UNIVERSAL REGISTRATION DOCUMENT

2022-2023

CONTENTS

UNIVERSAL REGISTRATION DOCUMENT

AS OF JUNE 30, 2023
including the Annual Financial Report

2022-2023

The original French version of this Universal Registration Document was filed on October 31, 2023 with the AMF (Autorité des Marché Financiers), the French financial market regulator, as the competent authority under regulation (UE) 2017/1129, without prior approval pursuant to Article 9 of said regulation.

The original French version of this 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 it is supplemented by a securities note and, if applicable, a summary together with any amendments to the Universal Registration Document. It has thus been approved in its entirety by the AMF in accordance with Regulation (EU) 2017/1129.

The original French version of the Universal Registration Document including the Annual Financial Report is a reproduction of the official version prepared in ESEF format and available at www.claranova.com.

Pursuant to Regulation (EU) no. 2017/1129, the following information is incorporated by reference in the Universal Registration Document:

- the Claranova Consolidated Financial Statements for FY 2021-2022, prepared in accordance with IFRS, and the Group Auditors' report thereon, presented in Sections 2.1 to 2.6 of the Universal Registration Document filed with the AMF on October 31, 2022(No. D. 22-0788);
- the Claranova Consolidated Financial Statements for FY 2020-2021, prepared in accordance with IFRS, and the Group Auditors' report thereon, presented in Sections 2.1 to 2.6 of the Universal Registration Document filed with the AMF on October 20, 2021 (No. D. 21-0869);

Copies of this Document are available free of charge from Claranova (Immeuble Adamas, 2 rue Berthelot, CS 80141, 92414 Courbevoie Cedex, France) and on its website (http://www.claranova.com), as well as on the AMF's website (http://www.amf-france.org).

In this Document, the term "Group" refers to Claranova and its subsidiaries, while the terms "Claranova" and the "Company" refer to Claranova as an entity.

This Document contains information about the Company's objectives and development strategy. Such information may be identified by the use of the future and conditional tenses and by forward-looking terms such as "consider", "envisage", "think", "target", "expect", "intend", "should", "aim", "estimate", "believe", "wish" and "may" or, in certain cases, the negative form of these terms, or similar expressions.

The reader's attention is drawn to the fact that these objectives and development strategy depend on circumstances and events which may or may not occur.

These objectives and development priorities are not historical data and should not be interpreted as a guarantee that the facts or data will occur, that the assumptions will be proven correct or that the objectives will be achieved By their nature, these objectives may not be achieved and the statements and information presented in this Document may prove incorrect, without the Company being required in any way to provide an update, subject to applicable regulations and, particularly, the AMF General Regulations.

This document contains information about the Company's business and the market and industry in which it operates. This information notably stems from studies conducted by internal and external sources (analysts' reports, specialized studies, sector publications, and any other information published by market research firms, companies and government agencies). The Company considers that this information presents a true and fair view of the market and industry in which it operates and accurately reflects its competitive position. However, while this information is considered reliable, it has not been independently verified by the Company.

This document is a free translation of the original "document d'enregistrement universel" or universal registration document issued in French for the fiscal year ended June 30, 2023 filed with the AMF on October 31, 2023. As such, the English version has not been registered by this Authority. The English version of this document has not been audited by our Statutory Auditors and the English translations of their reports included herein are provided for information only. In the event of any ambiguity or conflict between corresponding statements or other items contained in these documents and the original French version, the relevant statement or item of the French version shall prevail and only the original version of the document in French is legally binding. As such, this translation may not be relied upon to sustain any legal claim, nor be used as the basis of any legal opinion and Claranova expressly disclaims all liability for any inaccuracy herein.

Our efforts have been largely focused on increasing our profitability

In the space of six years, Claranova has surpassed the milestone of half a billion euros in annual sales, a remarkable feat for a French technology company, and a testimony to the expertise of our teams.

During FY 2022-2023, our efforts were largely focused on increasing our profitability with EBITDA[(1)] growing 27% to €33 million.

These excellent performances, despite continuing inflation, reflect the success of our efforts to optimize our costs and improve our customer acquisition channels, combined with strong subscription based sales from our software publishing division. Benefiting from this positive momentum, even our IoT division reached break-even for EBITDA for the first time since its creation.

These good results provide a promising harbinger of our potential. The solid foundations laid over the last few years will allow us to continue to grow and prosper in the years to come. We have now entered a new growth cycle that should allow us to achieve an EBITDA margin approaching 10% in FY 2023-2024[(2)].

I would like to thank our partners, customers and shareholders for contributing to this performance by according us their trust and support on a daily basis.

PIERRE CESARINI
Chairman-CEO

(1) EBITDA (Earnings before interest, taxes, depreciation and amortization) is a non-GAAP aggregate used to measure the operating performance of the businesses. It is equal to Recurring Operating Income before depreciation, amortization and share-based payments including related social security expenses and the IFRS 16 impact on the recognition of leases.
(2) Defined in terms of EBITDA as a percentage of revenue.

KEY FIGURES

€507m
Revenue

7%
Annual growth[1]

€33m
EBITDA[2]

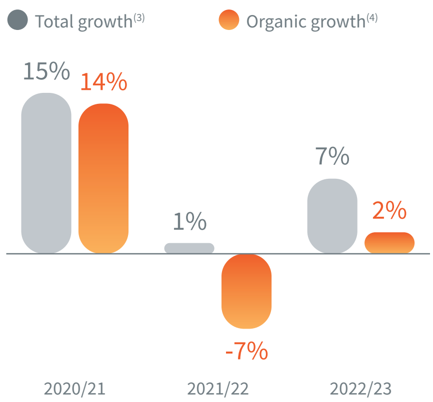
95%
Percentage of the Group revenue originating from international markets

789
Employees

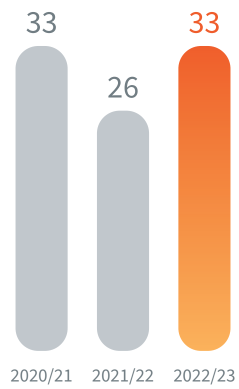
43%
Women

REVENUE
(In € million)

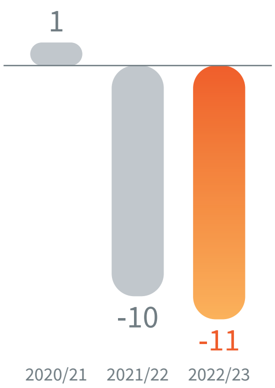
TOTAL AND ORGANIC GROWTH



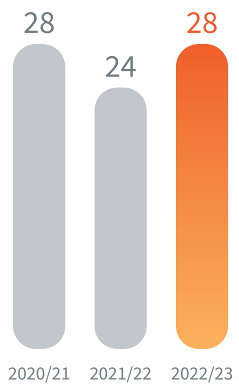
EBITDA[2]
(In € million)



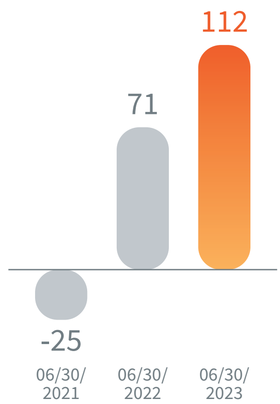
NET INCOME (LOSS)
(In € million)



CASH FLOW FROM OPERATIONS BEFORE CHANGES IN WORKING CAPITAL
(In € million)



NET DEBT
(In € million)

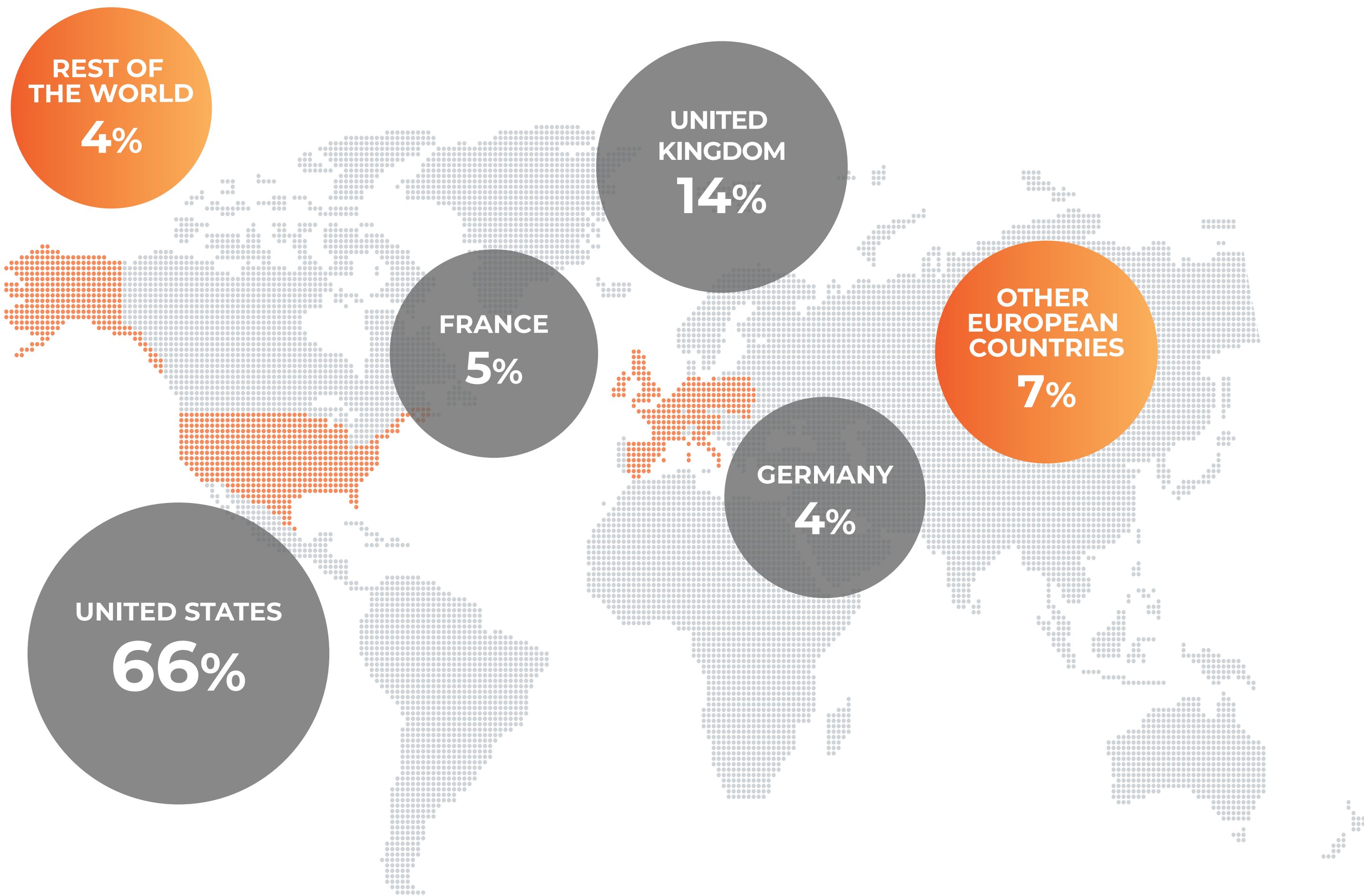


(1) 3% at constant exchange rates
(2) EBITDA (Earnings before interest, taxes, depreciation and amortization) is a non-GAAP aggregate used to measure the operating performance of the businesses. It is equal to Recurring Operating Income before depreciation, amortization and share-based payments including related social security expenses and the IFRS 16 impact on the recognition of leases.
(3) Total growth refers to Group growth including currency and consolidation scope effects.
(4) Like-for-like (organic) growth equals the increase in revenue at constant consolidation scope and exchange rates.

claranova™

95%
of revenue generated from outside France

As a diversified global technology company, Claranova manages and coordinates a portfolio of majority interests in digital companies with strong growth potential. Supported by a team combining several decades of experience in the world of technology, Claranova has acquired a unique know-how in successfully turning around, creating and developing innovative companies. With annual revenue of €507 million in FY 2022-2023, Claranova has proven its capacity to turn a simple idea into a worldwide success in just a few short years. Present in 15 countries and leveraging the technology expertise of nearly 800 employees worldwide, Claranova is a truly international company, with 95% of its revenue derived from outside France.



Revenue by region

Innovative technology accessible to all

Claranova's portfolio of companies is organized into three unique technology platforms operating in all major digital sectors. As an e-commerce leader in personalized objects with PlanetArt, Claranova also stands out for its technological expertise in software publishing and the Internet of Things, through the businesses of Avanquest and myDevices. These three technology platforms share a common vision: empowering people through innovation by providing simple and intuitive digital solutions that facilitate everyday access to the very best of technology.

OUR APPROACH

A global vision

Through a diversified portfolio of activities, Claranova applies a global approach to the world of technology which represents a major source of resilience for a sector in constant transformation.

An international dimension

With international markets accounting for 95% of total revenue, Claranova is a truly international technology group. Each product is specifically designed from the start for global deployment

Innovative models

Claranova favors predictable and scalable business models built around offers that have the capacity to be adopted by tens of millions of users around the world

An entrepreneurial approach

Claranova promotes autonomy for each of its activities and relies on the talent of experienced entrepreneurs who benefit from the additional leverage Claranova is able to provide as a Group

A responsible approach

With the support of its CSR Committee, Claranova is committed to meeting its various corporate, social and environmental commitments.

OUR EXPERTISE:

In-depth knowledge of the world of technology

Claranova's management teams combine decades of experience in the world of technology, entrepreneurship and investment in digital companies at a worldwide level.

Transforming ideas into global successes

Claranova's success is based on a unique expertise in turning around, creating and developing innovative technological services capable of reaching tens of millions of customers

A solid track record of managing growth

With a nearly five-fold increase in revenue in 7 years, Claranova has a successful track record of developing in a high-growth environment through both organically and by rapidly integrating new businesses worth several tens of millions of euros

A DNA of value creation

Claranova relies on the very best technology, develops innovative value propositions and finds the right business model to rapidly create lasting value.

1 Group, 3 technology platforms

Claranova manages and coordinates a portfolio of majority interests in digital companies operating through three divisions.

PlanetART

Your world. Personalized

E-COMMERCE OF PERSONALIZED OBJECTS

- Leader in mobile personalized digital printing
- A sevenfold increase in revenue in seven years
- New opportunities built around the concept of personalized e-commerce

ANNUAL REVENUE
(€m)

In just a few years, PlanetArt has become one of the world's leading online platforms for creating and selling personalized products. Present in 15 countries, PlanetArt now manages a portfolio of websites and mobile applications used by tens of millions of customers around the world to transform their best memories into unique personalized products. PlanetArt's range of solutions includes the FreePrint line of mobile applications, and the Personal Creations, SimplytoImpress, CafePress, Gifts.com and I See Me! websites.

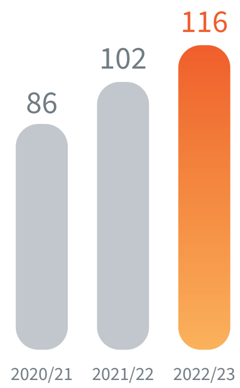
Avanquest

Selling software consumers love and recommend

SOFTWARE PUBLISHING AND DISTRIBUTION

- A leading publisher of proprietary B2C software
- A subscription-based business model (SaaS) with strong recurring revenue
- Positioned in three high-potential segments

ANNUAL REVENUE
(€m)



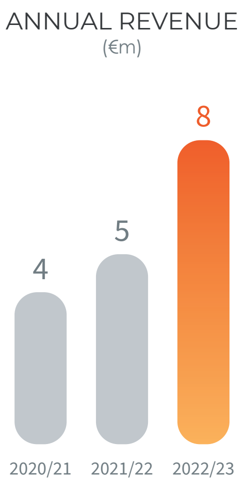
Avanquest is a leading B2C software publisher and distributor, operating in three segments (PDF, Security, Photo) with the Soda PDF, Adaware and inPixio brands. With a portfolio of software products that is unique in terms of functionality, price and accessibility, Avanquest improves the day-to-day digital experience of its customers in more than 160 countries. Through its software solutions sold on a service on a subscription basis (SaaS), Avanquest helps users stimulate their creativity, facilitate collaborative work, and secure and ensure the full confidentiality of their digital life.

myDevices

Simplify the connected world

INTERNET OF THINGS

- **One platform, infinite IoT solutions**
- **Technology recognized by IoT leaders**
- **An international network of commercial partners**



Through its IoT myDevices platform, Claranova provides technological expertise designed to help professionals manage their connected devices. With a unique application platform, myDevices offers companies of all sizes an infinite range of IoT plug & play solutions to simplify and optimize the management of their inventory of connected devices, regardless of the manufacturer, type of network used, business sector and application field. The "use cases" become both unlimited and able to be deployed in record time.

1

Business overview and FY 2023-2024 outlook

1.1 Presentation of Claranova

Business model

As a diversified global technology company, Claranova manages and coordinates a portfolio of majority interests in digital companies with strong growth potential. Supported by a team combining several decades of experience in the world of technology, Claranova has acquired a unique know-how in successfully turning around, creating and developing innovative companies.

Our Expertise

Technological excellence

Claranova's management teams combine decades of experience in the world of technology, entrepreneurship and investing in digital companies

Skill in execution

Claranova's success is based on a unique expertise in turning around, creating and developing innovative technological companies with potential for worldwide growth

Managing strong growth

With a nearly five-fold increase in revenue in seven years, Claranova has a successful track record of developing in a high-growth environment both organically and by integrating new businesses worth several tens of millions of euros

A DNA of value creation

Claranova relies on the very best technology, develops innovative value propositions and identifies the relevant business models to rapidly create lasting value.

Our Strategy

A strategy for investment and creation of value based on 3 pillars:

1. Creating and identifying undervalued assets

- In the technology sector of high potential vertical markets
- In digital services created or acquired capable of being deployed at a worldwide level
- Based on freemium business models with strong recurring revenue potential
- Largely focused on B2C

2. Creation of operating and financial value

- Strategic and operational redeployment
- Through organic growth or acquisitions
- Strategic, commercial or financial partnerships

3. Externalization of value created

- Investment horizon of 5 to 10 years, varying according to the maturity of the asset and the opportunities identified to maximize the value created
- Wide range of options for externalizing value: IPO, partial or total sale to financial or industrial investors, merger, etc.

With annual revenue of more than a half billion euros in FY 2022-2023, Claranova has proven its capacity to turn a simple idea into a worldwide success in just a few short years. Present in approximately 15 countries and leveraging the technology expertise of nearly 800 employees worldwide, Claranova is a truly international company, with 95% of its revenue derived from outside France.

Claranova's portfolio of companies is organized into three unique technology platforms operating in all major digital sectors. As an e-commerce leader in personalized objects, Claranova also stands out for its technological expertise in software publishing and distribution and the management of the Internet of Things, through its PlanetArt, Avanquest and myDevices businesses. These three technology divisions share a common vision: empowering people through innovation by providing simple and intuitive digital solutions that facilitate everyday access to the very best of technology.

Our Business Portfolio

One Group, three technology platforms

PlanetART
YOUR WORLD. PERSONALIZED.

E-COMMERCE OF PERSONALIZED OBJECTS

Avanquest

SOFTWARE PUBLISHING AND DISTRIBUTION

myDevices

IoT MANAGEMENT PLATFORM

Our Value Creation

For growth

- FY 2022-2023 revenue: €507m
- EBITDA*: €33m
- A cash position of €67m

For our employees

- 789 employees
- 43% women (44% in 2021-2022)
- €76m of value shared with our employees (payroll)

For our customers

- Nearly 3.5 billion photos printed
- Tens of millions of users of our software
- Thousands of sites equipped with our IoT solutions around the world

* *EBITDA (Earnings before interest, taxes, depreciation and amortization) is a non-GAAP aggregate used to measure the operating performance of the businesses. EBITDA is equal to recurring operating income before the impairment of share-based payments, including related social security contributions, and the IFRS 16 impact on the recognition of leases.*

Market and competitive position

PlanetArt

PlanetArt has today become one of the world's leading online platforms for selling personalized products. Present in approximately fifteen countries, PlanetArt now manages several websites and mobile applications used by tens of millions of customers around the world to transform their best memories into unique personalized objects. PlanetArt's range of solutions includes the FreePrint line of mobile applications, and several websites (Personal Creations, SimplytoImpress, CafePress, Gifts.com and I See Me!).

