take all appropriate steps and enter into any agreements to successfully complete the planned transactions;
6. decides that this delegation, which cancels and replaces the unused amounts of any previous delegation with the same purpose, shall be valid for a period of twenty-six (26) months from the date of this Shareholders' Meeting.

Twenty-seventh resolution

(Delegation of authority granted to the Executive Board to increase the share capital through the issue of shares or securities giving access to the share capital reserved for members of the Group savings plan and the international Group savings plan, with cancellation of preferential subscription rights in their favor)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary General Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to the provisions of Articles L. 225-129, L. 225-129-2, L. 225-129-6, L. 225-138-1, and L. 22-10-49 of the French Commercial Code and Articles L. 3332-18 *et seq.* of the French Labor Code,

1. delegates to the Executive Board, with the power to sub-delegate as provided for by law, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, the authority to increase the share capital, on one or more occasions, through the issue of shares or securities giving access to the capital, reserved for members of one or more company savings plans implemented within the Group;
2. decides to set at €200,000 the maximum aggregate nominal amount of capital increases that may be carried out by virtue of this delegation;
3. decides to cancel the shareholders' preferential subscription right to the securities issued under this delegation in favor of members of one or more company savings plans implemented within the Group;
4. decides that the subscription price of the new shares, set by the Executive Board in accordance with Article L. 3332-19 of the French Labor Code, shall not be higher than the average closing share price for the twenty (20) trading days prior to the date of the Executive Board's decision setting the opening date of the subscription period, nor more than 30% lower than this average or lower than any other upper limit that may be set by law;
5. authorizes the Executive Board to allocate, free of consideration, to the members of one or more company savings plans implemented within the Group, in addition to the shares or securities giving access to the share capital to be subscribed in cash, shares or securities giving access to share capital already issued, in full or partial substitution for the discount set by the Executive Board and/or as a matching contribution, with the stipulation that the resulting benefit from this allocation may not exceed the applicable legal or regulatory limits defined in Articles L. 3332-11 and L. 3332-19 *et seq.* of the French Labor Code;
6. grants full powers to the Executive Board, with the power to sub-delegate as provided for by law, to implement this delegation and in particular, but without this list being exhaustive, to:
   - determine the companies or corporate Groups whose employees may subscribe or receive the shares or securities allocated by virtue of this resolution,
   - decide that shares or securities may be subscribed or acquired directly by the beneficiaries, members of a company savings plan implemented within the Group or through mutual funds or other structures or entities authorized by applicable legal or regulatory provisions,
   - decide the amount to be issued or sold, set the issue price in accordance with the terms and limits set by the legislation in force and the terms of payment, approving the dates, terms and conditions of the issues to be carried out under this delegation,
   - set the date from which ownership rights to the new shares shall take effect, set the period within which payment must be made within the maximum period set by the legal and regulatory provisions in force, as well as, if applicable, the required length of service for beneficiaries to participate in the transaction and benefit from the Company's contribution,

- in the event of the allocation, free of consideration, of shares or securities giving access to the share capital, set the number of shares or securities giving access to capital to be issued, the number to be allocated to each beneficiary and set the dates, time periods, terms and conditions of the allocation of these shares or securities giving access to the share capital within the legal and regulatory limits in force and, notably, choose to allocate these shares or securities giving access to the share capital in full or partial substitution for the discount decided by the Executive Board, or to apply the value of these shares or securities to the total of the Company's contribution or combine the two possibilities,
- charge, if applicable, costs against share premiums, notably issue expenses, and deduct from this amount the sums to be transferred to the legal reserve,
- recognize the amount of the capital increase or increases resulting from any issue carried out under this delegation and amend the by-laws accordingly, and
- generally, take all appropriate steps and enter into any agreements to successfully complete the planned transactions;

7. decides that this delegation, which terminates any previous delegation with the same purpose, shall be valid for a period of fourteen (14) months from the date of this Shareholders' Meeting.