A PERSONALIZED E-COMMERCE OFFERING (WEB AND APP) COVERING ALL PHOTO PRODUCT AND PERSONALIZED OBJECTS SEGMENTS

In the United States, PlanetArt's main competitors are groups traditionally specialized in Web-to-Print[(1)]. In Europe, the market is more fragmented with a larger number of niche players and start-ups with a local presence as well as a few Web-to-Print specialists.

By taking advantage of the rapid replacement of digital cameras by smartphones, PlanetArt revolutionized the photo printing market by launching in 2013 in the United States the FreePrints app, the simplest and most affordable solution to print photos directly from one's phone. Through its mobile app, PlanetArt has developed a unique platform connecting the best professional printers with millions of customers around the world wanting paper prints of the thousands of photos stored on their smartphones and tablets as well as photo albums, photo frames and other products. PlanetArt was the first global player to revolutionize the world of printing with an intermediary mobile app offering, and as such a pioneer much like Uber in transportation or Airbnb in the rental sectors.

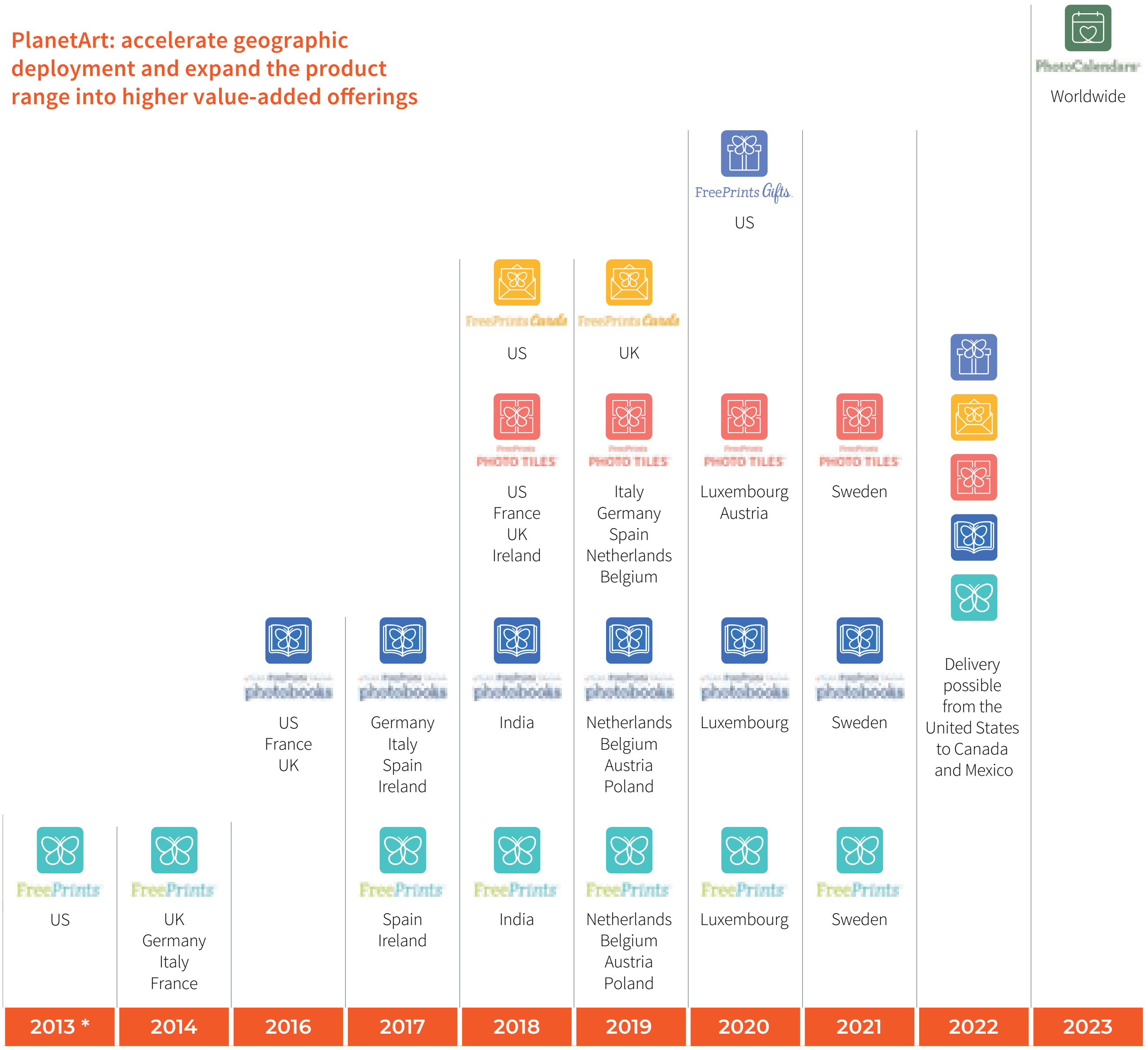
PlanetArt's strength is based on its unique *fabless*) business model and *freemium* offering. The resulting offering which is unique in terms of quality/price and ease of use, attracts new customers based on very low acquisition costs. The offering's premium quality contributes to developing a loyal installed base that regularly returns to the platform. Most of the division's sales come from existing customers (FreePrints apps thus regularly appear in the top 5 photo printing solutions in mobile app stores). Marketing investments during the year fuel the future growth and margins, with a customer life cycle of several years.

(1) Generic term encompassing all web apps linking printers and buyers of printed products.

While this approach generates a lower average basket than that of competitors providing a premium offering, it secures access to a larger customer base. This customer base is then monetized by means of higher margin offers providing additional personalization options and new products (photo albums, photo frames, personalized cards and gifts).

The brand has enjoyed a meteoric rise across the globe since its US launch in 2013, confirming the relevance of its business model. In just a few years, PlanetArt has become the leader in mobile printing solutions in the United States and Europe, and one of the five most important printers in the world of photo products with one of the largest installed bases in both continents. Present today in 15 countries worldwide, PlanetArt is all the only truly international player. Its mobile approach, combined with the adoption of a fabless model, increases its ability for scaling up operations and geographic expansion.

PlanetArt: accelerate geographic deployment and expand the product range into higher value-added offerings



* Calendar year.

The successive acquisitions of Personal Creations in 2019, CafePress in 2020 and I See Me! in 2021, marked a major new milestone in PlanetArt's development. With these acquisitions, PlanetArt has established its position as a leading player in the personalized gifts market worth more than US$26 billion[(1)], twice as large as the photo market, where PlanetArt is able to capitalize on the know-how it has acquired in developing mobile offerings. This strategy was implemented in July 2020 with the launch of the FreePrints Gifts app in the United States.

The opening up of the market of personalized gifts, the development of new Web and Mobile products and continuing geographic expansion thus offer PlanetArt significant growth drivers to become the global leader in personalized e-commerce.

(1) Technavio, Global Personalized Gifts Market 2017-2021, February 16, 2017.

Avanquest

Avanquest is a leading publisher and distributor of consumer (B2C) SaaS products, operating in three segments (PDF, Security, Photo) with the Soda PDF, Adaware and inPixio brands. Avanquest's strength is based on its control over the entire value chain, from creation to monetization of traffic designed to optimize the marketing of software solutions sold in the form of subscriptions (SaaS). With a range of software products unique in terms of functionalities, price and accessibility, Avanquest improves the digital lives of its customers in more than 160 countries every day.

PROPRIETARY BRANDS IN THREE HIGH POTENTIAL SEGMENTS

Soda PDF

PDF
Convert, edit and securely sign your PDF documents

Adaware

SECURITY
Secure, repair and optimize your IT tools and Internet searches

InPixio

PHOTO
Transform your best memories into perfect photos

Avanquest's strategic repositioning initiated in 2014, led to the remarkable turnaround of its activities. This transition period was accompanied by a gradual change in its business model focusing on four major pillars: a shift away from physical sales to online sales of software, the development of proprietary software solutions within its product range and the transition from the sale of software under license to a subscription-based sales model (SaaS) and now the transition to mobile offerings.

This marked improvement in Avanquest's operating profile also reflects the success of the initial phase of targeted transformation launched by the Group, which led to the acquisition of the Adaware, Soda PDF and Upclick businesses. These acquisitions accelerated Avanquest's transformation and strengthened its position within the software ecosystem, where size plays a major role in the commercial success of activities.

The division's PDF segment was further strengthened by the acquisition of pdfforge in July 2022. The acquisition of Scanner App in October 2022 made it possible to offer mobile solutions in the growing PDF, photo and security segments.

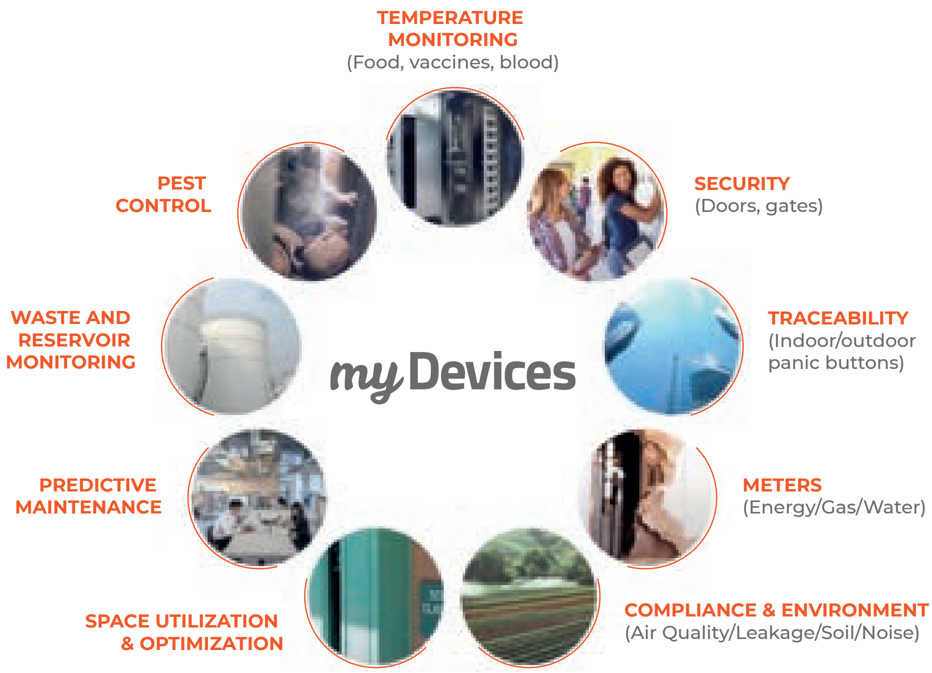
Avanquest is currently positioned in the sector of high potential software applications: Security, PDF and Photo. In these three segments, the Group successfully shifted its software businesses towards an SaaS type subscription-based sales model. This new business model provides greater visibility in terms of growth prospects and future earnings.

The Group will continue to focus its efforts on improving operating performance and strengthening its proprietary product portfolio through targeted acquisitions and the gradual disengagement from non-core activities in Europe.

myDevices

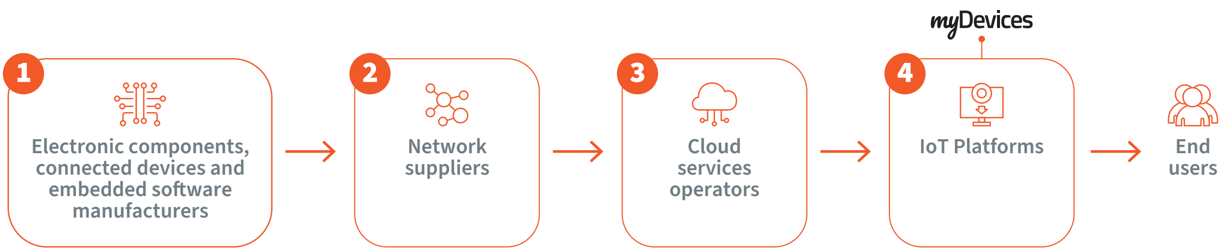
Through its IoT myDevices platform, Claranova provides technological expertise designed to help professionals manage their connected devices, regardless of their industry. With a unique application platform, myDevices offers companies of all sizes an infinite range of IoT plug & play solutions to simplify and optimize the management of their inventory of connected devices, regardless of the manufacturer, type of network used, business sector and application field.

ONE PLATFORM, INFINITE IOT SOLUTIONS



The Internet of Things market remains an emerging market today. The IoT value chain can be broken down schematically, into four main types of player: those specializing in the design and manufacture of physical equipment (connected devices, sensors, memory cards, embedded software, etc.), operators of networks used to connect devices to the Internet; cloud operators storing and processing raw data on the Internet, and finally platforms making it possible for different devices to communicate and process data to meet the specific needs of end users.

THE VALUE CHAIN OF THE INTERNET OF THINGS



With the development of its myDevices platform, the Group's IoT segment falls into the software interface supplier for B2B markets category.

Within this category of IoT platform developers, myDevices stands out for its open approach and the level of interoperability offered by its platform. These two strategic characteristics seek to establish the myDevices platform as the benchmark IoT software for companies, by removing barriers to the development and mass adoption of IoT solutions (control of proprietary solutions, migration costs, inability to satisfy the wide range of business requirements, etc.).

myDevices applies a services-based business model (PaaS or Platform as a Service) which generates value from services and products used on the platform rather than the object itself. On this basis, it provides white label infrastructure to solution providers (IT companies, telecom operators, etc.), which makes it possible to deploy IoT solutions simply and quickly. This service-based model involves monthly invoicing based on the number of connected devices installed by the end customer, providing significant visibility of revenue generation.

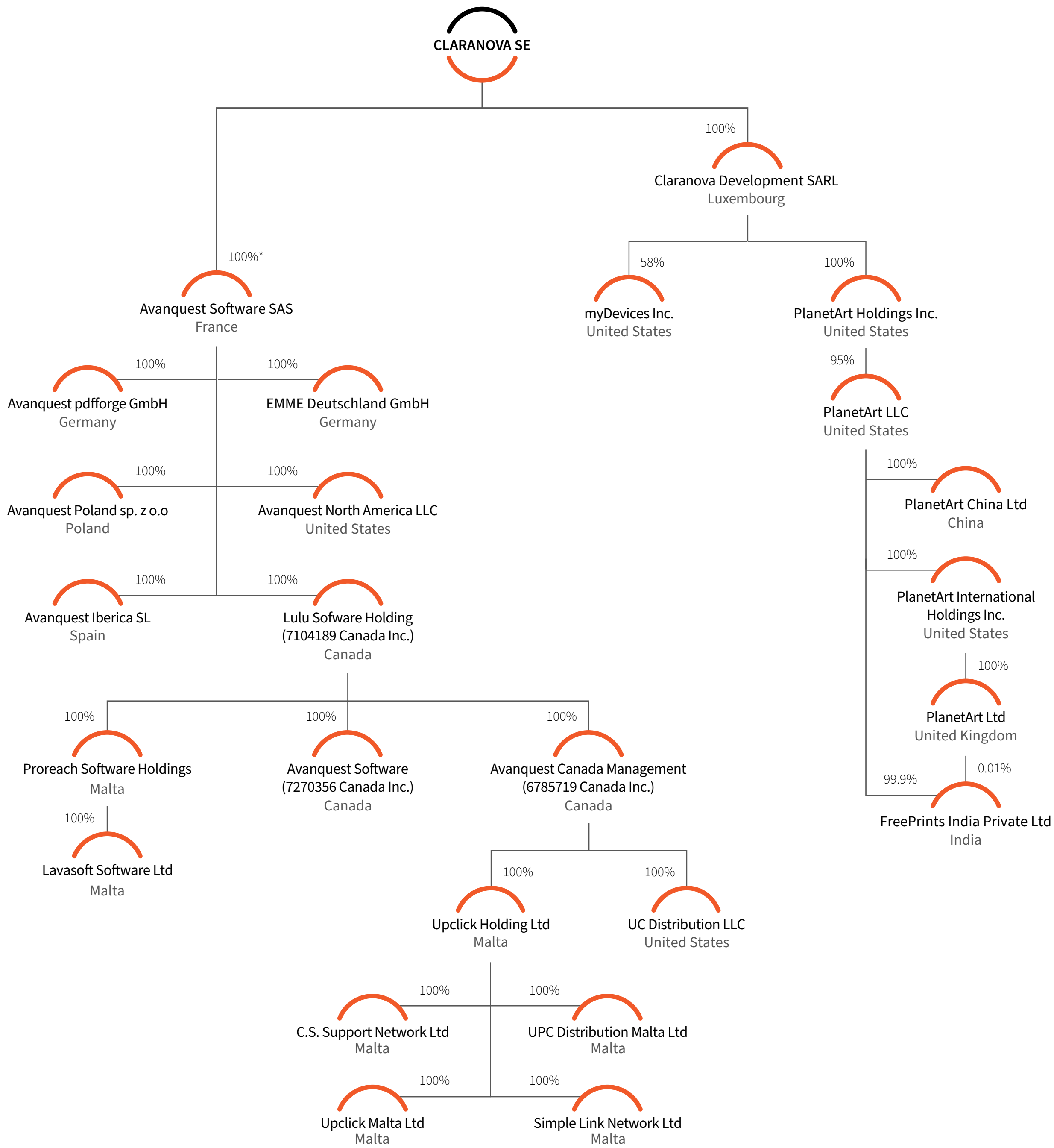
myDevices' commercial development experienced an upturn in FY 2019-2020, a positive trend highlighted notably by the acceleration of new commercial signatures with major US and European companies in the healthcare, food service and hospitality sectors.

With business momentum disrupted by the COVID-19 pandemic in FY 2020-2021, myDevices' commercial rollout resumed as soon as health restrictions were lifted, in the main sectors of activity of the division's clients (notably hotels and restaurants). In response, the number of partners distributing the division's technology has continued to grow, rising in one year from 178 to 206 by the end of June 2023, with the main contributors including T-Mobile, Aramark Corporation, Sodexo and BASF.

Today, myDevices is one of the few market players currently positioned to support the energy transition. By giving its customers the ability to monitor a multitude of parameters with an impact on the environment, myDevices allows them to meet the new requirements of the Corporate Sustainability Reporting Directive (CSRD). This directive imposes on companies of a certain size annual non-financial reporting obligations.

The main objective is to promote transparency and provide the public with exhaustive and reliable information on the environmental and social impact of companies. This will also contribute to the harmonization of corporate sustainability reporting and the quality of CSR data. Parameters monitored by the myDevices platform (See Section 6.4.2 of this document).

Group structure as of June 30, 2023



** 100% less one share held by Pierre Cesarini.*
Percentage indicated corresponds to the percentage of ownership and voting rights.

1.2 Consolidated operating and financial review at June 30, 2023

Information is expressed in millions of euros, unless otherwise stated.

Selected financial information and other data on the fiscal year ended on June 30, 2023

(in € million)	FY 2022-2023	FY 2021-2022	FY 2020-2021
Revenue	**507.0**	**473.6**	**470.7**
Growth (%)	7%	1%	15%
EBITDA[(1)(2)]	**32.5**	**25.5**	**32.9**
EBITDA margin (% of Revenue)	6.4%	5.4%	7.0%
Recurring operating income	24.6	18.7	28.0
Net profit / (loss)	**(10.8)**	**(10.0)**	**13.2**
Net income attributable to owners of the Company	**(10.6)**	**(10.6)**	**9.5**
Net income attributable to owners of the Company	**(0.23)**	**(0.25)**	**(0.24)**
Equity	**(16.4)**	**1.9**	**82.2**
Borrowings and other financial liabilities	178.8	171.5	65.2
Cash and cash equivalents	66.8	100.3	90.4
Net debt	**112.0**	**71.2**	**(25.2)**
Net debt/Equity ratio (gearing)	(6.8)	37.5	(0.3)
Cash flow from operations before changes in working capital	**28.2**	**23.9**	**27.7**
Net cash flow from (used in) operating activities	9.3	16.0	18.7
Net cash flow from (used in) investing activities	(31.8)	(73.7)	(10.1)
Net cash flow from (used in) financing activities	(10.0)	62.5	(2.8)

(1) EBITDA is equal to recurring operating income before the impairment of share-based payments, including related social security contributions, and the IFRS 16 impact on the recognition of leases. A reconciliation of recurring operating income and EBITDA is presented in Section 1.3 of this Chapter. The IFRS 16 impact is presented in Section 2.5 of this document.