Twenty-eighth resolution

(Authorization given to the Executive Board to allocate stock subscription or purchase options to some or all of the Company's executive corporate officers and employees, entailing the waiver by shareholders of their preferential subscription rights to the shares issued on exercise of the options)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to the provisions of Articles L. 225-177 *et seq.* and Articles L. 22-10-56 *et seq.* of the French Commercial Code,

1. authorizes the Executive Board to allocate, on one or more occasions, stock subscription options, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, and/or stock purchase options in the Company, in favor of individuals that it shall designate – or have designated – from among the executive corporate officers described in Article L. 225-185 of the French Commercial Code and employees of the Company or of companies or corporate Groups related to it as defined by Article L. 225-180 of the French Commercial Code;
2. decides that the number of shares available to be vested or subscribed through the exercise of options granted under this authorization shall not exceed 1% of the existing share capital on the date the options are allocated, not taking into account any adjustments that may be made to preserve the rights of the beneficiaries of said options; it being specified that the number of shares granted under the 29th resolution of this Shareholders' Meeting shall be deducted from this ceiling;
3. decides that the total number of shares that may be acquired or subscribed by the members of the Executive Board through the exercise of the options granted to them under this authorization may not exceed 50% of the ceiling mentioned in the previous paragraph; it being specified that in any event, the total value of the options granted to members of the Executive Board, combined with that of the free shares referred to in the 29th resolution (determined on their allocation date), may not exceed the limit – expressed as a proportion of their compensation – set by the compensation policy for the members of the Executive Board, as may potentially be amended subsequent to its approval in accordance with applicable regulations;
4. decides that the Executive Board may amend its initial choice between stock subscription and stock purchase options, if the option exercise period has not yet begun; should the Executive Board amend its choice in favor of stock subscription options, it must obtain the prior approval of the Supervisory Board, in application of Article 15-V of the by-laws;
5. duly notes that, in accordance with the provisions of Article L. 225-178 of the French Commercial Code, this authorization includes an express waiver by shareholders of their preferential rights to subscribe to any shares to be issued as these options are exercised, in favor of the option's beneficiaries;
6. notes that the exercise of all or part of the options granted to the beneficiaries – with the exception of those granted to members of the Executive Board which are subject to specific rules (see below) – will be subject to the satisfaction of presence and/or performance conditions determined by the Executive Board;
7. notes that in the event of an allocation of options to the members of the Executive Board, the exercise of the options will be subject to the satisfaction of the presence, performance and holding conditions provided for by the compensation policy for the members of the Executive Board, as may potentially be amended subsequent to its approval in accordance with applicable regulations;
8. decides that the options to be allocated under this authorization shall be subject to disclosure in the form of a special report of the Executive Board to the Shareholders' Meeting, in accordance with legal and regulatory provisions in force;

9. grants full powers to the Executive Board to implement this authorization, in particular, but without this list being exhaustive, to:
   - set the conditions for the exercise of options and in particular (i) the period(s) to exercise the options thus granted, it being specified that the period during which these options may be exercised will start at least three (3) years from their allocation date and may not exceed ten (10) years from said date and (ii) the presence and/or performance conditions,
   - determine the dates of each allocation,
   - determine the subscription price for new shares and the purchase price for existing shares, it being specified that this share subscription or purchase price will be set in accordance with the legal and regulatory provisions in force on the date on which the options are granted, without, however, being lower than the average closing share price of the twenty (20) trading days prior to the date of the price setting nor, as regards to stock purchase options, the average purchase price of treasury shares held by the Company,
   - set the list or categories of beneficiaries of the options,
   - take the necessary measures to protect the interests of the beneficiaries in order to take into account any financial transactions that may occur before the options are exercised,
   - approve the rules of the option plan and, as the case may be, amend it following the allocation of the options,
   - provide for the possibility of temporarily suspending the exercise of options in accordance with legal and regulatory provisions for a maximum of three (3) months in the event that financial transactions are carried out involving the exercise of rights attached to the shares,
   - record, if appropriate, for each capital transaction, the number and total value of the shares issued during the year as a result of the exercise of options,
   - charge, if applicable, costs against share premiums, notably issue expenses, and deduct from this amount the sums to be transferred to the legal reserve,
   - recognize the amount of the capital increase or increases resulting from any issue carried out under this delegation and amend the by-laws accordingly, and
   - generally, take all appropriate steps and enter into any agreements to successfully complete the planned transactions;
10. decides that this authorization, which terminates any previous authorizations with the same purpose, shall be valid for a period of fourteen (14) months from the date of this Shareholders' Meeting.