(2) EBITDA and Adjusted net income are non-GAAP measures and should be viewed as additional information. They do not replace Group IFRS aggregates. Claranova's management considers this to be a relevant indicator of the Group's operating and financial performance which is presented for information purposes because it excludes most non-operating and non-recurring items from the measurement of business performance.

Consolidated revenue for FY 2022-2023

Claranova's revenue reached an all-time high in FY 2022-2023, surpassing the half billion euros milestone for the first time with 7% year-on-year growth to €507m. All subsidiaries are making progress and have contributed to this record performance.

Claranova successfully held its ground during a period of unprecedented economic conditions, combining the effects of new marketing constraints for PlanetArt activities (changes to customer targeting process following the introduction of Apple's new iOS) and pressure on prices following the conflict in Ukraine and inflationary trends worldwide.

(in € million)	FY 2022-2023	FY 2021-2022	FY 2020-2021
Revenue	**507.0**	**473.6**	**470.7**
(%) **growth**	+7%	+1%	+15%
% Like-for-like[(1)] *(%)*	+2%	-7%	+14%
Forex effect *(%)*	+4%	+5%	-6%
Scope impact[(2)] *(%)*	+1%	+3%	+7%

(1) Like-for-like (organic) growth is equal to the increase in revenue at constant consolidation scope and exchange rates.

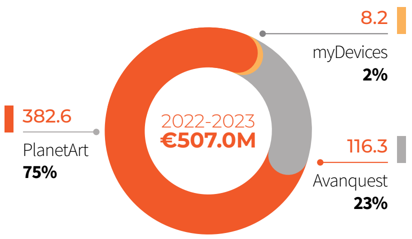
(2) The consolidation scope effect for FY 2022-2023 reflects the restatement of the pdfforge and Scanner App acquisitions by the Avanquest division. (ii) The consolidation scope impact in FY 2020-2021 reflects the restatement of the acquisitions of Café Press for two months (July 2021 to August 2021) and I See Me! for FY 2021-2022. (iii) The consolidation scope impact in FY 2020-2021 reflects the restatement of acquisitions by PlanetArt of CafePress in September 2020 and Personal Creations in August 2019 (this excludes the months of September 2020 to June 2021 for CafePress and July 2020 for Personal Creations.

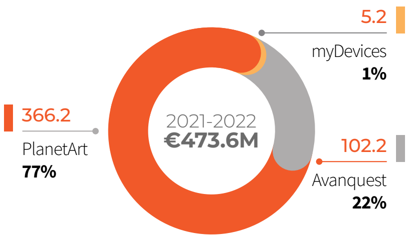
Revenue by business division

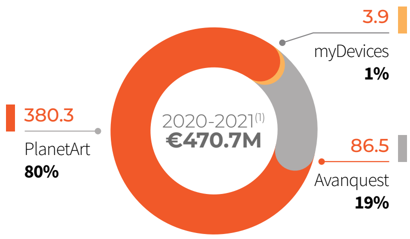
The breakdown of FY 2022-2023 sales by business segment remained stable compared with the previous year.

PlanetArt represents 75% of total revenue compared to 77 % in FY 2021-2022. Software publishing and distribution (Avanquest) and Internet of Things (myDevices) activities generated 23% and 2% of Group revenue, respectively, compared to 22% and 1% in FY 2021-2022.

Revenue breaks down by business as follows:

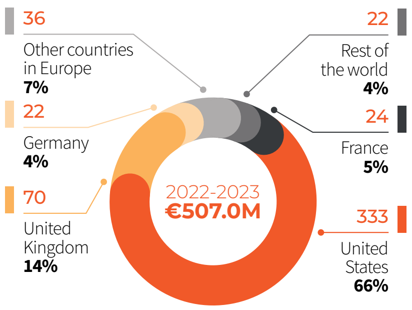


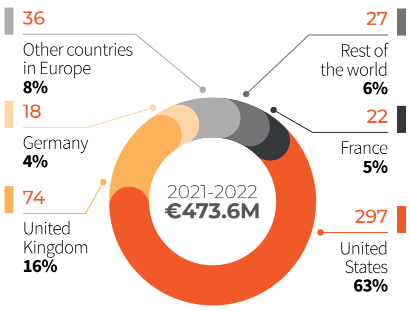


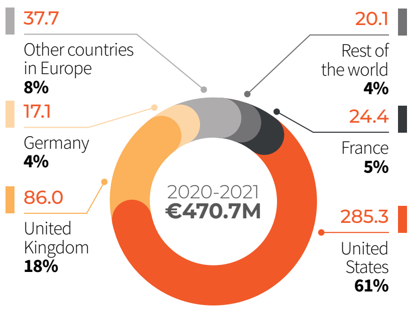


(in € million)	**FY 2022-2023**	**Change**	**FY 2021-2022**	**Change**	**FY 2020-2021**
PlanetArt	382.6	+14%	366.2	-4%	380.3
Avanquest	116.3	+4%	102.2	+18%	86.5
myDevices	8.2	+57%	5.2	+33%	3.9
REVENUE	**507.0**	**+7%**	**473.6**	**+1%**	**470.7**

Revenue by region







FY 2022-2023 consolidated results

The half-billion euro revenue milestone was accompanied by a marked improvement in Claranova's EBITDA. On that basis, Group EBITDA rose 27% to €32.5 million, up from €25.5 million one year earlier. This strong growth was accompanied by remarkable gains in EBITDA in the second half by all divisions. Efforts to spread out PlanetArt's marketing investments, optimize structure costs, and ramp up SaaS sales for our software publishing activities, all contributed to EBITDA of €15 million for H2 2022-2023, compared with €3 million for the same period last year. The Group is continuing to focus on expanding its marketing efforts over the full year in order to cover more events.

EBITDA by business:

(in € million)	**FY 2022-2023**	**Change**	**FY 2021-2022**	**Change**	**FY 2020-2021**
PlanetArt	15.2	-7%	16.3	-37%	26.0
Avanquest	17.2	+48%	11.6	+21%	9.6
myDevices	0.1	+104%	(2.4)	+11%	(2.7)
EBITDA	**32.5**	**27%**	**25.5**	**-22%**	**32.9**

EBITDA margin by business:

(in € million)	FY 2022-2023	FY 2021-2022	FY 2020-2021
PlanetArt	4.0%	4.5%	6.8%
Avanquest	14.8%	11.4%	11.2%
myDevices	1.1%	-46.2%	-70.5%
EBITDA	**6.4%**	**5.5%**	**7.0%**

The growth in EBITDA was partially offset by an increased financial expense (+€6 million), due notably to (i) the accounting amortization of the OCEANE bonds issued in connection with the buyout of minority interests in the Avanquest division, and (ii) in part unrealized foreign exchange losses. These factors inevitably impacted earnings, resulting in a net loss of €10.8 million for the year However, this accounting amortization of OCEANE bonds in the amount of €15 million over FY 2022-2023, combined with unrealized foreign exchange losses, did not result in any cash outflows for the Group.

(in € million)	FY 2022-2023	FY 2021-2022	FY 2020-2021
EBITDA	**32.5**	**25.5**	**32.9**
EBITDA margin (% of Revenue)	6.4%	5.5%	7.0%
Recurring operating income	24.6	18.7	28.0
Operating profit	19.3	18.0	23.5
Net income (loss)	**(10.8)**	**(10.0)**	**14**
Net income attributable to owners of the Company	(10.6)	(10.5)	9.5
Basic earnings per share attributable to the parent *(in €)*	(0.2)	(0.25)	0.24

The reconciliation of recurring operating income to EBITDA is as follows:

(in € million)	FY 2022-2023	FY 2021-2022	FY 2020-2021
Recurring operating income	**24.6**	**18.7**	**28.0**
IFRS 16 impact on leases expenses	(0.8)	(0.4)	(0.4)
Share-based payments, including social security expenses	0.9	1.2	0.0
Depreciation, amortization and provisions (net of reversals) [(1)]	7.7	6.0	5.3
EBITDA	**32.5**	**25.5**	**32.9**

(1) Pre-IFRS 16 For more details, see Section 2.5, Note 19 of this document.

Financial highlights by division

PlanetArt | *Your world. Personalized*

E-commerce of personalized objects

(in € million)	FY 2022-2023	FY 2021-2022	Change
Revenue	382.6	366.2	4%
EBITDA	**15.2**	**16.3**	**-7%**
As a % of revenue	4.0%	4.5%	-11 bp

PlanetArt had annual revenue of €382.6 million, representing growth of 4% at actual exchange rates compared with FY 2021-2022.

PlanetArt is now focusing on improving its profitability by stabilizing or even lowering its customer acquisition costs and selling higher-margin products.

These measures contributed to a significant improvement in margins in the second half, resulting notably in revenue and EBITDA evenly spread out over the full year, (i.e. with €2 million in H2 2022-2023 compared with a loss of €1 million in the previous year) over the full year, whereas historically revenue has been largely concentrated in the first half.

For FY 2022-2023, EBITDA amounted to €15.2 million, down slightly on last year's level of €16.3 million. Although we improved our acquisition costs during this fiscal year which enabled us to acquire more customers with less marketing investments, these gains were partially offset by the inflationary context resulting in higher costs for transport (+€4m), raw materials (+1.5%) and salaries (+€3m).

In the last quarter of this fiscal year, to offset the effects of this inflation, PlanetArt focused on reducing its structure costs and is reviewing its pricing policy to better adapt to the current economic environment and improve profitability (in terms of EBITDA) starting next year, while continuing to grow.

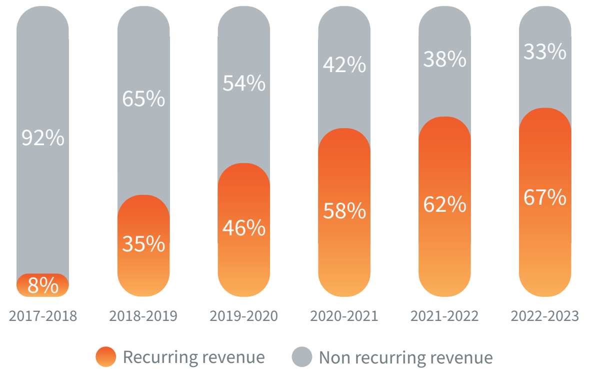
Avanquest | *Selling software consumers love and recommend*

Software publishing and distribution

(in € million)	FY 2022-2023	FY 2021-2022	Change
Revenue	116.3	102.2	+14%
EBITDA	**17.5**	**11.6**	**+48%**
As a % of revenue	15.0%	11.4%	+32 bp

Avanquest, the software publishing division, also reported record revenue of €116.3 million for FY 2022-2023, up 14% at actual exchange rates, driven by growth in proprietary software.

RECURRING REVENUE (1) (2) (3)
(as % of revenue)



(1) Excluding divested activities.
(2) Indicative figures.
(3) Recurring revenue is defined as revenue generated by recurring customer use of our software and/or tools. This includes revenue from subscriptions for our proprietary software (Security, PDF, Photo) and advertising revenue from our base of recurring users. Non-recurring revenue consists mainly of physical and online sales of third-party and/or proprietary software, as well as non-recurring revenue from advertising.

The division is fully benefiting from the maturity of its SaaS sales model for its proprietary software offering for Security (+13% year-on-year), PDF (+31%) and Photo (+25%) applications. SaaS sales today account for more than 83% of the division's total revenue and is contributing to the increasing share of recurring revenue in Avanquest's revenue mix, which reached 67% at the end of June 2023.

As a result, despite the adverse impact of non-core activities on profitability, the division's EBITDA margin(1) still improved by 4 points to 15% over FY 2022-2023, As announced, discussions by the Group are continuing on the disposal of non-core businesses in Europe.

As a result, the division's EBITDA grew 48% to €17.5 million. In addition, new products launched during the year along with recent acquisitions like pdfforge and Scanner App, are already contributing to growth in revenue and profitability (in terms of EBITDA), while strengthening Avanquest's market positions in its growth segments for PDF, namely B2B and mobile apps.

(1) EBITDA as a percentage of revenue.

myDevices | *Simplify the connected world*

Internet of Things

(in € million)	FY 2022-2023	FY 2021-2022	Change
Revenue	8.1	5.2	+55%
EBITDA	**0.1**	**(2.4)**	**+104%**
As a % of revenue	1.1%	-46.2%	+1,024 bp

The Group's IoT division recorded €8.1million in annual revenue, up 55% at actual exchange rates. This increase was accompanied by growth in annual recurring revenue, with ARR of €4 million at June 30, 2023, up 34% from one year earlier at actual exchange rates. This recurring revenue represents sales linked to commercial partners. Other revenue relates in particular to the sale of IoT equipment as IoT solutions are ramped up.

This installed base, combined with a growing number of partnerships (206 by the end of June 2023), has allowed the division to reach break-even in terms of operating profitability (with EBITDA of €0.1 million) for the first time since its creation.

Seasonality

PlanetArt

PlanetArt websites generate the majority of their personalized product sales during the year-end holiday season in November and December. Historically, EBITDA from these activities is generated almost entirely during this period. PlanetArt has nevertheless endeavored to smooth out this seasonal effect to some extent over the two half-year periods, as illustrated by H2 2022-2023 EBITDA which is now positive.

The sale of personalized products from the FreePrints range of mobile applications are in contrast not subject to a significant seasonality effect on their results.

Avanquest

Some of Avanquest's activities (physical distribution of software in the United States and sales of document management products and PDF applications) experience a peak in sales during the back-to-school, Black Friday and holiday periods, i.e. from September to December. However, the transition to a subscription-based software solutions (SaaS) business model tends to reduce the seasonality effect on the division's activities.

myDevices

myDevices' activities are not exposed to seasonality effects which would have a significant impact on its results.

1.3 Consolidated statement of cash flows

(in € million)	FY 2022-2023	FY 2021-2022	FY 2020-2021
Cash flow from operations before changes in working capital	**28.2**	**23.9**	**27.7**
Changes in working capital requirements	(12.9)	3.2	(3.1)
Taxes and net interest paid	(6.0)	(11.1)	(5.9)
Net cash flow from (used in) operating activities	**9.3**	**16.0**	**18.7**
Net cash flow from (used in) investing activities	**(31.8)**	**(73.7)**	**(10.1)**
Net cash flow from (used in) financing activities	**(10.0)**	**62.5**	**(2.8)**
CHANGE IN CASH AND CASH EQUIVALENTS EXCLUDING THE EFFECTS OF EXCHANGE RATE FLUCTUATIONS	**(32.5)**	**4.9**	**5.9**
Opening cash position	**100.3**	**90.3**	**82.8**
Change in cash and cash equivalents excluding the effects of exchange rate fluctuations	(32.5)	4.9	5.9
Effects of exchange rate fluctuations on cash and cash equivalents	(1.2)	5.2	1.6
CLOSING CASH POSITION	**66.6**	**100.3**	**90.3**

Claranova ended FY 2022-2023 with cash and cash equivalents of €67 million, a decrease of €32.5 million compared with June 30, 2022, excluding currency effects over the period.

Despite €28.2 million in cash flow at the end of June 2023 (up €4.3 million on the previous year), this decline is explained by:

- operating cash flow of €9 million in FY 2022-2023, impacted by a €12.9 million decline in working capital as PlanetArt's trade payables returned to levels comparable to FY 2021-2022. Despite this, the Group's working capital requirements continue to be structurally negative;
- net cash flow from (used in) investing activities represented an outflow of €31.8 million at June 30, 2023. The amount includes payments related to the acquisitions of pdfforge, Scanner App and deferred payments on the acquisitions of I See Me ! and Cafe Press;
- net cash flow from (used in) financing activities representing an outflow of €10 million at the end of June 2023, for debt repayments and the buyout of PlanetArt minority shareholders.

1.4 Financing structure and financial security

Financial position, borrowing conditions and financing structure

The Group's available unpledged cash and cash equivalents amounted to €67 million and financial debt (excluding the impact of IFRS 16 on lease accounting) to €179 million, compared with €100 million and €172 million respectively at the end of June 2022.

The increase in the Group's financial debt mainly includes the new €20m bank financing obtained by Claranova SE to complete the acquisition of pdfforge in July 2022.

On that basis, the Group's net debt at June 30, 2023 amounted to €112 million, up from €71 million at the end of December 2022.

The Group's financing structure is as follows:

(in € million)	FY 2022-2023	FY 2021-2022	FY 2020-2021
Bank debt	41.0	31.0	14.4
Bonds	118.8	105.2	48.7
Other financial liabilities[1]	14.5	31.2	2.1
Accrued interest	4.3	4.2	0.0
Bank account overdrafts	0.2	0.0	0.0
Total financial liabilities	**178.8**	**171.5**	**65.1**
Cash and cash equivalents	66.8	100.3	90.4
NET DEBT	**112.0**	**71.2**	**(25.3)**

(1) Excluding lease liabilities resulting from the adoption of IFRS 16.

The size of Claranova's balance sheet remains limited given the technological profile and mainly fabless nature of the Group's operations. Claranova's assets are comprised mainly of available cash and goodwill, reflecting the Group's external growth strategy. Total assets accordingly decreased from €270 million to €264 million between the end of June 2022 and the end of June 2023.

Group balance sheet highlights:

(in € million)	06/30/2023	06/30/2022	06/30/2021
Goodwill	97.1	82.3	64.4
Other non-current assets	41.8	28.4	25.2
Right-of-use lease assets	12.9	12.6	7.0
Current assets (excl. cash)	44.3	46.5	38.0
Cash and cash equivalents	66.8	100.3	90.4
Assets held for sale	1.5		
TOTAL ASSETS	**264.4**	**270.1**	**225.1**

(in € million)	06/30/2023	06/30/2022	06/30/2021
Equity	(16.4)	1.9	82.2
Financial liabilities	178.8	171.5	65.1
Lease liabilities	13.2	13.2	7.6
Non-current liabilities	11.1	3.5	4.3
Current liabilities	76.1	80.0	65.9
Liabilities held for sale	1.6		
TOTAL EQUITY AND LIABILITIES	**264.4**	**270.1**	**225.1**

Restrictions on the use of capital resources

No restrictions on the use of the Claranova group's capital resources had, have or could have a direct or indirect material impact on the Group's operations.

Anticipated sources of funds

As of today, the Group considers that it is capable of financing its investments to support its organic growth. However, the Group does not rule out the possibility of recourse to external sources of financing for one or more specific transactions in the future.

The Group is currently in discussions to refinance or restructure its OCEANE debt, subscribed in August 2021, which includes a prepayment option at the initiative of the investor on the third anniversary date of the issue (August 16, 2024) for an amount of €93 million.

1.5 Trends and FY 2023-2024 outlook

Claranova

Over the 2023-2024 financial year, the Group will focus on increasing its profitability (in terms of EBITDA) by developing its three businesses.

PlanetArt's activities are continuing to evolve in an extremely buoyant market where it continues to occupy a strong competitive position. Efforts to rebuild customer acquisition channels have already paid off in FY 2022-2023, and are expected to produce their full effects in FY 2023-2024.

Avanquest, the software publishing and distribution division, is expected continuing growth over FY 2023-2024, driven by the ramp-up of its SaaS software offering, the launch of new products, and notably its mobile offering, and recent acquisitions (pdfforge and Scanner App) while continuing to look at new acquisitions.

Finally, while the myDevices business should remain marginal in the Group's revenue mix, it will benefit in FY 2023-2024 from a stronger network of reseller partners and continued growth in annual recurring revenue from new roll-outs of myDevices IoT solutions.

In a volatile and inflationary macroeconomic environment, Claranova remains confident in its growth prospects, and confirms its goal of achieving an EBITDA margin approaching 10% by the end of FY 2023-2024, through a mix of organic and external growth. After crossing the €500 million milestone in revenue, the Group should reach €700 million in the next few years, according to the different assumptions[1] with respect to the Group's ability to finance acquisitions already identified.

This forward-looking information has been prepared in order to provide a basis for comparison with historical financial information, in accordance with the Group's accounting policies.