Twenty-ninth resolution

(Authorization given to the Executive Board to allocate free shares to some or all of the Company's executive corporate officers and employees, entailing the waiver by shareholders of their preferential subscription rights to the shares to be issued)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Extraordinary Shareholders' Meetings,

- having reviewed the Executive Board's report and the Statutory Auditors' special report, and
- pursuant to Articles L. 225-197-1 *et seq.* and L. 22-10-59 *et seq.* of the French Commercial Code,

1. authorizes the Executive Board to allocate, on one or more occasions, existing performance shares or, subject to the prior approval of the Supervisory Board in application of Article 15-V of the by-laws, performance shares to be issued, in favor of employees or corporate officers of the Company described in paragraph II of Article L. 225-197-1 of the French Commercial Code, or employees and corporate officers of companies or corporate Groups related to it as defined by Article L. 225-197-2 of the French Commercial Code;
2. decides that the total number of shares, whether existing or to be issued, that may be allocated under this authorization shall not exceed 1% of the existing share capital on the date the shares are allocated, not taking into account any adjustments that may be made to preserve the rights of the beneficiaries of said shares; it being specified that the number of shares allocated shall be deducted from the maximum number of shares that may be issued under the 28th resolution of this Shareholders' Meeting;
3. decides that the total number of shares that may be allocated to the members of the Executive Board may not exceed 50% of the ceiling mentioned in the previous paragraph; it being specified that in any event, the total value of the free shares granted to the members of the Executive Board, combined with that of the options referred to in the 28th resolution (determined on their allocated date), may not exceed the limit – expressed as a proportion of their compensation – set by the compensation policy for the members of the Executive Board, as may potentially be amended subsequent to its approval in accordance with applicable regulations;
4. decides that, subject to legal exceptions:
   - the allocation of shares to their beneficiaries will become definitive at the end of a vesting period, the length of which will be determined by the Executive Board and which may not be less than three (3) years;
   - the Executive Board may set a period over which the beneficiaries must hold the aforementioned shares;

5. notwithstanding the provisions of the above paragraph, decides that the Executive Board may provide that the shares will nevertheless definitely vest and the beneficiary will have the right to freely transfer them if the beneficiary is the subject of one of the cases of disability covered by Article L. 225-197-1 of the French Commercial Code;
6. notes that the definitive vesting of all or part of the free shares allocated to beneficiaries – with the exception of those granted to members of the Executive Board which are subject to specific rules (see below) – will be subject to the satisfaction of the presence and/or performance conditions determined by the Executive Board;
7. notes that in the event of the allocation of free shares to the members of the Executive Board, the vesting of the shares will be subject to the satisfaction of the presence, performance and holding conditions provided for by the compensation policy for the members of the Executive Board, as may potentially be amended subsequent to its approval in accordance with applicable regulations;
8. authorizes the Executive Board to adjust the number of shares, if applicable, during the vesting period, as a result of transactions affecting the Company's share capital, so as to protect the rights of the beneficiaries;
9. duly notes that in the case of shares to be issued, this authorization shall entail, in favor of the beneficiaries, the waiver by the shareholders of their preferential rights to subscribe to the shares whose issuance is authorized;
10. grants full powers to the Executive Board to implement this authorization, in particular, but without this list being exhaustive, to:
    - set the conditions and criteria for the allocation of shares,
    - establish the list of beneficiaries of shares or define the category or categories of beneficiaries of the performance shares as well as the number of shares to be awarded to each of them,
    - adjust, if applicable, the number of shares granted to protect the rights of beneficiaries with regard to any transactions involving the Company's share capital, it being specified that the shares granted as a result of these adjustments shall be considered to have been distributed on the same date as the shares initially awarded,
    - determine whether free shares allocated will be shares to be issued and/or existing shares (in the case of shares to be issued, subject to the prior approval of the Supervisory Board pursuant to Article 15-V of the by-laws),
    - approve the rules of the free share plan and, as the case may be, amend it following the allocation of shares,
    - in the event of the issue of new shares, charge the amounts required for the full payment of shares against reserves, profits or share premiums,
    - charge, if applicable, costs against share premiums, notably issue expenses, and deduct from this amount the sums to be transferred to the legal reserve,
    - recognize the amount of the capital increase or increases resulting from any issue carried out under this delegation and amend the by-laws accordingly, and
    - generally, take all appropriate steps and enter into any agreements to successfully complete the planned transactions;
11. decides that this authorization, which terminates any previous authorizations with the same purpose, shall be valid for a period of fourteen (14) months from the date of this Shareholders' Meeting.

C. Ordinary resolution

Thirtieth resolution

(Powers for legal formalities)

The Shareholders' Meeting, voting under the quorum and majority conditions required for Ordinary Shareholders' Meetings, grants full powers to the bearer of copies or extracts of the minutes of these proceedings to make all declarations and carry out all registration, filing and other formalities.

10 ADDITIONAL INFORMATION

10.1 Contracts

Shareholders' and Corporate governance agreements are described in section 8.3.10 of the Universal Registration Document.

Financial contracts are described in note 5 "Financial risk management" to the consolidated financial statements (section 6.7 of the Universal Registration Document).

Except for these contracts and agreements, the Group does not have any significant dependence on any given patent, license, or industrial, commercial or financial contract.

10.2 Transactions with related parties

Information on related parties can be found in note 3 "Related parties" to the consolidated financial statements (section 6.7 of the Universal Registration Document).

The related-party agreements as defined by Articles L. 225-38 and L. 225-86 of the French Commercial Code are set out in the Statutory Auditors' special report on related-party agreements in section 9.1.1 of the Universal Registration Document.

10.3 Significant changes in financial condition or business status

None.

10.4 Expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code

2015	Wendel's expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code amounted to:	€7,482
2016	Wendel's expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code amounted to:	€19,340
2017	Wendel's expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code amounted to:	€21,499
2018	Wendel's expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code amounted to:	€4,568
2019	Wendel's expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code amounted to:	€3,923
2020	Wendel's expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code amounted to:	€3,923
2021	Wendel's expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code amounted to:	€3,923
2022	Wendel's expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code amounted to:	€3,923
2023	Wendel's expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code amounted to:	€3,923

10.5 Suppliers & customers

In 2023

Pursuant to Article D. 441-4 of the French Commercial Code, the breakdown of the payment terms of the Company's suppliers and customers shows that six invoices received were past due at the reporting date, amounting to €71 thousand, and one invoice issued was past due at the reporting date, amounting to €4 thousand including VAT.

One customer invoice was past due by more than 60 days, amounting to €4 thousand, and three supplier invoices were more than 60 days past due, amounting to €63 thousand.

One supplier invoice relates to a disputed debt in the amount of €54 thousand, for which a provision for contingencies was set aside. No customer invoices relate to unrecorded or disputed receivables.

10.6 Persons responsible for the Universal Registration Document and the audit of the financial statements

10.6.1 Person responsible for financial information

Benoît Drillaud, Chief Financial Officer

Tel.: +33 (0)1 42 85 30 00

E-mail: b.drillaud@Wendelgroup.com

10.6.2 Person responsible for the Universal Registration Document including the annual financial report

I hereby certify that the information contained in this Universal Registration Document is, to the best of my knowledge, consistent with the facts and does not contain any omissions that could alter its scope.

I hereby certify that, to the best of my knowledge, the financial statements have been prepared in accordance with applicable accounting standards and present a true and fair view of the assets, financial position and results of the Company and of its consolidated Group of companies and that the management report (for which the cross-reference table appears in section 10.7.3) presents a true and fair view of the business, results and financial position of the Company and of its consolidated Group of companies, and describes the main risks and uncertainties to which they are exposed.

Paris-La Défense, March 28, 2024

Laurent Mignon

Group CEO

10.6.3 Persons responsible for the audit of the financial statements and their fees

10.6.3.1 Statutory Auditors

Ernst & Young Audit represented by
Alain Perroux and Ioulia Vermelle

Member of the *Compagnie régionale des Commissaires aux comptes* of Versailles.