(1) *Refer to the URD amendment of June 15, 2023: revenue and the EBITDA margin for FY 2023-2024 could range from €580m to €700m and from 9% to 11% respectively; for FY 2024-2025 and FY 2025-2026, revenue could range from €650m to €700m and from €750m to €800m respectively; for FY 2024-2025 and FY 2025-2026, the EBITDA margin could range from 10% to 12% and from 12% to 14% respectively.*

PlanetArt

To offset the effects of inflation, PlanetArt has focused on reducing its structure costs and is reviewing its pricing policy to better adapt to the current economic environment and improve profitability (in terms of EBITDA) starting next year, while continuing to grow.

The personalized objects e-commerce division will also leverage its strengths and competitive advantages based on its multiple locations, its fabless business model and multiple sales channels (web and mobile).

All these initiatives will lay the groundwork for the division's eventual return to sustainable revenue growth and improved profitability (in terms of EBITDA).

Avanquest

Avanquest has no customer acquisition issues and will continue to strengthen its SaaS software offering around its three segments, PDF, Photo and Security. In FY 2023-2024, Avanquest intends to accelerate its strategic development by leveraging its multiple growth drivers combining strong revenue growth, improving profitability (in terms of EBITDA) and targeted acquisitions.

The division's solid foundations ((i) the growth sectors of PDF, security and photo, (ii) a virtuous SaaS business model and (iii) innovative products combined with recent acquisitions which have expanded the range of PDF solutions for businesses and contributed to the development of a significant mobile offering in the buoyant PDF, security and photo segments, offer very promising growth prospects in terms of both sustainable development of revenue and earnings.

myDevices

The Group's IoT division will continue to roll out its solutions in FY 2023-2024. On that basis, myDevices' installed base is expected to continue to grow which will further increase the percentage of annual recurring revenue (ARR) in its sales mix.

myDevices will also continue to focus on expanding its network of distributors, which already includes more than 200 channel partners.

In addition, the roll-out with major groups with whom we have been working for several years (T-Mobile, Engie, Sodexo etc.) is expected to accelerate.

myDevices is positioning itself as a major player in the energy transition sector, by offering its customers the ability to measure and quantify their environmental and social impacts, as well as their own efforts to make progress in these areas.

And while the market is still an emerging sector, the IoT division offers attractive opportunities for development as well as a growth driver for the Group.

2

Consolidated financial statements

2.1 Statement of comprehensive income

(in € million)	Notes	FY 2022-2023	FY 2021-2022
Net revenue	**Note 6**	**507.0**	**473.6**
Raw materials and purchases of goods	Note 7	(151.6)	(137.9)
Other purchases and external expenses	Note 8	(230.5)	(218.2)
Taxes, duties and similar payments		2.4	(0.8)
Employee expenses	Note 9	(73.0)	(70.8)
Depreciation, amortization and provisions (net of reversals)		(11.6)	(9.6)
Other recurring operating income and expenses	Note 10	(18.1)	(17.6)
Recurring operating income		**24.6**	**18.7**
Other operating income and expenses	Note 11	(5.3)	(0.7)
Operating profit		**19.3**	**18.0**
Net borrowing costs		(5.0)	(6.1)
Other financial expenses		(26.0)	(20.0)
Other financial income		2.9	3.8
Net financial income (expense)	**Note 13**	**(28.1)**	**(22.2)**
Tax expense	Note 14	(2.0)	(5.7)
Share of profit (loss) of associates		0.0	(0.0)
Net income (loss) from continued operations		**(10.8)**	**(10.0)**
Net income (loss) from discontinued operations		**-**	**-**
Net income (loss)		**(10.8)**	**(10.0)**
Attributable to owners of the Company		(10.6)	(10.5)
Attributable to non-controlling interests		(0.2)	0.5
Earnings per share	**Note 15**		
Basic earnings per share attributable to the parent *(in €)*		(0.23)	(0.25)
Net income per share attributable to owners of the Company after potential dilution*(in €)*		(0.23)	(0.25)
Net income (loss)		**(10.8)**	**(10.0)**
Other comprehensive income			
Translation adjustments on net investments in foreign operations		(6.2)	8.9
Translation adjustments on net investments in foreign operations		-	-
Actuarial gains and losses on post-employment obligations	Note 12	0.1	0.2
Total other comprehensive income		**(6.1)**	**9.1**
Comprehensive income		**(17.0)**	**(0.8)**
Attributable to owners of the Company		(16.7)	(1.5)
Attributable to non-controlling interests		(0.2)	0.7

2.2 Statement of financial position

(in € million)	Notes	06/30/2023	06/30/2022
Goodwill	Note 16	97.1	82.3
Intangible assets	Note 17	23.0	14.3
Property, plant and equipment	Note 18	5.3	5.6
Right-of-Use of property, plant and equipment	Note 19	12.9	12.6
Financial assets		1.1	1.3
Other non-current liabilities	Note 22	-	0.8
Deferred tax assets	Note 14	12.4	6.4
Non-current assets		**151.8**	**123.3**
Financial assets (less than one year)	Note 23	-	0.2
Inventories and work-in-progress	Note 20	20.4	22.0
Trade receivables and related accounts	Note 21	9.8	8.3
Current tax assets	Note 14	2.1	4.5
Other current receivables	Note 22	12.0	11.4
Cash and cash equivalents	Note 24	66.8	100.3
Current assets		**111.1**	**146.8**
Assets held for sale	Note 31	1.5	
TOTAL ASSETS		**264.4**	**270.1**

(in € million)	Notes	06/30/2023	06/30/2022
Share capital	Note 25	46.0	46.0
Share premium and consolidated reserves		(54.7)	(36.8)
Net income attributable to owners of the Company		(10.6)	(10.5)
Equity attributable to owners of the parent company		**(19.3)**	**(1.4)**
Non-controlling interests		2.9	3.3
Total equity		**(16.4)**	**1.9**
Non-current lease liabilities	Note 19	8.5	9.8
Non-current financial liabilities	Note 27	85.0	148.9
Deferred tax liabilities	Note 14	1.5	0.0
Non-current provisions	Note 26	1.6	2.0
Other non-current liabilities	Note 28	8.0	1.6
Total non-current liabilities		**104.6**	**162.2**
Current provisions	Note 26	0.8	0.6
Current lease liabilities	Note 19	4.6	3.4
Current financial liabilities	Note 27	93.8	22.6
Trade payables and related accounts	Note 30	46.0	56.3
Current tax liabilities	Note 14	2.1	1.9
Other-current liabilities	Note 29	27.3	21.2
Current liabilities		**174.6**	**106.0**
Liabilities held for sale	Note 31	1.6	
TOTAL EQUITY AND LIABILITIES		**264.4**	**270.1**

2.3 Consolidated statement of cash flows

(in € million)	Notes	06/2023 (12 months)	06/2022 (12 months)
OPERATING ACTIVITIES	NOTE 32.1		
Consolidated net income		(10.8)	(10.0)
Share of profit (loss) of associates		0.0	0.0
Elimination of non-cash items or items not related to operations:			
• Net depreciation, amortization and provisions (excluding current provisions)	Notes 17, 18 & 27	11.3	13.9
• Share-based payments (IFRS 2) and other restatements		0.9	1.2
• Net borrowing costs recognized		5.0	6.7
• Gains/(losses) on disposal		0.0	(2.9)
• Tax expense (including deferred taxes) recognized	Note 14	2.0	5.7
• Other items	Note 33.1	19.8	9.4
Cash flow from operations before changes in working capital		**28.2**	**23.9**
Changes in working capital requirements		(12.9)	3.2
Taxes paid	Note 14	(6.0)	(9.4)
Net interest paid		(0.0)	(1.7)
Net cash flow from (used in) operating activities		**9.3**	**16.0**
INVESTING ACTIVITIES	NOTE 33.2		
Acquisition of intangible assets	Note 17	(8.7)	(0.1)
Acquisition of property, plant and equipment	Note 18	(2.2)	(2.1)
Disposals of property, plant and equipment and intangible assets		0.0	0.1
Acquisition of financial assets	Note 23	(0.0)	(0.6)
Disposals of financial assets		0.3	2.5
Impact of changes in scope		(21.2)	(73.4)
Net cash flow from (used in) investing activities		**(31.8)**	**(73.7)**
FINANCING ACTIVITIES	NOTE 33.3		
Share capital increase		-	13.9
Transactions with non-controlling interests		(3.7)	
Dividends from equity-accounted companies		-	-
Share buybacks		(0.3)	(0.6)
Cash inflows relating to borrowings		19.2	67.5
Cash outflows relating to borrowings		(25.2)	(18.4)
Other cash flows from financing activities		-	-
Net cash flow from (used in) financing activities		**(10.0)**	**62.5**
Net cash flow from discontinued operations		-	-
Increase (decrease) in cash		**(32.5)**	**4.9**
Opening cash position		100.3	90.3
Effects of exchange rate fluctuations on cash and cash equivalents		(1.2)	5.2
Closing cash position		66.6	100.3

2.4 Statement of changes in equity

(in € million)	Share capital	Share premium	Translation reserves	Consolidated reserves	Net income	Attributable to owners of the Company	Non-controlling interests	Total
As of June 30, 2021	**39.7**	**122.5**	**(0.8)**	**(105.8)**	**10.4**	**66.0**	**16.2**	**82.2**
Actuarial gains and losses on post-employment obligations				0.2		0.2		0.2
Translation differences			8.8			8.8	0.1	8.9
Other comprehensive income			**8.8**	**0.2**		**9.0**	**0.1**	**9.1**
Net income (loss) for the period					(10.5)	(10.5)	0.5	(10)
Comprehensive income			**8.8**	**0.2**	**(10.5)**	**(1.5)**	**0.7**	**(0.8)**
Treasury shares				(0.6)		(0.6)		(0.6)
Share capital increase	6.3	36.4				42.6		42.6
Appropriation of retained earnings				10.4	(10.4)	0.0		
Share-based payments				1.0		1.0	0.2	1.2
Equity transactions			0.2	(109.1)		(108.9)	(13.8)	(122.7)
As of June 30, 2022	**46.0**	**158.9**	**8.1**	**(203.7)**	**(10.5)**	**(1.4)**	**3.3**	**1.9**
Actuarial gains and losses on post-employment obligations				0.1		0.1		0.1
Translation differences			(6.2)			(6.2)	0.0	(6.2)
Other comprehensive income			**(6.2)**	**0.1**		**(6.1)**	**0.0**	**(6.1)**
Net income (loss) for the period					(10.6)	(10.6)	(0.2)	(10.8)
Comprehensive income			**(6.2)**	**0.1**	**(10.6)**	**(16.7)**	**(0.2)**	**(17.0)**
Treasury shares				(0.3)		(0.3)		(0.3)
Appropriation of retained earnings				(10.5)	10.5	0.0		0.0
Share-based payments				0.5		0.5	0.2	0.7
Equity transactions[1]				(1.4)		(1.4)	(0.3)	(1.7)
AT JUNE 30, 2023[2]	**46.0**	**158.9**	**1.9**	**(215.3)**	**(10.6)**	**(19.3)**	**2.9**	**(16.4)**

(1) Linked to the buyout of PlanetArt LLC minority shareholders

(2) Negative consolidated equity is mainly attributable to the acquisition of an additional 65% of Avanquest shares in 2021, which did not result in the recognition of goodwill: in accordance with IFRS 3, an acquisition of additional shares not resulting in a change of control qualifies as a transaction between shareholders and as such does not give rise to the recognition of goodwill. On that basis, the difference between the purchase price and the net assets acquired is deducted from equity.

2.5 Notes to the consolidated financial statements

Claranova SE's securities are listed on Euronext Paris – Compartment C.

These financial statements for FY 2022-2023 are prepared as of June 30, 2023 and cover the period from July 1, 2022 to June 30, 2023. These financial statements were approved by the Board of Directors on October 20, 2023.

Figures are expressed in millions of euros, with one decimal place. Rounding off to the closest tenth of a million euros can, in certain cases, result in immaterial differences in the totals and sub-totals shown in the tables.

Note 1 Annual highlights

1.1 Reorganization of the Group's structure

The Group is continuing to simplify and streamline its corporate structure by creating separate business units around Claranova Development which will serve as the investment and management arm of the Group.

In this context, the following measures were taken:

On July 1, 2022, the Canadian division was reorganized through (i) the merger of Lavasoft Software Canada Inc., Lulu Software Canada and PC Helpsoft into a single entity named Avanquest Software (7270356 Canada Inc.), (ii) the merger of Solaria Management (9026851 Canada Inc.) and Upclick Canada Inc. into Avanquest Canada Management (6785719 Canada Inc.), and (iii) the merger of Lulu Holdings, Avanquest Holding and Avanquest Canada into Lulu Sofware Holding (7104189 Canada Inc.).

On July 26, 2022, the Polish entity Desenzano sp. z o.o. changed its name to Avanquest Poland sp. z o.o.

After pdfforge GmbH was acquired (See. 3.1.1), the company was then merged into Avanquest Deutschland GmbH, effective July 31, 2022. The name of the entity resulting from this merger is Avanquest pdfforge GmbH.

On January 12, 2023, Avanquest America Holdings LLC transferred 100% of its stake in myDevices Inc. to its parent company, Avanquest America Inc. On January 12, 2023, Avanquest America Inc. decided to transfer 100% of its stake in myDevices Inc. to Claranova SE.

On January 13, 2023, Claranova SE contributed in kind 3,000 shares representing its entire shareholding in Avanquest America Inc. to Claranova Development. The contribution resulted in an increase in Claranova Development's capital of nineteen million nine hundred and forty-one thousand four hundred and eighty-six euros (€19,941,486) and contribution premium of thirty-nine million eight hundred and eighty-two thousand nine hundred and seventy-three euros and nineteen cents (€39,882,973.19). Claranova Development's share capital was accordingly increased to €20,275,486.

On February 15, 2023, Claranova SE made a contribution in kind of its entire shareholding in myDevices Inc. to Claranova Development. The contribution resulted in an increase in Claranova Development's capital of one million four hundred and thirty three thousand three hundred and thirty three euros (€1,433,333) and a contribution premium of two million eight hundred and sixty six thousand six hundred and sixty seven euros (€2,866,667). Claranova Development's share capital was accordingly increased to €21,708,819.

On May 1, 2023, Avanquest America Holdings LLC (absorbed company) merged into Avanquest America Inc. (absorbing company), which was renamed PlanetArt Holdings Inc. on completion of the merger.

LastCard, the Company's Canadian subsidiary, was wound up on May 31, 2023.

1.2 Discussions in progress for the sale of Avanquest's non-core activities in Europe

Avanquest entered into discussions during the period with several potential investors for the sale of its non-core activities in Europe.

This divestment which is part of the division's ongoing transformation into a publisher of proprietary Software as a Service (SaaS) solutions, concerns third-party software distribution activities in Europe plus activities linked to the Micro-Application® brand (sale of paper products, labels, stickers, etc.).

These lower-margin, non-core businesses, operating in lower-growth and declining markets, were classified as held-for-sale (IFRS 5 classification, see Note 31) and represented net assets of (€0.1) million at June 30, 2023.

The disposal of non-core businesses in Europe was completed in H1 2023-2024, with the sale of Micro Application and the software business in the Home Design sector (See Note 35, Subsequent events).

1.3 Acquisition of ScannerApp LLC

On October 10, 2022, Avanquest acquired the assets of Scanner App LLC, a US company specialized in the development of mobile apps, for €3.6 million, plus €0.6 million in contingent consideration based on revenue generated and payable in H1 2023-2024 (See Note 17 for the accounting treatment of the transaction). Scanner App LLC's acquisition, which is already profitable, was fully financed by the company's own funds. This acquisition will contribute to the Group's development of a mobile offering in the PDF, photo and security segments.

1.4 Issuance of share warrants by myDevices Inc. to the Cathay myDevices bank

myDevices Inc. entered into a warrant to purchase stock agreement with Cathay General Bancorp, whereby Cathay General Bancorp may subscribe for up to 30,000 shares of Series C Preferred stock at a price of US$4.7761 per warrant subscription. The warrants issued on July 29, 2022 and exercisable until July 29, 2029 were valued at €0.15 million at June 30, 2023.

1.5 Amendment to the financing terms of the Promissory Notes

The four Promissory Notes issued on October 29, 2021 to the Daniel Assouline Family Trust, the Dadoun Family Trust, 6673279 Canada Inc. and Eric Gareau were sold by the latter to Lafayette Investment Holdings LLC on December 13, 2021.

The four Promissory Notes were thereafter combined into a single Promissory Note on June 22, 2022 in favor of Lafayette Investment Holdings LLC.

The financing rate and maturity of the Promissory Notes were renegotiated on July 1, 2022. The initial rate of 4.50% was reduced to 3.50% and the maturity date, originally set at 10 years, was extended to October 31, 2025. Interest is payable annually.

Refer to the subsequent events section (Note 35) for details regarding the offsetting of the Promissory Note of €15 million in connection with the capital increase of July 17, 2023.

1.6 Other highlights

	Notes
Acquisition of pdfforge	3.1.1
Buyout of PlanetArt LLC minority shareholders	3.1.2

Note 2 Accounting principles, rules and methods

The Claranova Group consolidated financial statements for fiscal year ended June 30, 2023 include Claranova SE and its subsidiaries (referred to collectively as "the Group") and the Group's share of associates in jointly-controlled companies.

Claranova SE is a European company, listed on Euronext Paris, whose registered office is located at Immeuble Adamas, 2, rue Berthelot, CS 80141, 92400 Courbevoie, France.

In accordance with European regulation EC No. 1606/2002 of July 19, 2002 on international accounting standards, the Group's consolidated financial statements were prepared in accordance with the principles defined by the IASB (International Accounting Standards Board), as adopted by the European Union. The texts of these standards are available on the EUR-Lex Internet portal of the European Union at https://eur-lex.europa.eu/legal-content/FR/TXT/?uri=CELEX%3A02008R1126-20160101

The international frame of reference adopted includes IFRS (International Financial Reporting Standards), IAS (International Accounting Standards) as well as their SIC interpretations (Standard Interpretations Committee) and IFRIC (International Financial Reporting Interpretations Committee).

At the end of the fiscal year, there were no differences between the standards used and those adopted by the IASB whose application was mandatory for the period presented.

The accounting policies applied have remained unchanged in relation to those of the previous year, except for the adoption of the following texts, applied as from July 1, 2022:

- Amendments to IFRS 3: "Reference to the Conceptual Framework";
- Amendments to IAS 16: "Property, plant and equipment: Proceeds before intended use";
- Amendments to IAS 37: "Onerous contracts – cost of fulfilling a contract";
- "IFRS annual improvements, 2018-2020 cycle".

These standards, amendments or interpretations had no material impact on the consolidated financial statements for the fiscal year ended June 30, 2023.

For FY 2022-2023, the Group did not choose to early adopt any other standard, interpretation or amendments.

The standards, interpretations and amendments in issue whose application is mandatory for fiscal years beginning on or after July 1, 2022, which may have an impact on the Group's financial statements are as follows:

- Amendments to IAS 8: "Definition of accounting estimates";
- Amendments to IAS 1 and IFRS Practice Statement 2: "Disclosure of Accounting Policies";
- Amendments to IAS 12: "Deferred tax related to assets and liabilities arising from a single transaction";
- Amendments to IFRS 16: "Lease liability in a sale and leaseback";
- Amendments to IAS 1:
  - "Classification of liabilities as current or non-current",
  - "Classification of liabilities as current or non-current - Deferral of the effective date",
  - "Non-current liabilities with covenants";
- Amendments to IAS 7 and IFRS 7: "Supplierfinancing arrangements;
- Amendments to IAS 12 "International Tax Reform - Pillar Two Model Rules".

Details of the accounting principles and methods used by the Group are provided in the corresponding notes to the financial statements, on a colored background.