Tour First
1/2, place des Saisons 92400
Courbevoie-Paris-La Défense 1, France

Date first appointed:

Combined Shareholders' Meeting of November 15, 1988
(formerly named Castel Jacquet et Associés)

Appointment last renewed:
Shareholders' Meeting of May 16, 2019

Term of office: six fiscal years

Current term of office ends:
Shareholders' Meeting convened to approve
the financial statements for the 2024 fiscal year

Deloitte Audit represented by
Mansour Belhiba and Emmanuel Rollin

Member of the *Compagnie régionale des Commissaires aux comptes* of Versailles.

Tour Majunga
6 place de la Pyramide
92908 Paris-La Défense, France

Date first appointed: Shareholders' Meeting of May 16, 2019

Term of office: six fiscal years

Current term of office ends:
Shareholders' Meeting convened to approve
the financial statements for the 2024 fiscal year

10.6.3.2 Fees paid by the Group to the Statutory Auditors and members of their networks

The fees paid to the Statutory Auditors and members of their networks are presented in note 32 to the 2023 consolidated financial statements presented in this Universal Registration Document (section 6.11).

10.7 Cross-reference tables

10.7.1 Cross-reference table for the Universal Registration Document

The following cross-reference table identifies the principal categories of information required under Appendices 1 and 2 of European Regulation 2019/980 of March 14, 2019, supplementing European Regulation 2017/1129 of June 14, 2017, and refers to the corresponding pages of this Universal Registration Document.

Categories of Appendices 1 and 2 to European Regulation 2019/980

Universal Registration Document		Pages
12.	**Administrative, management and supervisory bodies and executive management**	
	Composition of administrative, management and supervisory bodies	44 to 60, 71 to 73
	Conflicts of interest in administrative, management and supervisory bodies and senior management	48, 71, 79
13.	**Compensation and benefits**	
	Compensation and benefits of corporate officers	81 to 112
	Amounts provided for or otherwise recognized for the purpose of paying pensions, retirement or other benefits	88, 274 to 276
14.	**Management entities**	
	Expiration dates of current terms of office	44, 45, 49 to 60
	Service contracts	48, 71
	Information on the Supervisory Board committees	64 to 68
	Compliance with a Corporate governance Code	70
	Potential material impacts on governance	N/A
15.	**Employees**	
	Number of employees and employee breakdown	181 to 187, 282, 313
	Shareholdings and stock options held by members of the administrative, supervisory and management bodies	49 to 60, 72 and 73, 95 to 102
	Agreements providing for employee share ownership	91, 94, 95, 184
16.	**Principal shareholders**	
	Shareholders with more than 5% of the share capital or voting rights	331 to 333
	Existence of different voting rights	331, 346
	Control of the issuer	331, 332
	Arrangements known to the issuer, the implementation of which could result in a change of control of the issuer	332, 341, 342
17.	**Related-party transactions**	348 to 352, 390
18.	**Financial information concerning the issuer's assets and liabilities, financial position and earnings**	
	Historical financial information	216 to 229, 318, 324 to 326
	Interim and other financial information	N/A
	Audit of historical annual financial information	293 to 298, 319 to 322
	Pro forma financial information	N/A
	Dividend policy	24, 325, 344, 373
	Legal and arbitration proceedings	121, 273 and 274
	Significant changes in the issuer's financial position	292, 317, 318, 390
19.	**Additional information**	
	Share capital	334
	Articles of incorporation and by-laws	343 to 345
20.	**Material contracts**	247 to 253, 341, 342, 390
21.	**Documents available**	330

This Universal Registration Document has been filed with the French Market Authorities (*Autorité des marchés financiers* – AMF) as a competent authority under Regulation (EU) 2017/1129, without prior approval in accordance with Article 9 of said Regulation. The Universal Registration Document may be used for the purposes of a public offer of financial securities or the admission of financial securities to trading on a regulated market if it is supplemented by a securities note and, where applicable, a summary and any amendments made to the Universal Registration Document. The resulting document is then approved by the AMF in accordance with EU Regulation 2017/1129.

10.7.2 Cross-reference table for the annual financial report

This Universal Registration Document includes all the items of the annual financial report mentioned in Article L. 451-1-2, paragraph I of the French Monetary and Financial Code and in Article 222-3 of the AMF's General Regulations.

The following table shows the sections of the Universal Registration Document corresponding to the various chapters of the annual financial report.

Annual financial report	Pages
Parent company financial statements	222, 223, 300 to 318
Consolidated financial statements of the Group	216 to 221, 232 to 292
Management report (refer to the cross-reference table in this report, section 10.7.3)	-
Statement by the person responsible for the annual financial report	392
Statutory Auditors' report on the parent company financial statements	319 to 322
Statutory Auditors' report on the consolidated financial statements	293 to 298
Supervisory Board's report on Corporate Governance (refer to the cross-reference table in this report, section 10.7.4)	-

10.7.3 Cross-reference table for the Executive Board's management report

The following cross-reference table identifies the main information required by Articles L. 225-100 *et seq*., L. 232-1, II and R. 225-102 of the French Commercial Code and refers to the corresponding pages of this Universal Registration Document.

Executive Board's management report	Pages
Activity report	
Financial condition and business activities of the Company in the past fiscal year	25 to 42, 216 to 229
Earnings and business activities of the Company, its subsidiaries and the companies it controls	25 to 42, 216 to 223
Key financial performance indicators	23, 24, 216, 219, 224, 225, 324, 325
Key non-financial performance indicators relating to the Company's specific business, in particular information relating to environmental and personnel issues	148, 149
Analysis of changes in business, earnings and financial condition	216 to 229
Significant events occurring between the reporting date and publication of the management report	292, 317, 390
Trends and outlook	22 to 42
Research and development activities	25 to 42
Changes to the presentation of the annual financial statements and valuation methods	216 to 229, 240, 241, 306, 307
Description of principal risks and uncertainties	114 to 123, 190 to 194, 247 to 254, 273, 274, 310
Financial risks related to the effects of climate change and measures to reduce them	195 to 202
Internal control and risk management procedures	124 to 134
Information on facilities classified as high-threshold Seveso sites	N/A
Information on the use of financial instruments	247 to 254
Investments made in the three previous fiscal years	345
Acquisitions during the year of significant or controlling interests in companies whose registered office is in France	37, 38, 345
Names of controlled companies and the amount of the Company's equity stake	292
Business activity of the Company's subsidiaries and companies controlled by it	25 to 42, 292
Existing branches	N/A
Social, environmental and societal information	
Information on the manner in which the Company handles the corporate social and environmental consequences of its business activities and NFPS	142 to 161, 180 to 202
Independent third party report on NFPS compliance	211 to 213

Annual financial report	Pages
Information on the implementation of the duty of care plan	203 to 208
Anti-corruption system	167, 172, 175, 178
Information concerning the share capital	
Shareholding structure and changes thereto during the fiscal year	331, 333, 334
Buyback and sale by the Company of its own shares	271, 337 to 339
Transactions in Company shares by executive managers and individuals who are closely related to them	340
Employee share ownership	331, 333
Information on stock subscription options awarded to corporate officers and employees	85, 86, 95 to 102
Obligation for executives to hold shares obtained through stock option or free share plans	78, 79, 85
Elements of calculation and results of the adjustment of the translation bases and conditions of subscription or exercise of securities giving access to the share capital or stock subscription or purchase options	N/A
Information on the allocation of free shares to corporate officers and employees	85, 86, 99 to 102
Summary of valid authorizations to increase share capital and their use during the fiscal year	335, 336
Disposal of shares to reduce cross holdings	N/A
Other information	
Amount of dividends and other distributed income paid in the three previous fiscal years	318, 325, 373
Expenses referred to in Articles 39-4 and 223 *quater* of the French Tax Code	391
Breakdown of the Company's supplier and customer payment terms	391
Five-year financial summary	318
Injunctions or financial penalties for anti-competitive practices	N/A
Amount of loans granted under Article L. 511-6 of the French Monetary and Financial Code	N/A

10.7.4 Cross-reference table for the Supervisory Board's report on Corporate Governance

The following cross-reference table identifies the main information required by Article L. 22-10-20 of the French Commercial Code and refers to the corresponding pages of this Universal Registration Document.