Note 3 Scope of consolidation as of June 30, 2023 and non-controlling interests

3.1 Changes in the scope of consolidation during the period

In addition to the changes linked to the reorganization of the Group's structure mentioned in 1.1, the changes in the scope of consolidation for FY 2022-2023 were as follows:

3.1.1 Acquisition of pdfforge GmbH

Avanquest Software SAS acquired pdfforge GmbH on July 1, 2022 for a cash consideration of €19 million, plus an additional consideration of €5.5 million payable in H2 2023-2024. This acquisition was financed by means of two loans:

- first, a €10 million loan obtained by Avanquest Software SAS from BPI France. This loan with a fixed annual coupon of 2% includes two equal tranches of €5 million, repayable on a quarterly basis over a period of five years. The first installment of this loan was due on September 30, 2022. This loan matures on June 30, 2027;
- a second €20 million loan, the "pdfforge GmbH acquisition loan", obtained by Claranova SE from a group of four banks, on behalf of Avanquest Software SAS. The loan, repayable over six years, is divided into two tranches as follows:
  - tranche A: a €15 million variable interest loan. For the first year, this loan will bear interest of 2.30% plus the 3-month Euribor rate;
  - tranche B: a €5 million loan at a fixed interest rate of 4.50%. This loan is subject to covenants relating to :
    - a ratio of consolidated net financial debt to annual EBITDA of less than three (3) as of June 30, 2023 and less than two and a half (2.5) at the end of each financial year as of June 30, 2024 until maturity; and,
    - a ratio of consolidated free cash flow to consolidated debt servicing of less than 1 at each fiscal year-end: Claranova SE benefits from an additional credit line of €7.1 million under this agreement. A pledge on the shares of Avanquest Software SAS and Claranova Development SARL was granted in connection with this financing. Having contracted the above-mentioned loans on behalf of Avanquest Software, a loan agreement, mirroring the commitments made by Claranova to the banking pool, has been concluded between Claranova SE and Avanquest Software. The accounting treatment of the acquisition is described in Note 16 of this Chapter.

3.1.2 Buyout of PlanetArt LLC minority shareholders

In accordance with the agreement entered into in January 2022 for the phased buyout of minority interests, PlanetArt LLC, pursuant to achieving EBITDA of €12.7 million for the six month period ended December 31, 2022, bought back 45 preferred shares from Société Commune Européenne de Participation (SCEP) on March 7, 2023, for €3.7 million.

The company will exercise its options to buy out the minority interests in installments until the contractually agreed upon deadline of December 31, 2024 (See Notes 28 and 29).

3.2 Scope of consolidation as of June 30, 2023

All subsidiaries included in the scope of consolidation close their statutory accounts on June 30 of each year. Subsidiaries are consolidated as from the date on which the Group acquires control until such time as control is transferred outside the Group.

The consolidated financial statements reflect the financial position of the Company and its subsidiaries as well as the Group's interests in any associates and joint ventures.

Companies in which the Group directly or indirectly holds exclusive control are fully consolidated. Companies in which the Group exercises significant influence only (associates) are consolidated by the equity method.

The full list of companies included in the scope of consolidation as of June 30, 2023 and the related consolidation methods are presented below:

Company	Country	Controlling interest (%)	Ownership interest (%)	Integration method
Claranova SE Immeuble Adamas, 2 rue Berthelot CS 80141, 92414 Courbevoie Cedex SIRET 329 764 625 00086	France			Parent company
PlanetArt Holdings Inc. (formerly Avanquest America Inc.) 7031 Koll Center Parkway 150 Pleasanton, CA 94566	United States	100%	100%	Full consolidation
PlanetArt China Ltd 19 F No.1208 South XiZand Road Shanghai 200021	China	100%	94.59%	Full consolidation
Avanquest pdfforge GmbH Moosacher Str.79 80809 München	Germany	100%	100%	Full consolidation
Avanquest Poland sp. z o.o. Ul. Bitwy Warszawskiej 1920 R. nr7 02-366 Warszawa	Poland	100%	100%	Full consolidation
Avanquest Software SAS Immeuble Adamas, 2 rue Berthelot, CS 90142, 92414 Courbevoie Cedex	France	100%	100%	Full consolidation
Avanquest Ibérica SL Calle Peru 6, Edificios Twin Golf 28290 Las Matas, Madrid	Spain	100%	100%	Full consolidation
Claranova Development SARL 47 Côte d'Eich 1450 Luxembourg	Luxembourg	100%	100%	Full consolidation
Emme Deutschland Moosacher Str.79 80809 München	Germany	100%	100%	Full consolidation
FreePrints India Private Ltd (1) h-23A, Office No.204 S/F, Kamal Tower Near Sai Baba Mandir Laxmi Nagar, DELHI Esta Delhi DL 110092	India	100%	94.59%	Full consolidation
myDevices Inc. 3900 W Alameda Ave Suite 1200 Burbank, CA 91505	United States	58.36%	58.36%	Full consolidation
Avanquest North America Inc. 23801 Calabasas Road, Suite 2005 Calabasas CA 91302	United States	100%	100%	Full consolidation
Planet Art Ltd Gateway House, Tollgate, Chandler's Ford, Eastleigh Southampton - Hampshire SO53 3GT	United Kingdom	100%	94.59%	Full consolidation

Company	Country	Controlling interest (%)	Ownership interest (%)	Integration method
PlanetArt International Holdings Inc. 251 Little Falls Drive Wilmington, county of New Castle, Delaware 19808	United States	100%	94.59%	Full consolidation
PlanetArt LLC 23801 Calabasas Road, Suite 2005 Calabasas CA 91302	United States	94.59%	94.59%	Full consolidation
Avanquest Canada Management (6785719 Canada Inc.) 7075 Place Robert-Joncas, Suite 142 Saint-Laurent, QC H4M 2Z2	Canada	100%	100%	Full consolidation
Upclick Holding Ltd (C 46064) 48/4 Amery Street Sliema, SLM 1701	Malta	100%	100%	Full consolidation
Upclick Malta Ltd (C 42231) 48/4 Amery Street Sliema, SLM 1701	Malta	100%	100%	Full consolidation
C.S. Support Network Ltd (C 42815) 48/4 Amery Street Sliema, SLM 1701	Malta	100%	100%	Full consolidation
UPC Distribution Malta Ltd (C 69518) 48/4 Amery Street Sliema, SLM 1701	Malta	100%	100%	Full consolidation
Proreach Software Holdings (C 45983) 48/4 Amery Street Sliema, SLM 1701	Malta	100%	100%	Full consolidation
Lavasoft Software Ltd (C 45996) 48/4 Amery Street Sliema, SLM 1701	Malta	100%	100%	Full consolidation
LuLu Software Holdings (7104189 Canada Inc.) 7075 Place Robert-Joncas, Suite 142 Saint-Laurent, QC H4M 2Z2	Canada	100%	100%	Full consolidation
Avanquest Software (7270356 Canada Inc.) 7075 Place Robert-Joncas, Suite 142 Saint-Laurent, QC H4M 2Z2	Canada	100%	100%	Full consolidation
Simple Link Network Ltd (C 81177) 48/4 Amery Street Sliema, SLM 1701	Malta	100%	100%	Full consolidation
UC Distribution LLC 77050 Yolanda Road Richmond, VA 23229	United States	100%	100%	Full consolidation

3.3 Information on subsidiaries and Associates

Claranova Development SARL, Luxembourg, is a structure created in January 2019 to support the Group's international development. The purpose of this company is, in particular, to obtain financing, acquire interests in any type of company and to manage these interests, to create companies, acquire and manage a portfolio of patents or other intellectual property rights, etc. As in the previous year, this entity did not record any revenue. The company recorded a net loss of €0.4 million for the year, compared with a profit of €1 million in the prior period.

PlanetArt Holdings Inc. (formerly Avanquest America Inc.), **United States,** initially held the securities of Avanquest America Holding, which merged into PlanetArt Holdings Inc. in FY 2022-2023. On that basis, it now holds PlanetArt LLC shares. As in the previous period, this entity did not record any revenue. This company had net income of €2.2 million, compared to a loss of €13 million in the prior period.

Avanquest America Holdings LLC, USA was created on July 1, 2017 as part of the legal the organization of operations in the United States. It initially held the shares of PlanetArt LLC. On May 1 , 2023, Avanquest America Holdings LLC merged with (and was absorbed by) Avanquest America Inc. renamed PlanetArt Holdings Inc. following the merger.

PlanetArt

PlanetArt International Holdings Inc. was created on June 18, 2020. This company intervenes between PlanetArt LLC and PlanetArt Ltd. As in the previous period, this entity did not record any revenue. This company had net income of €0.05 million compared to €0.02 million in the prior period.

PlanetArt LLC, USA, operates the PlanetArt business in the United States and holds the shares of PlanetArt International Holdings Inc., Avanquest China Ltd and FreePrints India Private Ltd.PlanetArt LLC. It is indirectly held by Claranova SE at 94.59%. This company had revenue of €279.4 million in the period, up from €263.1 million in the prior period. The entity recorded a loss of €5.5 million, versus a gain of €3.6 million the previous fiscal year.

PlanetArt Ltd, United Kingdom operates PlanetArt's commercial activities in Europe. At June 30, 2023, Claranova SE indirectly held 94.59% of this company. This company had revenue of €103.1 million compared to €103.2 million in the prior period. Net income for the period amounted to €6.4 million, compared with €6.8 million for the previous fiscal year.

PlanetArt China Ltd, China, is a company based in Shanghai and is one of Claranova Group's R&D centers for PlanetArt's activities. As in the previous fiscal year, this entity did not generate any revenues during the period. It recorded a marginal loss of €0.06 million for the fiscal year, compared with a profit of €0.03 million in the prior period.

FreePrints India Private Ltd, India was created in April 2018 to operate the FreePrints business in India. It began operations in September 2018. As in the previous period, this entity did not record any revenue. It recorded a gain of €0.3 million, compared with a loss of €0.07 million the previous fiscal year. FreePrints India is currently in the process of being wound up (proceedings initiated in January 2023).

Avanquest

Avanquest Software SAS, France is the French entity created as of June 1, 2017 to operate the Avanquest business in Europe. It is now controlled by Claranova SE, which directly holds 100%[(1)] of its capital on a fully diluted basis. This entity holds the shares of the subsidiaries of the Avanquest division. This company had revenue of €19 million in the period, up from €18.08 million in the prior period. A net loss was recorded for the period of €6.7 million compared to a net loss of €4.7 million in the prior period.

Avanquest North America LLC, United States was created from the merger of eight companies acquired or created in the United States since 2000. Avanquest North America Inc. is based in California and manages the Avanquest business in the United States. This company had revenue of €10.1 million in the period compared to €11.6 million in the prior period. A net loss was recorded for the period of €1.9 million, compared to €0.2 million last year.

Avanquest Deutschland GmbH, Germany, renamed following the acquisition of pdfforge GmbH, absorbed by Avanquest Deutschland GmbH, with effect from July 31, 2022. The entity resulting from this merger is named Avanquest pdfforge GmbH, and brings together the company's activities in Germany concerning the physical distribution of software. This company had revenue of €9.1 million in the period compared to €5.9 million one year earlier. This company registered a gain of €2.1 million, up from €1.3 million in the prior period.

EMME Deutschland GmbH, Germany, as in the previous year, had no activity during the year.

PC Helpsoft Labs Inc., Canada, is a company acquired in 2011 that operates part of Avanquest's business in North America as a manager of online sales for security software. This entity merged with **Lavasoft Canada Software (7270356 Canada Inc.)**

Avanquest Iberica SL, Spain, had no activity in the period. A net loss of €0.03 million was recorded in the period, compared with a loss of €0.02 million in the previous fiscal year.

Avanquest Canada Holding Inc., Canada, originally held the shares of Avanquest Canada Inc. which merged with **Lulu Software Holding (7104189 Canada Inc.)** inFY 2022-2023.

Avanquest Canada Inc., Canada, initially held the securities of Avanquest Canada Management (formerly 9026851 Canada Inc.), Lulu Software Holding (7104171 Canada Inc.), Adaware Software (7095040 Canada Inc.), Upclick (6785719 Canada Inc.), Lulu Software Holdings (7104189 Canada Inc.), Proreach Software Holdings and LastCard (10518590 Canada Inc.). This entity merged with **Lulu Software Holding (7104189 Canada Inc.)** in FY 2022-2023.

Avanquest Canada Management (formerly 9026851 Canada Inc.), Canada, is a cost center for the most part recharging personnel expenses to the various operating entities Adaware, Soda PDF and Upclick. This entity was merged into **Upclick (6785719 Canada Inc.)**.

Avanquest Poland sp. z o.o, Poland, acquired in June 2022 to provide a secure location for Avanquest's Ukrainian partners, had no activity during the year. It reported a net loss for the year of €0.02 million.

(1) 100% less one share held by Pierre Cesarini.

Avanquest Canada Management (6785719 Canada Inc.), Canada, holds the shares of UC Distribution LLC and Upclick Holdings Ltd. This entity had revenue of €0.1 million in the period, up from €0.3 million in the prior period. This company had a net loss of €1.5 million compared to a net gain of €0.3 million one year earlier.

Upclick Holding Ltd, Malta, holds shares of C.S. Support Network Ltd, Upclick Malta Ltd, UPC distribution Malta Ltd and Simple Link Network Ltd. As in the previous year, this entity recorded no revenue and ended the period with marginal net loss.

C.S. Support Network Ltd, Malta. This company had revenue of €1.9 million in the period, the same amount as one year earlier. This company recorded net income of €0.2 million, compared with a loss of €0.01 million the previous fiscal year.

UPC Distribution Ltd, Malta. This entity recorded no revenue, as in the prior period. This company had net income of €0.1 million compared to €0.05 million in the prior period.

UC Distribution LLC, USA. As in the previous year, this entity had no revenue and net income in the period.

Simple Link Network, Malta. As in the previous year, this entity recorded no revenue and ended the period with marginal net loss.

Upclick Holding Ltd, Malta. As in the previous period, this entity recorded no revenue and ended the period with a net loss of €0.7 million compared to a net loss of €0.06 million one year earlier.

Adaware Software Canada (7095058 Canada Inc.), Canada, operates Avanquest's security and traffic monetization activities. This entity merged with Avanquest Sofware (7270356 Canada Inc.) in FY 2022-2023.

Proreach Software Holdings, Malta, holds the shares of Lavasoft Software Ltd. This entity recorded virtually no revenue or net income, as in the prior period.

Lavasoft Software Ltd, Malta. As in the previous year, this entity recorded no revenue and ended the period with a net loss of €0.1 million compared to net income of €0.06 million in the previous fiscal year.

Lulu Software Holding (7104189 Canada Inc.), Canada, holds the shares of Lulu Software (7270356 Canada Inc.) and the shares of Upclick (6785719 Canada Inc.), Proreach Software Holdings, following the restructuring of the Canadian entities in FY 2022-2023. This entity recorded no revenue, as in the prior period. This company had net income of €0.4 million compared to €0.03 million in the prior period.

Avanquest Software (7270356 Canada Inc.), Canada, operates Soda PDF's document management and PDF applications business. This entity ended the fiscal year with revenue of €76.1 million, up from €23.2 million in in the previous year on a reported basis. It recorded a net income of €12.3 million, up from €0.6 million in the prior fiscal year on a reported basis.

LastCard Inc., United States, had no activity in the period.

myDevices

myDevices Inc., USA, operates the Group's Internet of Things business. At June 30, 2023, Claranova SE indirectly held 58.36% of this company. This company had revenue of €8.2 million in the period, up from €5.2 million in the prior period. A net loss was recorded for the period of €0.8 million compared to a net loss of €2.7 million in the prior period.

3.4 Information on holdings with significant non-Group shareholders

Information on subsidiaries with significant non-controlling interests

LastCard (10518590) Canada was wound up on May 31, 2023.

myDevices Inc., USA, operates the Group's Internet of Things business. At June 30, 2023, Claranova SE indirectly held 58.36% of this company. The balance of the share capital is held by Semtech Corporation (19.93%) and a major Chinese telecom and media company (11.68%). Employee beneficiaries of stock options hold 10.02% of the share capital.

PlanetArt LLC, USA, operates the PlanetArt business in the United States and holds the shares of PlanetArt International Holdings Inc., Avanquest China Ltd and FreePrints India Private Ltd.PlanetArt LLC. It is indirectly held by Claranova SE at 94.59%. The remaining 5.41% of the share capital is held by Société Commune Européenne de Participations (holder of class C shares). Since November 8, 2012, the managers of PlanetArt LLC, Roger Bloxberg (via the Roger Bloxberg 2014 Revocable Trust) and Todd Helfstein (via the Denise & Todd Hlefstein Family Trust), have held shares in the capital of this company with no political rights, but with financial rights and a conversion option (Note 34.1).

Restrictions on control of assets, liabilities and cash

myDevices Inc., USA

Under the terms of myDevices' Certificate of Incorporation (the "COI"), certain actions subject to a shareholder vote may only be approved by the "majority holders." COI defines "majority holders" as "majority holders of preferred securities" and Avanquest.

Given that Claranova Development SARL holds significantly more than a majority of all voting shares of myDevices, a majority holder approval is possible only if voted in favor by Claranova Development. However, because Semtech holds only approximately 20% of the voting rights, even though it must be included in the vote, a resolution may be approved solely by Claranova Development's affirmative vote even if Semtech votes against the resolution or abstains.

PlanetArt LLC, USA

Under PlanetArt LLC's Amended and Restated Limited Liability Company Agreement dated September 4, 2017, as modified by Amendment No. 1 effective January 1, 2022, a limited number of decisions requires the approval of the minority shareholder holding Class C Units:

(a) Any amendment or modification of the rights, preferences, privileges or powers, or other restrictions conferred upon the holders of Class C Units;

(b) Entering into any negotiations, or concluding any agreements, regarding a public offering;

(c) Any sale of company assets or sale of the company;

(d) Approving any merger, liquidation, wind-up or acquisition of the Company.

To the extent that the occurrence of events mentioned in (b), (c) and (d) above would result in the holder of Class C Units receiving less than the preferential amount corresponding to 1.1 times the issue price of the Class C Units.[1]

3.5 Internal transactions within the Group

Inter-company transactions between consolidated companies are eliminated, as are any gains resulting from those transactions.

3.6 Foreign currency transactions

Foreign currency transactions are translated into the functional currency at the exchange rate prevailing on the transaction date. At year-end, monetary assets and liabilities denominated in foreign currencies are translated at the exchange rate prevailing at the end of the reporting period.

Exchange gains and losses, realized or unrealized, arising on these transactions are recognized in financial income.

Non-monetary assets and liabilities denominated in foreign currencies are recorded and maintained historical exchange rate in force at the transaction date.

The Group does not use cryptocurrencies.

3.7 Translation of the financial statements of foreign companies

The consolidated financial statements are prepared in euros.

As a general rule, the functional currency of the Group's foreign subsidiaries is the currency of the country in which they operate. The financial statements of subsidiaries denominated in local currency are translated into euros at the closing exchange rate for balance sheet accounts, and at the average exchange rate for the year for the income statement and cash flow statement. All resulting exchange differences are recognized as a separate component of equity. On disposal of a foreign entity, accumulated exchange differences are recognized in the income statement as a component of the gain or loss on disposal.

Foreign exchange gains and losses arising from the settlement or translation of transactions in a subsidiary denominated in currencies other than the subsidiary's functional currency are recognized in profit or loss for the year.

Any goodwill and fair value adjustments arising from the acquisition of a foreign entity are recognized as an asset or liability of the acquired company. On that basis, they are denominated in the currency of the foreign operation and translated at the year-end exchange rate.

3.8 Net investment in a foreign operation

Receivables due from or payables due to a foreign operation for which settlement is neither planned nor likely to occur in the foreseeable future are, in substance, a part of the entity's net investment in that foreign operation; the related translation differences are recorded initially in a separate component of equity and taken to profit or loss on disposal of the net investment.

(1) Class C Unit issue price is equal to US$21,460 per Unit, which may be adjusted in accordance with the provisions of the Articles of Association.

Note 4 Main judgments and estimates used in preparing the annual financial statements

The financial statements were prepared on a going concern basis. The conditions underlying this principle are detailed in Note 27.4 relating mainly to liquidity risk, which makes reference to material uncertainties with respect to the Group's continuity as a going concern.

The preparation of the Group's financial statements requires management to use judgments, estimates, and assumptions which have an impact on the amounts recognized in the financial statements as assets, liabilities, income and expenses, as well as disclosures concerning contingent liabilities.

Group management regularly reviews its estimates and assessments based on past experience and other factors it considers reasonable, which constitute the basis for its assessments of the carrying amount of assets and liabilities. These estimates are based on the information available at the time they were established. The estimates can be revised if new information becomes available. Actual results may differ from these estimates if actual experience or conditions are different from the assumptions made.