Supervisory Board's report on Corporate Governance	
Procedures for the exercise of executive management	44 to 74
Limitations imposed by the Supervisory Board on the powers of the Executive Board	76, 77
List of appointments and positions held in any company by each corporate officer	49 to 60, 72, 73
Agreements between a senior executive or significant shareholder and a subsidiary	80
Valuation procedure for related-party agreements and ordinary agreements	79, 80
Delegations of power and authorizations granted by the Shareholders' Meeting to the Executive Board in connection with share capital increases	335, 336
Compensation policy for corporate officers	81 to 89
Information relating to the compensation of corporate officers pursuant to Article L. 22-10-9	90 to 106
Information on factors likely to have an impact in the event of a takeover bid	342
Composition of the Board and the preparation and organization of its proceedings	44 to 70
Gender equality on the Board and description of the diversity policy applied within the Board	45, 46
Description of the provisions of the Afep-Medef Code which are not applied	70
Special terms and conditions relating to the participation of shareholders in Shareholders' Meetings	346
Observations of the Supervisory Board	366

10.7.5 Cross-reference table for the non-financial performance statement (NFPS)

The cross-reference table below shows the correspondence between the non-financial information required in the non-financial performance statement (NFPS) and the other sections of the Wendel Universal Registration Document, when they are relevant to the Company's main risks or policies, in accordance with Article L. 225-102-1 of the French Commercial Code.

Topics	Section
Business model	
Description of the main businesses (business segments and/or divisions), products or services, including key figures (i.e., volume of activity, headcount, results) by business/division and/or geographical area	Introductory guide and section 4.1.1 – Business model
Interactions within its subsidiaries/business segments (i.e., customer categories, potential partnerships, use of subcontracting, competitive positioning, relations with stakeholders, etc.)	Section 1.2 – Business
Challenges and outlook for the entity and its businesses (i.e., market trends, ongoing transformations, sectoral sustainable development issues, etc.)	Section 1.3 – Investment model: Strategy and objectives
Information relating to value creation and its distribution among stakeholders	Introductory guide and section 4.1.1 – Business model Section 8.1.2 – Dividend Section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion
Vision and objectives of the entity (i.e., values, strategy, transformation or investment plan)	Section 1.3 – Investment model: Strategy and objectives
Main risks related to Wendel's business	
ESG challenges within the Wendel Group and responsible investment procedures	Section 4.1.5 – Wendel Group's ESG strategy
ESG challenges of the portfolio companies	Section 4.2 – ESG performance of controlled portfolio companies
Risks related to climate change	Sections 4.1.5 and 4.2 (integrated in the ESG risks of Wendel and the ESG performance of the portfolio companies)
Risks related to the human resources of Wendel's teams	Section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion
Risk of non-independence of governance bodies and control mechanisms of risks related to business ethics	Section 4.3.3 – Governance and business ethics
Other information disclosed pursuant to Article L. 225-102-1 of the French Commercial Code	
The business' social impact, particularly with regard to collective agreements and their effects, combating discrimination and fostering diversity, societal commitments, promoting the practice of sport, disability	Section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion
The business' environmental impact, in particular with regard to climate change, the circular economy, food waste, the fight against food insecurity, respect for animal welfare and responsible, equitable and sustainable food	Climate issues relating to Wendel's business are among the main risks facing the Group. The risks, opportunities, policies and KPIs related to climate change are presented in sections 4.1.5, 4.2 and 4.3.2 The circular economy approach implemented within Wendel SE is presented in section 4.3.2 – Measuring and managing our environmental footprint. Issues relating to the circular economy specific to Stahl are presented in section 4.2.2 Other environmental risks have not been identified as relevant to Wendel's activity as an investor (apart from specific risks related to the activities of controlled companies mentioned in section 4.2 – ESG performance of controlled portfolio companies
The impact of the business on respect for human rights	Section 4.3.1 – HR performance: fostering commitment, well-being, support, employability and inclusion Section 4.5 – Duty of care plans
The impact of the business on the fight against corruption	Section 4.3.3 – Governance and business ethics

10.8 Glossary

Financial and non-financial glossary

The definitions below are specific to the Wendel Group's activity.