The main assumptions and estimate with an impact on the financial statements for the FY 2022-2023 are the following:

- revenue recognition on certain IoT contracts. Pursuant to IFRS 15, in coordination with the managers responsible for the contracts, the Group allocated the contract price to various performance obligations: platform delivery and revenue sharing. The revenue corresponding to the delivery of various platform versions is recognized on the date of delivery to the customer (date on which control is obtained), in accordance with the principles adopted in previous contracts of this type, and pursuant to IFRS 15, Appendix B, sections B83 and B86. The shared revenue is recognized on a straight-line basis over the period covered by the services and limited to the minimum guaranteed amount, in accordance with the principles adopted in previous contracts of this type, and pursuant to sections 56-58, and section B18 of IFRS 15;
- the measurement of rebates to be received from certain suppliers of the PlanetArt division. Rebate rates are negotiated annually in February for the previous calendar year;
- the measurement of certain managers' bonuses based on the attainment of annual objectives;
- application of IFRS 16: management has adopted terms consistent with the expected use of the leased assets, taking into account IFRS IC interpretations of November 2019. The group adopted incremental borrowing rates when the interest rate implicit in the lease could not be identified, based on the lease's residual term, the lease currency and the Group's various borrowing rates;
- in connection with Avanquest Software SAS' acquisition of pdfforge GmbH, analysis of the purchase price allocation (PPA) resulted in the recognition of a trademark, technologies, customer relationships and residual goodwill (See Note 16 of this Chapter);
- measurement and accounting treatment of myDevices share subscription warrants granted under an agreement with a commercial partner;
- the fair value of the ORNANE and OCEANE bonds (see Note 27.1 of this Chapter);
- as of June 30, 2023, the Group activated only a portion of deferred taxes notably relating to loss carryforwards, based on a reasonable time horizon for the offset of these losses (5 years)(See Note 14 of this Chapter);
- the valuation of current and non-current provisions, including the provision for reorganization expenses for subsidiaries, and for tax contingencies for the Avanquest division (see Note 26 of this Chapter);
- the assessment of the Chairman and Chief Executive Officer's option to invest in subsidiaries (See Note 25.2 of this Chapter);
- the valuation of stock options (See Note 25.2 of this Chapter);
- the valuation of the recoverable value of intangible assets (see Note 16 of this Chapter);
- the identification and measurement of related party transactions (See Note 35.6 of this Chapter);

Note 5 Operating segments

Pursuant to IFRS 8, "Operating Segments", the information presented is based on internal reporting used by Group Management to assess the performance of the various divisions. The benchmark aggregate for business divisions is EBITDA[1]. This aggregate is calculated by allocating corporate expenses to the various operating segments.

The Group's three operating segments as of June 30, 2023 were:

- PlanetArt: PlanetArt embodies Claranova's vision in the e-commerce sector for personalized objects. This sector combines the FreePrints mobile apps range and e-commerce sites selling personalized gifts (photos, frames, personalized books, etc.);
- Avanquest: by offering simple and innovative software solutions which provide easy daily access to new technologies, Claranova is now a leading player in B2C software publishing and distribution, positioned in three high-potential segments:
  - Security: antivirus, ad blocker, cleaning and optimization tools sold under the Adaware brand,
  - PDF: a range of document management tools under the Soda PDF brand;
  - Photo: photo editor software and apps developed under the inPixio brand;
- myDevices: with its unique application platform, myDevices offers companies an infinite range of IoT solutions to simplify the management of their assets, whatever the type of connected device and network, business sector or application field.

(1) *Earnings before the deduction of interest, taxes and duties, depreciation, amortization and share-based payments, including related social security contributions, and excluding the impact of IFRS 16.*

Within the Claranova Group, operating segments correspond to business divisions and cash generating units (CGUs) as defined for the application of IFRS.

Group financial highlights:

(in € million)	FY 2022-2023	FY 2021-2022
Revenue	507.0	473.6
EBITDA(1)	**32.5**	**25.5**
Pre-IFRS 16 depreciation, amortization and provisions	(7.7)	(6.0)
Share-based payments, including social security contributions	(0.9)	(1.2)
Post-IFRS 16 net lease expenses	0.8	0.4
RECURRING OPERATING INCOME	**24.6**	**18.7**

(1) *Earnings before the deduction of interest, taxes and duties, depreciation, amortization and share-based payments, including related social security contributions, and excluding the impact of IFRS 16.*

The increase in Group revenue was accompanied by growth in operating profit over FY 2022-2023. On that basis, EBITDA, the Group's main operating performance indicator, rose 27% to €32.5 million, for an EBITDA margin (EBITDA as a percentage of revenue) of 6.4%, compared with 5.4% in FY 2020-2021.

The breakdown of the main income statement and balance sheet aggregates by operating segment is as follows:

	PlanetArt	Avanquest	myDevices
(in € million)	FY 2022-2023	FY 2022-2023	FY 2022-2023
Revenue	382.6	116.3	8.2
EBITDA(1)	**15.2**	**17.2**	**0.1**
% of revenue	4.0%	14.8%	0.8%
Goodwill	10.4	86.7	
Intangible assets	8.6	3.6	1.8
TOTAL INTANGIBLE ASSETS	**19.1**	**99.3**	**1.8**

(1) *Earnings before the deduction of interest, taxes and duties, depreciation, amortization and share-based payments, including related social security contributions, and excluding the impact of IFRS 16.*

The main factors accounting for this change in EBITDA are:

- For PlanetArt, improved customer acquisition costs means it is possible to acquire more customers while spending less on marketing. However, these gains have been impacted by rising shipping and production costs, as well as wage inflation in the United States. Despite this, PlanetArt has focused on reducing its structure costs to offset the effect of inflation, and on its pricing policy in an effort to adapt as effectively as possible to the current economic environment;
- For Avanquest, the division continued to grow, with revenue reaching an all-time high of €116 million. Despite the impact of non-core activities, growth in Avanquest's higher-margin SaaS subscription sales has positively contributed to improving the Group's profitability;
- The myDevices division was bolstered by the ramp-up of partnerships and growth in recurring revenues, enabling it to achieve breakeven in terms of operating profitability for the first time since its creation.

Notes to the income statement

Note 6 Revenue

Revenue recognition

Revenue measurement and recognition methods depend on the nature of the services sold to customers, and on how control of these services is transferred. Revenue is always presented net of various taxes due to government authorities and collected from the Group's customers, when applicable.

The Group recognizes a contract with a customer when an agreement exists that has commercial substance, creates legally enforceable rights and obligations, includes payment terms, and for which collection of the consideration due from the customer is probable. Revenue is recognized when control of a product or service is transferred to a customer for an amount that reflects the consideration to which the Group expects to be entitled in exchange therefrom.

Software license fee revenue

Software license fee revenue is recognized in revenue when control is transferred to the customer. Transfer of control occurs when the product is shipped or when the software is downloaded from the Internet.

For the Avanquest division, when the contract is invoiced in the form of a subscription, revenue is:

- spread over the subscription period if the software is supplied on a cloud[1] basis;
- *spread over the subscription period if the software is supplied simultaneously (and with the same features) in the cloud and on-premises[2];*
- spread over the subscription period if the software is supplied on-premises and material[3] and regular[4] updates are provided;
- recognized on the sale of the software if the software is supplied on-premises and material and regular updates are not provided.

Business referrer commissions for certain customer support activities are recognized on the basis of the partner's monthly activity statements.

Traffic monetization

Traffic monetization services are recognized on a right-to-invoice basis, in accordance with IFRS 15, paragraph B16, i.e. revenue is recognized on each click or installation.

Digital printing and personalized products activities

Revenue from digital printing activities and customized products is recognized on product delivery.

An Internet of Things management platform

Contracts managed for the myDevices business may include multiple performance obligations for which the standalone selling price is not directly observable.

In this case, the standalone selling price should be estimated by considering all information reasonably available, such as market conditions, specific factors, class of customers, etc. The contract amount is then generally allocated to each of the performance obligations in the contract in proportion to the stand-alone selling prices of each performance obligation.

In application of IFRS 15, the main issues identified and analyzed concern the following subjects:

Free products or services

In some of its businesses, the Group may offer free products or services to its customers. These free products and services do not have a significant impact on revenue for the period.

Sales with a right of return

Under certain contracts, the Group transfers control of a product to its customers, while granting them a right of return and a right to receive partial or total refund of the consideration paid. IFRS 15 specifies that to account for products transferred with a right of return, the entity must recognize:

- *revenue for the transferred products in the amount of consideration to which the entity expects to be entitled;*
- *a refund liability;*
- *an asset (and with a corresponding entry to cost of sales) representing the right to recover products held by customers when a refund liability is settled.*

(1) Software hosted and available for use by the user online.
(2) Software hosted on the user's servers and available for use locally.
(3) Features providing a significant improvement to the value perceived by the customer.
(4) The frequency of updates to software supplied on-premises is considered on the basis of the longest subscription period that a customer may choose.

Contracts with multiple performance obligations

Contracts managed for the myDevices business may include multiple performance obligations for which the standalone selling price is not directly observable.

Principal vs. Agent

For each contract, the Group analyzes the nature of its relationship with its customers to determine whether it is acting as principal or agent. In application of IFRS 15, the Group will act as principal if it controls the goods or services before transferring them to the customer.

When a third party is involved in the supply of goods or services, the Group determines whether it is obliged to supply the specified goods or services itself (in which case it acts on its own behalf) or to arrange for the third party to do so (in which case it acts as an agent). The Group acts as a principal if it has control over the promised good or service before supplying it to its customer. The revenue is therefore recognized in full by the Group, with the services provided by the other party recorded in operating expenses.

Contracts of the Avanquest division are covered by this standard.

Grant of equity instruments

The Group and its subsidiaries may grant equity instruments to commercial partners. Under IFRS 15, these instruments will be identified in the accounts as sales discounts and deducted from revenue for the period. As of June 30, 2023, only the myDevices division is concerned for non-material amounts.

Contract assets and liabilities

A contract asset is a right to consideration in exchange for goods or services transferred to a customer. These include in particular receivables in the form of unconditional rights to consideration and other assets representing rights to consideration contingent on factors other than the passage of time such as sales invoice accruals.

A contract liability is an obligation to supply goods or services to customers for which the Group has received consideration from the customer. They mainly include deferred income in respect of maintenance and hosting services, where revenue is recognized on a time-apportioned basis over the contract term.

Contract assets amounted to €0.2 million, unchanged in relation to June 30, 2022. Contract liabilities amounted to €4.4 million, compared with €4.5 million at June 30, 2022. These contract assets and liabilities are linked to the restatement of subscriptions recognized over the period of Upclick's activities.

Order book

The Group applies the two optional exceptions provided in IFRS 15 in determining its order backlog. It excludes from the backlog contracts with an initial term of less than one year and contracts where revenue is recognized on a "right-to-invoice" basis.

As of June 30, 2023, taking account of these exceptions, the Group's order backlog is not material.

REVENUE BY BUSINESS DIVISION

(in € million)	FY 2022-2023	FY 2021-2022	Change
PlanetArt	382.6	366.2	4.5%
Avanquest	116.3	102.2	14.2%
myDevices	8.1	5.2	48.7%
REVENUE	**507.0**	**473.6**	**7.1%**

The Group exceeds the symbolic milestone of a half a billion euros in revenue for the first time, with annual growth of 7.1% to reach €507 million for FY 2022-2023.

Despite the constraints associated with the introduction of ATT, efforts to rebuild customer acquisition channels are paying off, and have enabled the PlanetArt division to achieve growth in sales of 4% over the previous year to €382.6 million. PlanetArt accounts for 76% of Group revenue.

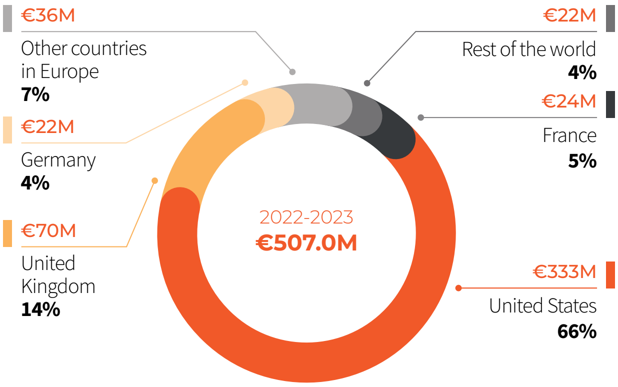
Avanquest revenue rose by 14%, largely driven by growth in proprietary SaaS software sales (PDF, Photo and Security), to reach an all-time high of €116.3 million.

Boosted in particular by a growing number of partnerships, myDevices had revenue of €8.2 million.

Software publishing and distribution (Avanquest) and Internet of Things (myDevices) activities generated 23% and 1.5% of Group revenue, respectively, compared to 22% and 1% in FY 2021-2022.

BREAKDOWN OF REVENUE BY REGION

(in € million)



Claranova confirms its unique international profile with 95 % of its revenue originating from outside France. The integration of the activities of I See Me!, whose revenue is mainly generated in the United States, strengthened the Group's position in this country which represented 66% of revenue in FY 2022-2023, compared to 63% last year. The United Kingdom accounted for 14% of Group revenue, reflecting PlanetArt's lower sales in that country.

Note 7 Raw materials and purchases of goods

Raw materials and purchases of goods increased by €13.7 million over FY 2022-2023. This was largely due to higher purchases of trade goods for the PlanetArt division in response to inflation.

Note 8 Other purchases and external expenses

Other purchases and external charges represented 45% of revenue for FY 2022-2023, down from 46% in the prior fiscal year.

This change is mainly a reflection of the Group's commitment to maintaining effective control over marketing investments with a view to profitability.. As a reminder, following Apple's deployment of its ATT (Apps Tracking Transparency) feature, PlanetArt's teams focused on stabilizing or even lowering acquisition costs and selling higher-margin products, to improve the division's profitability (in terms of EBITDA) over the period. At Avanquest, marketing expenses also remained under control and on track with business growth.

Note 9 Employee expenses

The €2.1 million or 3% increase of this item reflects mainly salary inflation in the United States and the integration of pdfforge, partly offset by a slight decrease in Group headcount.

Note 10 Other recurring operating income and expenses

Other operating income and expenses represent a net expense of €18.1 million consisting primarily of:

- €5.3 million in royalties paid for the Avanquest division and €4 million for the PlanetArt division;
- the restatement of commercial contracts in accordance with the IFRS 15 concepts of principal and agent for expenses of €3.7 million and a corresponding amount in additional revenue;

Note 11 Other operating income and expenses

Other operating income and expenses are those of an unusual, infrequent or non-recurring nature, which are not part of the Group's normal operating cycle. These include in particular the impact of acquisitions or the reorganization of subsidiaries, or any other non-recurring event.

Net operating items in the period represented an expense of €5.3 million. The main transactions of the period were :

- €2.1 million in asset acquisition-related costs and retention bonuses for the PlanetArt division;
- €2.5 million in one-off fees relating notably to the restructuring of the Avanquest division, the acquisition of pdfforge and litigation;
- €0.2 million in termination payments

Note 12 Retirement termination benefits

The Group's pension obligations are defined benefit plans and correspond to retirement benefits in France. These obligations are not covered by plan assets.

Post-employment obligations, calculated using the retrospective method (projected unit credit method), amounted to €0.7 million for French employees (€0.03 million for Claranova SE and €0.7 million for Avanquest Software SAS) as of June 30, 2023, were fully accrued for in the accounts. The impact on the year is an expense of €0.08 million, mainly reflecting service costs of €0.05 million.

The underlying actuarial assumptions are:

- discount rate: 3.60%;
- retirement age: 65 years;
- salary escalation rate: 3%-6%, depending on age.

There is no specific pension plan for employees of non-French subsidiaries.

Note 13 Net financial income (expense)

Net financial expense in the amount of €28.1 million reflected mainly:

- €23.9 million in borrowing costs (interest expense of €7.3 million, €1.8 million in borrowing costs, and €14.8 million in OCEANE bond amortization expenses);
- €6.6 million in net foreign exchange losses;
- €0.4 million in IFRS 16-related financial expenses.

€2.3 million resulting from the change in debt at amortized cost for FY 2022-2023, arising from ORNANE and OCEANE bonds. ORNANE and OCEANE bonds comprise a debt component at amortized cost and a derivative component in accordance with IFRS 9, see Note 27.1. Fair value gains and losses on the derivative component and the change in the amortized debt are recognized in financial expenses. The derivative component is estimated using Cox Ross Rubinstein (CRR) pricing model.

Note 14 Income taxes

Tax expense

(in € million)	FY 2022-2023	FY 2021-2022
Current tax income (expense)	(8.8)	(6.6)
Deferred tax income (expense)	6.8	0.8
TAX EXPENSE	**(2.0)**	**(5.7)**

Current taxes are generated by the PlanetArt and Avanquest divisions.

Current tax assets and liabilities

(in € million)	FY 2022-2023	FY 2021-2022	Change
Current tax assets	2.1	4.5	(2.4)
Current tax liabilities	(2.1)	(1.9)	(0.2)
CURRENT TAX LIABILITIES, NET	**(0.0)**	**2.6**	**2.6**

- Current tax assets were generated by PlanetArt Holdings Inc. (formerly Avanquest America Inc.) (€1.0 million or 48%) and the Avanquest division (€0.8 million or 42%).
- Current tax liabilities correspond mainly to the provision for taxes on the Adaware, Soda PDF and Upclick businesses (€2.0 million for FY 2022-2023 compared with €1.9 million for FY 2021-2022).

Deferred tax income (expense)

In accordance with IAS 12, deferred tax is recognized for each reporting entity on timing differences between the carrying amount of the assets and liabilities recorded and their corresponding tax base, depending on prevailing tax legislation in each of the countries concerned.

Deferred tax assets are only recognized when it is likely that the Group will have future taxable profits against which these unused tax losses may be offset. The Group prepares tax profit projections based on a five-year business plan drawn up by management.

Deferred taxes are calculated using the liability method based on tax rates known at the reporting date, on all timing differences between the carrying amount of Group assets and liabilities recorded in the consolidated financial statements and their tax base. A tax asset arising from tax loss carryforwards is recognized only if there is a reasonable probability that it will be utilized in the future. Deferred taxes assets and liabilities are offset by tax entity or tax consolidation group. Deferred taxes are recorded at their nominal amount, with no discounting.

(in € million)	FY 2022-2023	FY 2021-2022	Change
Deferred tax assets	12.4	6.4	6.0
Deferred tax liabilities	(1.4)	0.0	(1.4)
DEFERRED TAX ASSETS, NET	**11.0**	**6.4**	**4.6**

(in € million)	FY 2022-2023
Deferred tax assets, net as of June 30, 2022	**6.4**
Change recognized in profit or loss	6.8
Business combinations	(1.7)
Translation differences	(0.5)
DEFERRED TAX ASSETS, NET AS OF JUNE 30, 2023	**11.0**

(in € million)	06/30/2023	06/30/2022
Tax losses available for carry forward	2.5	1.4
Amortization of acquired intangible assets	5.9	2.0
Timing differences	2.6	3.0
Others	0.0	0.0
DEFERRED TAX ASSETS, NET	**11.0**	**6.4**

As of June 30, 2023, unrecognized tax loss carryforwards and tax credits amounted to €225.9 million and expire after 2028.

Effective tax rate

(in € million)	FY 2022-2023	FY 2021-2022
Income before tax	**(8.8)**	**(4.2)**
Theoretical tax	2.2	1.1
Actual income tax expense	**(2.0)**	**(5.7)**
Effective tax rate	23.0%	135.8%
Difference	(4.2)	(6.9)
• Goodwill amortization	-	-
• Non-recognition of deferred tax assets	(0.0)	1.0
• Losses generated in the current period which are not activated	(5.3)	(7.9)
• Activation of deferred taxes from timing differences	0.0	0.0
• Activation of losses from previous periods	0.0	0.0
• Other permanent differences	(0.5)	0.4
• Differences between local rates and parent company rate	0.9	(1.7)
• Other differences	0.8	1.4
TOTAL	**(4.2)**	**6.8**

Note 15 Earnings per share

Basic earnings per share is equal to the Group share of net income divided by the average number of ordinary shares outstanding during the period, excluding the number of ordinary treasury shares held.

To calculate diluted earnings per share, the number of shares outstanding is adjusted to take into account the dilutive effect of equity instruments issued by the Company, such as stock options, subscription warrants or restricted stock units (free shares or actions gratuites).