Term	Definition
Co-investment	Mechanism enabling key managers to personally invest in portfolio assets.
Due diligence	All checks and analyses carried out by an investor during the review of a proposed investment.
EBIT	EBIT, or operating income, refers to net earnings before interest and taxes.
EBITDA	EBITDA, or gross operating income, refers to net earnings before interest, taxes, depreciation and amortization.
Exercisable voting rights	Real number of voting rights excluding shares without voting rights (treasury shares).
Financial covenant	Various commitments of the borrower to its lender(s). These commitments generally relate to compliance with financial ratios.
Financial credit ratings	The rating agencies (Standard & Poor's and Moody's in the specific case of Wendel) assign, after a detailed analysis on the basis of respective methodologies for the business segment, a financial rating to assess the credit quality of the issuer and the level of risk associated with the borrower's debt instruments.
GHG	Greenhouse gases.
Gross debt	Total Company financial debt.
ILO	International Labor Organization.
Internal rate of return on equity	The IRR measures the profitability of capital invested by shareholders in a project.
Investment grade	Category of credit rating that indicates the high quality of the debt issuer. Investment grade ratings range from AAA to BBB- according to the Standard & Poor's scale.
ITO	Independent third party organization responsible for verifying the mandatory social and environmental information.
KPIs	Key Performance Indicators.
Loan-to-Value Ratio	Ratio of Wendel's net debt to gross assets excluding cash and cash equivalents.
NAV	See Net Asset Value.
Net Asset Value	The Wendel Group's principal performance indicator. Valuation of the Group's assets (total assets less borrowings and other liabilities) at a specific date. The calculation method for Net Asset Value is presented in section 5.3.1.2.
Net Asset Value per share	Net Asset Value divided by the total number of shares comprising Wendel's capital at the valuation date.
Net debt	Gross financial debt minus available cash and cash equivalents and short-term financial investments.
Net income from operations	Net income from operations is the Group's "recurring" income. It consists of net income from investments and from holding companies and excludes non-recurring items and the impact of goodwill, as defined in note 6 to the consolidated financial statements.
Organic growth	Sales growth at constant structure and exchange rates.
SASB	Sustainability Accounting Standards Board, a non-profit organization to develop sustainable accounting standards.
Share discount	Difference between the Company's share price and its NAV on a given date. In the NAV calculation, the share price corresponds to the average of the 20 most recent share prices before the NAV calculation date. When this figure is negative, it is referred to as a discount; when it is positive, it is referred to as a premium.
TFCD	Task Force on Climate-related Disclosures, a working group created in 2015 to make recommendations on how to report and publish the risks and opportunities related to climate change.
Theoretical voting rights	Total number of voting rights.
Total Shareholder Return	The rate of return on a share of stock over a given period including dividends received and capital gains. Dividends received are reinvested on the same date.
TSR	See Total Shareholder Return.

Glossary for company businesses

Term	Definition
AML	Anti Money Laundering.
CDP (Carbon Disclosure Project) – Constantia	Global environmental non-profit organization in support of sustainability.
Certified Instructor – CPI	Employee of a CPI-customer company who has been trained to train other employees of their company.
CSR	Corporate Social Responsibility.
Golden hand – Stahl	Highly qualified technician developing products directly with end customers.
Green Line – Bureau Veritas	Bureau Veritas' suite of services and solutions dedicated to sustainability.
Leather Finish – Stahl	Process to enhance leather softness, improve aesthetics, neutralize odors and create, if required, a non-slippery type surface.
LT1	Number of lost-time injuries per million hours worked among employees with permanent or fixed-term contracts, temporary staff and subcontractors.
LT2	Number of injuries with or without lost time per million hours worked among employees with permanent or fixed-term contracts, temporary staff and subcontractors.
QHSE	Quality, Health, Safety, Environment.
REACH	REACH is a European Union regulation adopted to better protect human health and the environment against risks related to chemical substances.
Tower colocation rate – IHS	In the telecom tower industry, this is the average number of tenants or sites leased by operators on a telecom tower.

10.9 Index by topic

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Mathias Filippini / REA - Robert DeSantos Photography - Franck Juery - Getty Images

Printed by an Imprim'Vert-certified printing company on PEFC-certified paper.

Designed & published by LABRADOR +33 (0)1 53 06 30 80

WENDEL

European company with an Executive Board and a Supervisory Board and share capital of €177,722,216

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March 2024

www.wendelgroup.com
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