	FY 2022-2023 (12 months)	FY 2021-2022 (12 months)
Numerator *(in € million)*		
Net income attributable to owners of the Company (a)	(10.6)	(10.5)
Denominator		
Average number of shares outstanding (b)	45,560,374	42,550,320
Dilutive effect of existing instruments	4,245,884	4,245,884
Theoretical weighted average number of shares (c)	49,806,258	46,796,204
Basic earnings per share *(in €)* (a/b)	(0.23)	(0.25)
Diluted earnings per share *(in €)* (a/c)	(0.23)	(0.25)

For information, the dilutive effect does not take into account the ORNANE issue of June 2018 (See Note 27.1), as on the date of this document, all ORNANE bonds were redeemed in cash by the Company on July 1, 2023 (See Note 35, Subsequent events).

Notes to balance sheet assets

Assets are recorded at fair value on initial recognition.

The carrying amounts of assets (finite or indefinite life), other than inventories, deferred tax assets, assets arising from employee benefits and financial assets within the scope of IAS 32, are tested for impairment at each reporting date. The recoverable amount of an asset is measured whenever there is an indication that it may be impaired, and at least once a year in the case of goodwill and unamortized fixed assets.

In accordance with IAS 36, impairment is recognized when the carrying amount of the asset or the cash-generating unit to which it belongs exceeds its recoverable amount. The recoverable amount of a cash-generating unit is the higher of its fair value (usually the market price), less costs of disposal, and its value in use. This process requires key assumptions and judgments to be used to identify trends in the markets where the Group operates such as future cash flows and the discount and long-term growth rates used for the projections of these flows. The assumptions used differ according to the business division to which the assets tested belong. Impairment losses reduce the net income of the period in which they are recorded. Except for goodwill, impairment losses recorded in previous years are reversed when there is a change in the estimates used. The carrying amount of an asset increased by a reversal of an impairment loss may not exceed the carrying amount that would have been determined (net of depreciation, amortization or impairment) had no impairment loss been recognized for this asset in prior periods.

Assets that the Group expects to realize, sell or consume in its normal operating cycle or within 12 months after the balance sheet date are classified as current assets.

2

Note 16 Goodwill

Business combinations are accounted using the purchase method. Acquisition cost is defined as the fair value of the consideration transferred at the acquisition date, plus any non-controlling interests in the acquired entity. For each acquisition, the Group measures non-controlling interests either at fair value or on the basis of its proportionate interest in the net identifiable assets. Acquisition-related costs are expensed.

Contingent consideration is recognized at fair value on the acquisition date. Subsequent changes in the fair value of contingent consideration, classified as assets or liabilities, are recognized in income.

At the acquisition date, the difference between the consideration transferred plus non-controlling interests and the fair value of the net assets acquired is recognized as goodwill.

Goodwill is subsequently measured at cost, less any accumulated impairment losses. It is allocated to a CGU (cash-generating unit or group of cash-generating units) and not amortized, but is tested for impairment annually and whenever there is an indication that the CGU may be impaired. If the goodwill has been allocated to a CGU and an operation within that unit is disposed of, the goodwill associated with that operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed of in this way is valued on the basis of the relative values of the business sold and the portion of the CGU retained.

Changes in goodwill allocated to each CGU or division are as follows:

(in € million)	**Net 06/30/2022**	**Acquisitions**	**Changes in scope of consolidation and reclassifications**	**Exchange rate changes**	**Net 06/30/2023**
Avanquest	71.4	0.0	20.2	(4.9)	86.7
PlanetArt	10.9	0.0	0.0	(0.5)	10.4
TOTAL	**82.3**	**0.0**	**20.2**	**5.4**	**97.1**

Avanquest division

Goodwill of the Avanquest division amounted to €86.7 million arising from the acquisition of the Adaware, Soda PDF and Upclick businesses (See the 2019-2020 universal registration document, Chapter 2, Note 17) and pdfforge (Note 17 of this Chapter).

The Group performed an impairment test on the Avanquest division at June 30, 2023, based on the cash flows generated by its activities, discounted at the weighted average cost of capital (WACC) of 14.4%. Cash flows generated by the activities of the Avanquest division are calculated on the basis of a two-year budget forecast considered by management as the optimal period for ensuring the reliability of forecasts, in light of the characteristics of the market in which this division operates, growth trends and the maturity of its activities. Cash flows resulting from this 2-year budget forecast were extended for an additional three years (i.e. a total of five years) based on perpetuity growth rate integrating a normative inflation rate to identify normative "perpetual" cash flow of 2% at the end of the period.

At June 30, 2023, the Group concluded that the recoverable amount of the CGU tested exceeded its carrying value. Management believes that no reasonable change in the above-mentioned key assumptions would result in the recoverable amount of the CGU significantly lower than its carrying value. To validate these conclusions, the Group performed sensitivity tests on the main assumptions used to calculate the recoverable amount of the CGU, namely the discount rate, the operating margin rate and the perpetuity growth rate. On that basis, a combined 2.5% increase in the discount rate, a 2.0% decrease in the EBITDA margin after allowances for amortization and depreciation, and a 1.5% decrease in the perpetuity growth rate would not result in an impairment of goodwill of the Avanquest division.

PlanetArt division

Goodwill of the PlanetArt division amounted to €10.4 million:

- €0.5 million arising from the acquisition of the Personal Creations businesses;
- €0.2 million arising from the acquisition of the CafePress businesses;
- €9.7 million arising from the acquisition of the *I See Me!*businesses.

The Group performed an impairment test on the PlanetArt division at June 30, 2023, based on the cash flows generated by its activities, discounted at the weighted average cost of capital (WACC) of 14.6%. Cash flows generated by the activities of the PlanetArt division are calculated on the basis of a two-year budget forecast considered by management as the optimal period for ensuring the reliability of forecasts, in light of the characteristics of the market in which this division operates, growth trends and the maturity of its activities. Cash flows resulting from this two-year budget forecast were extended an additional three years (i.e. a total of five years) based on perpetuity growth rate integrating a normative inflation rate to identify normative "perpetual" cash flow of 2% at the end of the period.

At June 30, 2023, the Group concluded that the recoverable amount of the CGU tested exceeded its carrying value. Management believes that no reasonable change in the above-mentioned key assumptions would result in the recoverable amount of the CGU significantly lower than its carrying value. To validate these conclusions, the Group performed sensitivity tests on the main assumptions used to calculate the recoverable amount of the CGU, namely the discount rate, the operating margin rate and the perpetuity growth rate. On that basis, a combined 2.5% increase in the discount rate, a 2.0% decrease in the EBITDA margin after allowances for amortization and depreciation, and a 1.5% decrease in the perpetuity growth rate would not result in an impairment of goodwill of the PlanetArt division.

Significant business combinations in the period: pdfforge GmbH

The Avanquest division closed the acquisition on July 1, 2022 of pdfforge GmbH (see note 3.1.1), accounted for as a business combination under IFRS 3. The measurement of the fair value of the assets and liabilities acquired on the acquisition date resulted in the recognition of the following net assets:

NET IDENTIFIABLE ASSETS

In compliance with IFRS 3R, the Group measured the fair value of assets acquired and liabilities assumed on the acquisition date. The net carrying value on consolidation for the pdfforge businesses breaks down as follows.

	Initial value	Value adjustment	Recognized fair value
Intangible assets	-	5.6	5.6
Property, plant and equipment	0.0	-	0.0
Long-term financial assets	0.0	-	0.0
Trade receivables	0.5	-	0.5
Current tax assets	-	-	0.0
Other current receivables	-	-	0.1
Cash and cash equivalents	0.9	-	0.9
Total assets	**1.6**	**5.6**	**7.3**
Deferred tax liabilities	0.0	1.7	1.7
Trade payables	0.0	0.0	0.0
Income tax	0.0	0.0	0.0
Payables to employees & social contributions	0.0	0.0	0.0
Tax liabilities (excluding corporate income tax)	0.1	0.0	0.1
Other current liabilities	1.1	0.0	1.1
Total equity and liabilities	**1.30**	**1.7**	**3.0**
NET IDENTIFIABLE ASSETS	**0.3**	**4.0**	**4.3**
PURCHASE PRICE			**24.5**
GOODWILL			**20.2**

PURCHASE PRICE

	Initial value	Value adjustment	Recognized fair value
Immediate payment			19.0
Deferred payment			5.5
TOTAL PURCHASE PRICE			**24.5**

Details of intangible assets recognized for this combination are as follows:

(in € million)	Fair value	Depreciation
Brands	2.3	Indefinite life
Technology	0.8	Straight-line, 5 years
Website	0.9	Straight-line, 5 years
Customer relation	1.6	Straight-line, 5 years
Goodwill	20.2	Indefinite life
TOTAL INTANGIBLE ASSETS	**25.8**	

The acquisition date for pdfforge is considered to be July 1, 2022.

Note 17 Intangible assets

Software

Software is measured at acquisition cost and amortized on a straight-line basis over their useful lives, not exceeding five years.

Licenses, patents

Trademarks acquired are amortized on a straight-line basis over their estimated service life and up to 20 years, with the exception of the brand acquired via pdfforge. The Group does not capitalize costs relating to internally developed brands.

Patents

Patents are measured at acquisition cost and amortized on a straight-line basis over their useful lives, not exceeding ten years. As of June 30, 2023, no internally generated patents were recognized by the Group.

Customer bases

Customer bases are measured at acquisition cost and amortized on a straight-line basis over their useful lives, not exceeding five years.

Research and development;

Research and development costs which meet the criteria for capitalization set out in IAS 38 are included in intangible assets.

As a reminder, the standard provides for the recognition of costs incurred by a company during the development phase of an R&D project as a fixed asset when they meet the following criteria the following criteria (IAS 38.57):

- *the technical feasibility of completing the intangible asset so that it will be available for use or sale;*
- *its intention to complete the intangible asset and use or sell it;*
- *its ability to use (commission) or sell the intangible asset;*
- *how the intangible asset will generate probable future economic benefits;*
- *the availability of adequate technical, financial and other resources to complete the development and to use or sell the intangible asset;*
- *its ability to measure reliably the expenditure attributable to the intangible asset during its development.*

R&D projects meeting the above criteria are recorded under fixed assets in progress. Intangible assets thus created will be amortized over a period not exceeding five (5) years starting from the date of commissioning. Impairment tests are carried out each year to ensure that the future economic benefits generated are consumed at the appropriate pace.

Other intangible assets

Other intangible assets are measured at acquisition cost and amortized on a straight-line basis over their useful lives, not exceeding five years.

Changes in intangible assets were as follows:

(in € million)	Gross 06/30/2022 (reported basis)	Acquisitions	Disposals/ Transfer between line items	Scope changes/ Changes in foreign exchange rates	Gross 06/30/2023	Amort. and provisions 06/30/2023	Net 06/30/2023
Development costs and software	28.3	9.2	(0.0)	0.5	38.0	(23.9)	14.1
Customer portfolios	0.6	-	-	1.5	2.1	(0.6)	1.5
Others	7.9	-	(0.0)	2.0	9.9	(2.5)	7.4
TOTAL	**36.8**	**9.2**	**(0.0)**	**4.0**	**50.0**	**(27.0)**	**23.0**

Acquisitions of intangible assets amounted to €9.2 million. This included €5.0 million for research and development expenditures linked to several development projects carried out by the Group's three divisions, and €4.2 million for the acquisition of Scanner App technology.

Changes in the scope of consolidation reflect mainly adjustments linked to the purchase price allocation for the pdfforge acquisition.

Amortization of intangible assets is recorded under "Depreciation, amortization and provisions (net of reversals)" in recurring operating income, and has changed as follows:

(in € million)	Accumulated amortization as of 06/30/2022	Provisions for the period	Disposals/ Transfer between line items	Scope changes/ Changes in foreign exchange rates	Accumulated amortization as of 06/30/2023
Software development costs	20.3	4.4	-	(0.8)	23.9
Customer portfolios	0.2	0.4	-	(0.0)	0.6
Others	2.0	0.5	-	(0.0)	2.5
TOTAL	**22.5**	**5.3**	**-**	**(0.8)**	**27.0**

Note 18 Property, plant and equipment

Property, plant and equipment are measured at acquisition cost (purchase price plus related costs).

Economically justified depreciation is determined based on the estimated useful life. The starting date for depreciation is the date on which the asset is put into service. When property, plant and equipment have significant components with different useful lives, these are recognized separately.

Maintenance and repair costs are expensed in the year in which they are incurred.

Depreciation periods are as follows:

	Depreciation	
Fixed asset	**Method**	**Period**
Fixtures and fittings	*Straight-line*	*10 years*
Office furniture	*Straight-line*	*10 years*
Hardware	*Straight-line*	*3, 4 and 5 years*
Vehicles	*Straight-line*	*4 years*

Additional impairment is booked in the event of a loss in value or a change in the useful life. In the event of a change in the estimated useful life, the annual depreciation changed as a result.

2

Changes in property, plant and equipment were as follows:

(in € million)	Gross 06/30/2022	Acquisitions	Disposals/ Transfer between line items	Scope changes/ Changes in foreign exchange rates	Gross 06/30/2023	Amort. and provisions 06/30/2023	Net 06/30/2023
Fixtures, improvements and fittings	11.7	2.0	(0.1)	(0.6)	13.0	(8.3)	4.7
Transport equipment	0.1	0.0	0.0	0.0	0.1	0.0	0.1
Office and IT furniture and equipment	3.4	0.2	0.0	(0.2)	3.4	(2.9)	0.5
TOTAL	**15.2**	**2.2**	**(0.1)**	**(0.8)**	**16.5**	**(11.2)**	**5.3**

Allowances for the period had an impact of €2.2 million on net income from ordinary activities.

Note 19 Leases

IFRS 16 "Leases" provides for the recognition of a right-of-use asset, and a lease liability corresponding to the sum of discounted future lease payments. Operating expenses ("lease expenses") in the income statement have been replaced by a depreciation charge and a financial interest expense. In the cash flow statement, interest impacts cash flows from operating activities, cash flows from investing activities are not impacted and the repayment of the principal portion of the lease liability impacts cash flows from financing activities.

The Group has identified three main lease categories:

- buildings for office and industrial use: office leases concern the Group's three divisions. *Plant and storage facility leases mostly concern the PlanetArt division;*
- *vehicles;*
- *miscellaneous and IT equipment.*

For the last two categories, the Group does not have any significant leases.

In accordance with the options offered by IFRS 16, the Group applies the following exemptions and practical expedients:

- *short-term leases and leases of low-value assets are not restated;*
- *analyses performed pursuant to IAS 17 and IFRIC 4 to determine whether a contract is a lease are maintained;*
- *leases with a residual term of less than 12 months are considered equivalent to short-term leases and are not restated;*
- *the onerous nature of a lease is assessed in accordance with IAS 37.*

The property leases concern almost exclusively office buildings. To determine the lease term for these assets, the Group considered whether the lessee was reasonably certain to exercise an extension option under these leases in accordance with the criteria of paragraph B37 of IFRS 16 and the decision of the IFRIC of November 2019. The Group did not consider it to be reasonably certain that an extension option would be exercised for leases in progress, notably because the location of said offices was not strategic for the Group or that such offices were not customized in a manner that would make it difficult to transfer them to another building.

The Group applied specific incremental borrowing rate for each lease, taking into account the country, the contract currency, term and borrowing conditions of the lessee entity.

The lease liabilities correspond to the present value of the remaining lease payments. Only the lease component is taken into account by the Group when measuring lease liabilities. For certain asset classes involving leases that include both a service and a lease component, the Group may be required to recognize a single contract as a lease (without distinguishing between the service and lease components). This is particularly the case for vehicle leases, which are marginal within the Group.

For each lease agreement, the discount rate applied is calculated in reference to the yield of government bonds in the lessee country, depending on the maturity and currency of the lease, as well as the local borrowing rates obtained by the subsidiary for its financing needs.

Lease liabilities are excluded from the definition of net financial debt.

Right-of-use assets

(in € million)	Net 06/30/2022	Acquisitions of right-of-use assets	Termination of contracts	Amortization of right-of-use assets	Currency translation differences	Net 06/30/2023
Buildings	12.5	3.9	(0.0)	(3.9)	(0.6)	11.9
Vehicles	0.1	0.0	(0.0)	0.0	(0.0)	0.1
Other fixed assets	0.0	0.9	(0.0)	(0.0)	(0.0)	0.9
TOTAL LEASES RESTATED FOR IFRS 16	**12.6**	**4.8**	**(0.0)**	**(3.9)**	**(0.6)**	**12.9**

Lease liabilities

Lease liabilities by maturity break down as follows

(in € million)	Less than one year	From 1 to 5 years	More than five years	Total 06/30/2023
Maturity of lease liabilities	4.6	7.6	1.0	13.2

Lease liabilities increased in the period as follows:

(in € million)	
Opening lease liabilities	13.2
Increase in lease liabilities	4.8
Assignment of contracts	(0.0)
Decrease in lease liabilities	(4.2)
Currency translation differences	(0.6)
CLOSING LEASE LIABILITIES	**13.2**
Non-current lease liabilities	8.6
Current lease liabilities	4.6
CLOSING LEASE LIABILITIES	**13.2**

Lease liabilities are excluded from the definition of net financial debt.

Total impact on net income

(in € million)	FY 2022-2023	FY 2021-2022
Cancellation of rental expenses (recurring operating income)	4.6	4.0
Amortization of right-of-use assets (recurring operating income)	(3.9)	(3.6)
Interest on lease liabilities (net financial expense)	(0.4)	(0.5)
TOTAL IMPACT ON NET INCOME	**0.3**	**(0.1)**

Lease expenses comprise payments for leases with a term of 12 months or less, leases of assets with a value when new of less than US$5,000 (as recommended by the standard) and lease payments not taken into account in the lease liability measurement (e.g. co-working offices not specific to the Group's entities).

(in € million)	FY 2022-2023
Services	(0.2)
Others	(0.1)
TOTAL LEASE EXPENSES NOT RESTATED FOR IFRS 16	**(0.3)**

IFRS 16 impact on the Statement of cash flows

(in € million)	06/30/2023 (12 months)	06/30/2022 (12 months)
OPERATING ACTIVITIES		
Consolidated net income	0.3	0.1
Elimination of non-cash items or items not related to operations:		
• Net depreciation, amortization and provisions (excluding current provisions)	3.9	3.6
• Net borrowing costs recognized	0.4	0.5
Cash flow from operations before changes in working capital	**4.6**	**4.0**
Changes in working capital requirements	0.0	0.0
Net interest paid	(0.4)	(0.5)
Net cash flow from (used in) operating activities	**4.2**	**3.5**
INVESTING ACTIVITIES		
Net cash flow from (used in) investing activities	**0.0**	**0.0**
FINANCING ACTIVITIES		
Cash outflows relating to borrowings	(4.2)	(3.5)
Net cash flow from (used in) financing activities	**(4.2)**	**(3.5)**
Increase (decrease) in cash	**0.0**	**0.0**

Note 20 Inventories and work-in-progress

Inventories of raw materials and supplies are valued at purchase price plus sourcing costs. Raw materials and supplies are measured at the lower of their purchase cost (based on the weighted average cost method) and net realizable value. A provision for impairment is recorded when the cost price exceeds the estimated net realizable value.

Finished products and work-in-progress are measured at the lower of their production cost and net realizable value. Production costs include the direct costs of raw materials, labor, and a proportion of direct overheads, excluding general administrative expenses.

The net realizable value of raw materials and other inventories takes into account impairment charges resulting from the obsolescence of slow-moving inventories.

Inventories remained stable at €20.4 million in relation to June 30, 2022.

Note 21 Trade receivables and related accounts

Trade receivables are measured at nominal value. Where relevant, a provision for impairment is recognized to take account of collection difficulties that may arise.

(in € million)	**Trade receivables** *(gross values)*	**Not yet due**	**Less than 90 days past due**	**More than 90 days past due**	**Impairment of past-due receivables**	**Net value**
06/30/2022	9.2	6.3	1.9	1.0	0.9	8.3
06/30/2023	11.4	9.2	0.6	1.6	1.6	9.8

The balance of trade receivables as of June 30, 2023 increased during the year. The majority of PlanetArt and Avanquest customers pay when they place their orders, which considerably limits collection risks.

Note 22 Other current and non-current receivables

Other operating receivables consist of current or non-current assets measured at nominal value. Where relevant, a provision for impairment is recognized to take account of collection difficulties that may arise. They include in particular advances on royalties.

Where an advance on royalties is paid under a publishing or co-publishing contract, the amount is recorded in assets in the statement of financial position. The amount corresponding to royalties due on completed sales is then deducted from the prepaid royalties account and expensed in the year.

If sales forecasts suggest that prepaid royalties will not be fully utilized, a risk provision is recorded in liabilities.

(in € million)	**06/30/2023**	**06/30/2022**
Other non-current liabilities	0.0	0.8
Other current receivables	12.0	11.4
TOTAL OTHER RECEIVABLES	**12.0**	**12.2**

Other current receivables

(in € million)	**06/30/2023**	**06/30/2022**
Prepaid expenses	7.9	8.3
Tax receivables	2.3	1.5
Lease payments	0.1	0.0
Contract assets	0.0	0.0
Others	1.7	1.6
TOTAL CURRENT RECEIVABLES	**12.0**	**11.4**

Other current receivables rose 5% from the previous year. These receivables break down as follows:

- prepaid expenses, mainly related to advertising expenses for traffic acquisition on the Avanquest and PlanetArt divisions. in the amount of €5.4 million.
- tax receivables concerning mainly VAT receivables, including VAT for which refund requests for the period were submitted to the tax authorities for approximately €0.5 million for the French subsidiaries, Avanquest Software SAS and Claranova SE, compared to €0.8 million at June 30, 2022.

Note 23 Financial assets (less than one year)

Short-term financial assets held for less than one year amounted to zero at June 30, 2023 versus €0.2 million one year earlier.

Note 24 Cash and cash equivalents

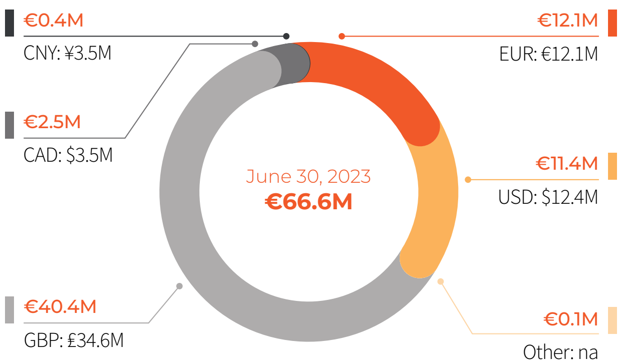
Cash and cash equivalents include cash at bank and in hand.

Cash equivalents include money market securities and bonds and mutual fund units invested with a short-term investment horizon. They are recognized at fair value, with changes in fair value recognized in profit or loss.

For instruments with quoted prices, the Company uses the closing price and the net asset value for cash assets invested in mutual funds.

The realizable value of cash and cash equivalents as of June 30, 2023 is identical to the carrying value as recorded in the ledgers. It should be noted that part these cash holdings in the amount of approximately €5 million are invested in US treasury bills (a liquid instrument redeemable at any time).

CASH AND CASH EQUIVALENTS – FIGURES AS OF JUNE 30, 2023
(in € million)



Notes to balance sheet liabilities

Note 25 Equity

25.1 Share capital

As of June 30, 2023, the share capital of Claranova SE was made up of 45,990,070 shares with a par value of €1 each, all of the same class. The Extraordinary General Meeting of June 7, 2017 decided, in accordance with Article L. 225-123 and L. 22-10-46 of the French Commercial Code, to grant double voting rights (i) to fully paid-up Company shares as evidenced by registration in the name of the same shareholder for at least two years, (ii) as well as to registered shares allocated as bonus shares to a shareholder, in the event of a capital increase by capitalizing reserves, profits or issue premiums. The Group's main capital management objective is to ensure the maintenance of sound capital ratios, in such a way as to facilitate its activity and development.

After June 30, 2023, changes in the number of shares were as follows:

Date	Transaction	Number of shares issued	Par value	Number of shares comprising the share capital	Share capital amount
07/01/2022	**Opening share capital**		**€1**	**45,990,070**	**€45,990,070**
06/30/2023	**CLOSING SHARE CAPITAL(1)**		**€1**	**45,990,070**	**€45,990,070**
07/17/2023	Share capital increase(2)	11,216,840	€1	57,206,910	€57,206,910
10/26/2023	Capital on the document date		€1	57,206,910	€57,206,910

(1) No movements during FY 2022-2023.
(2) Capital increase launched on July 3, 2023 by way of a public offering with a priority subscription period, on an irreducible basis (à titre irréductible) only, for its existing shareholders and a global offering for a total amount (including issue premium) of €18.51 million, of which €15 million by set-off against debt.

When treasury shares are purchased, irrespective of the reasons, the amount paid and the directly attributable transaction costs are recorded as a change in equity.

The shares acquired are deducted from total equity until their subsequent sale or cancellation.

The impact of disposals, where applicable, is recognized as a change in shareholders' equity rather than in consolidated income.

As of June 30, 2023, the Company held 482,433 treasury shares compared with 376,959 one year earlier.

	Number of shares
As of June 30, 2022	**376,959**
Liquidity contract(1)	105,474
AS OF JUNE 30, 2023	**482,433**

(1) 1,135,867 shares were acquired and 1,030,393 shares sold under the liquidity contract between July 1, 2022 and June 30, 2023 (See Note 1.5).

25.2 Other securities granting access to the share capital and stock options

Share-based compensation costs are expensed on a straight-line basis over the vesting period. Vesting conditions not included in the measurement of fair value on the vesting date are taken into account to estimate the number of instruments that will vest at the end of the vesting period (e.g., presence condition). This estimate is reviewed at the end of each reporting period with any impact thereof recognized in the income statement. Where a performance share plan allows beneficiaries to acquire shares either based on a market performance condition or a non-market performance condition, the Group measures the fair value of the instruments at the vesting date according to each possible outcome, and recognizes the expense on the basis of the most probable outcome estimated at each balance sheet date.

The fair value of options and free shares granted to employees and corporate officers of the Company or its affiliates is recognized in employee expenses over the vesting period, in accordance with IFRS 2. The fair value of options and restricted stock units (actions gratuites) granted to third parties is recognized in operating expenses.

When these equity instruments have a mandatory holding period, their fair value takes into account the cost of the holding period. Where applicable, the absence of dividend payments is also taken into account in the fair value calculation.

All information below is as of June 30, 2023.

Claranova SE stock option plan

The General Meeting of November 30, 2015 authorized the issue of 18,765,927 stock options. 245,100 of these stock options have not been exercised. The exercise of these 245,100 stock options would confer a right to 24,510 new Claranova SE shares.

Beneficiaries	Claranova Group employees
General Meeting date	11/30/2015
Number of stock options authorized	18,765,927
Number of stock options authorized after the reverse split	18,765,927
Management Board meeting date[1]	11/25/2016 and 05/03/2017
Number of stock options granted	18,765,927
Number of beneficiaries	52
Subscription price	€0.00
Exercise price for 10 options[3]	€1.12
Exercise period	until 11/25/2026
Exercise conditions already met	already fulfilled
Stock options canceled or lapsed	30,000
Stock options subscribed as at 06/30/2023	18,735,927
Rights vested as of 06/30/2023	18,735,927
Stock options converted into ordinary shares	18,490,827
Maximum potential ordinary shares[2] [3])	24,510

(1) The Management Board meeting of May 3, 2017, decided to modify the conditions governing the objectives to achieve as well as the duration of the vesting period.
(2) Taking into account lost or cancelled shares.
(3) Following the reverse stock split decided by the Extraordinary General Meeting of June 11, 2019, 10 subscription options granted by the Company give the right to subscribe to 1 Claranova share at €1.12 per share.

Claranova SE warrant plan of June 07, 2017

On June 7, 2017, Claranova SE announced the grant of 3,752,224 Claranova SE warrants (bons de souscription d'actions or BSA).

As of June 30, 2021, 3,752,224 warrants had vested. Following the reverse stock split on June 14, 2019, the exercise of 10 warrants would confer a right to subscribe for 1 ordinary Claranova SE share, i.e. representing a maximum number of 375,220 potential shares. There has been no movements since June 30, 2020.

Beneficiaries	Management and Supervisory Boards Claranova Group
General Meeting date	06/07/2017
Number of warrants authorized	3,752,224
Number of warrants authorized after the reverse split	3,752,224
Management Board meeting date	11/13/2017
Number of warrants granted	3,752,224
Number of beneficiaries	6
Warrant subscription price	€0.36
Exercise price for 10 warrants[1]	€6.10
Warrant subscription period	until 11/13/2027
Warrant exercise period	until 11/13/2027
Warrants lost or cancelled	0
Warrants subscribed as of 06/30/2023	0
Rights vested as of 06/30/2023[2]	3,752,224
Warrants converted to ordinary shares	0
Maximum potential ordinary shares[1] [2])	375,220

(1) Following the reverse stock split decided by the Extraordinary General Meeting of June 11, 2019, 10 2017 warrants would give the right to subscribe to 1 Claranova share at a price of €6.10 per share.
(2) Taking into account lost or cancelled shares.

Net share-settled bonds convertible into new shares and/or exchangeable for existing shares of Claranova SE

On June 19, 2018, Claranova issued 26,363,636 Net Share-Settled Bonds Convertible into New Shares and/or Exchangeable for Existing Shares (ORNANE) (see Note 23.1 to the 2017-2018 consolidated financial statements for more information on these bonds).

On the date of this document, the Company had repaid in cash all the ORNANE bonds at maturity (July 1, 2023).

	06/30/2023
Number of shares existing as of 06/30/2023	45,990,070
Treasury shares	482,443
Number of shares outstanding	**45,507,637**
Dilutive effect of stock options	24,510
Dilutive effect of warrants (2017)	375,220
Dilutive effect of the 2021 OCEANE bond issue	3,846,154
Weighted average number of shares	**49,753, 521**

Assuming all the rights attached to stock options and share subscription warrants become exercisable and are exercised, Claranova's share capital would increase by €399,730.

The share capital would therefore increase from €45,999,070 to €46,389,800, an increase of 0.87%, spread over time as follows:

- stock-options: able to be exercised by beneficiaries until November 2026;
- warrants of June 7, 2017: able to be subscribed and exercised by beneficiaries until November 2027.

Other securities granting access to the share capital of subsidiaries are presented below:

myDevices stock option plan

The following tables summarize the features of the current myDevices stock option plan.

Beneficiaries	**myDevices Inc. employees**
Number of securities authorized	1,900,000
Board of Directors meeting date	02/05/2017
Number of stock options granted as of 06/30/2022	1,900,000
Number of beneficiaries	32
• of which executives	1
Subscription price	0 USD
Exercise price for 1,236,000 securities	0.07 USD
Exercise price for 275,000 securities	0.39 USD
Exercise price for 491,750 securities	0.42 USD
Vesting period	spread over 4 years
Vesting conditions	Grant subject to conditions of presence of the beneficiary for the duration of the vesting period
Rights lost or cancelled as of 06/30/2023	0
Rights vested as of 06/30/2023(1)	388,525
Securities subscribed as of 06/30/2023	1,900,000
Maximum potential number of ordinary shares(1)	801,250

(1) Taking into account lost or cancelled shares.

In application of IFRS 2, the measurement at fair value led to the recognition of a €0.4 million personnel expense at June 30, 2023.

myDevices share subscription warrant plan

myDevices signed a capital agreement with a commercial partner specifying the grant of share subscription warrants depending on revenue payments made. Each subscription warrant confers entitlement to buy one share at US$3.125.

It should be noted that if the value of the myDevices share rises above US$3.125, the partner could also choose to exercise its subscription warrants by converting them, and the ratio would then be based on the fair value of the share.

The following table, established on June 30, 2023, provides a summary of the characteristics of outstanding myDevices warrants.

Beneficiaries	**Commercial partner**
Number of securities authorized	1,010,000
Number of securities granted as of 06/30/2022	0
Number of beneficiaries	1
Vesting conditions	Revenue thresholds
Subscription price	0 USD
Exercise price	3.125 USD
Year-end date	End of the commercial contract
Exercise conditions	None
Rights lost or cancelled	0
Rights vested as of 06/30/2023 (1)	599,688
Securities subscribed as of 06/30/2023	0
Maximum potential number of ordinary shares(1)	1,010,000

(1) Taking into account lost or cancelled shares.

Avanquest Software SAS stock option plan

On June 30, 2023, Avanquest Software SAS granted a stock option to one of its managers. The following table, established on June 30, 2023, summarizes the characteristics this option:

Beneficiaries	**Avanquest Software SAS manager**
Number of securities authorized	2,878,268
Number of securities granted as of 06/30/2023	0
Number of beneficiaries	1
Vesting conditions	Conditions of presence
Subscription price	0 USD
Exercise price	2.50 USD
Year-end date	06/30/2029
Exercise conditions	none
Rights lost or cancelled	0
Rights vested as of 06/30/2023(1)	0
Securities subscribed as of 06/30/2023	0
Maximum potential number of ordinary shares(1)	2,878,268

(1) Taking into account lost or cancelled shares.

In application of IFRS 2, the measurement at fair value led to the recognition of a €0.3 million personnel expense at June 30, 2023.

Other securities conferring access to subsidiaries' share capital

There have been no significant changes relating to securities giving access to the capital of subsidiaries compared with the situation at June 30, 2022 (See Note 25 of Chapter 2 of the FY 2021-2022 Universal Registration Document) are as follows:

The Chairman and CEO's option to invest in the Company's subsidiaries

The Claranova SE's General Meeting approved, as part of the compensation policy for FY 2020-2021 of the Chairman and Chief Executive Officer, the final terms of the instruments giving him access to the capital of certain subsidiaries of the Company (the "Option to Invest in Subsidiaries").

These instruments were issued following the General Meeting and subscribed at fair value by the Claranova's Chairman and Chief Executive Officer on December 9, 2021, in the form of one preferred share X (Preferred Shares X) at the level of Avanquest Software SAS, and two instruments at the level of Avanquest America Holding LLC reflecting respectively the performance of its subsidiaries myDevices Inc. (100 preferred shares Y - Preferred Shares Y) and PlanetArt LLC. (100 preferred shares Z - Preferred Shares Z), independent of each other.

Characteristics

Each instrument confers a right to the Chairman-CEO to receive 10 % of the amount, net of debt, reverting (indirectly) to Claranova SE (the "Distribution") and only if the value on the issue date of the percentage held (indirectly) by Claranova SE in the shareholders equity of said subsidiary (after taking into account the Group share of debt borne at the Claranova SE level) (the "Reference Value") is multiplied by three at any time between the issue date and June 30, 2026 (the "Condition").

Satisfaction of the Condition will be recognized:

- in the case of a liquidity event (total or partial sale of at least 50% of the subsidiary's capital, qualified asset sale, qualified initial public offering) occurring no later than June 30, 2026 as a result of which the Reference Value is multiplied by three;
- in the absence of a liquidity event by June 30, 2026, in light of an independent appraisal (i) initiated by the Chairman and Chief Executive Officer at the end of the third year or at the end of the fourth year if and only if the Board of Directors initially opposed the occurrence of a liquidity event and (ii) as a result of which the Reference Value is multiplied by three.

If the Condition is satisfied, the Distribution will be made:

- or on the occasion of one or more liquidity events occurring between now and June 30, 2026, in which case the Chairman and Chief Executive Officer will receive 10% of the amount received by the Group on the occasion of the said liquidity event or events;
- in the absence of total liquidity by June 30, 2026, shortly after that date, on the basis of the subsidiary's market value at that date, the Chairman and Chief Executive Officer then receiving 10% of the value of the share held (indirectly) by the Company in the subsidiary's equity as of June 30, 2026;

If on July 1, 2026, or on the date on which the Chairman and Chief Executive Officer leaves the Group if before June 30, 2026, the Condition is not satisfied, the instruments will be repurchased from him at the price of €1 per type of instrument.

Full details are given in Chapter 3, Paragraph 3.3.2.1.1 of this Universal Registration Document.

Beneficiaries	**Chairman and Chief Executive Officer of Claranova**
General Meeting date	12/01/2021
Number of securities authorized	201
of which Avanquest Software SAS	1
of which Avanquest America Holding Inc. - PlanetArt	100
of which Avanquest America Holding Inc. – myDevices	100
Date of Board of Directors meeting	07/23/2021
Number of securities granted as of 06/30/2022	201
Number of beneficiaries	1
Total Subscription Price in € thousands	176.2
of which Avanquest Software SAS	34.1
of which Avanquest America Inc. – PlanetArt	132.1
of which Avanquest America Inc. – myDevices	10.0
Subscription period	Pursuant to approval by the General Meeting
Exercise period	until 06/30/2026
Vesting conditions	Value of the underlying division multiplied by three Occurrence of a liquidity event relating to the division
Securities lost or cancelled	0
Securities subscribed as of 06/30/2023	201
Rights vested as of 06/30/2023	none

Accounting method

The Preferred Shares comprising the Option to Invest in Subsidiaries are financial instruments sold to the Chairman and Chief Executive Officer as a manager of the Claranova Group, the value of which is conditional on his presence in the Group, giving him the right to receive an amount in cash based on the value of the shares or assets of certain Group entities. In accordance with IFRS 2, these Preferred Shares are cash-settled instruments recognized as financial debt at fair value through profit or loss.

The fair value of these instruments must be remeasured at each balance sheet date, and if it increases, the corresponding personnel expense will be spread over the estimated vesting period of each instrument and recognized under personnel expenses.

Financial impact on the period

As the Preferred Shares were subscribed for at fair value the IFRS 2 expense was nil at the subscription date.

As of June 30, 2023, changes in actuarial assumptions and assumptions relating to the business and the likelihood of vesting the preferred shares resulted in a fair value adjustment of €0.03 million. The three-year vesting period resulted in an additional personnel expense of €0.01 million.

25.3 Non-controlling interests

PlanetArt division

Minority shareholders own 5.41% of PlanetArt LLC, the parent company of the PlanetArt division, compared with 5.91% at June 30, 2022 following a partial buyout. In addition, as indicated in the off-balance sheet commitments, since November 8, 2012, the managers of PlanetArt LLC have held shares in the capital of this company with no voting rights though with financial rights and a conversion option, exercisable in the event of a potential liquidity event or the departure of these directors under certain terms and conditions (Note 33.1 of this Chapter).

All PlanetArt entities are consolidated by global integration of Claranova.

myDevices division

myDevices' minorities, mainly myDevices' business partners, own 41.64% of myDevices. myDevices is consolidated by global integration.

Note 26 Current and non-current provisions

Provisions are recognized when the Group has a present obligation, as a result of a past event, which will probably require an outflow of resources, the amount of which can be reliably estimated. The amount of the provision recognized is based on the best estimate of the expenditure required to settle the obligation at the end of the reporting period. It is discounted when the effect is material and the maturity is more than one year.

Current provisions are those directly related to the operating cycle of each business line with maturities of less than one year.

Other current provisions correspond to those with maturities of less than one year, but not directly related to the Group's own operating cycle.

Non-current provisions are those with maturities of more than one year or are uncertain in nature. These include provisions for litigation.

Provisions changed as follows during FY 2022-2023:

(in € million)	Provisions 06/30/2022	Currency translation differences	Provision	Reversal	Reclassifications	Provisions 06/30/2023
Other provisions for contingencies – non-current portion	1	(0.1)	-	(0.3)	-	0.6
Other provisions for contingencies – current portion	0.6	-	-	-	-	0.6
Other provisions for expenses – non-current portion	1.1		0.2	(0.0)	(0.2)	1.1
Other provisions for expenses – current portion	0.0	-	-	-	0.2	0.2
TOTAL PROVISIONS	**2.6**	**(0.1)**	**0.2**	**(0.3)**	**-**	**2.4**
Non-current provisions	2.0	(0.1)	0.2	(0.3)	(0.2)	1.6
Current provisions	0.6	-	-	-	0.2	0.8
TOTAL PROVISIONS	**2.6**	**(0.1)**	**0.2**	**(0.3)**	**-**	**2.4**

Note 27 Current and non-current financial liabilities

Borrowings are initially recorded at cost, which corresponds to the fair value of the amount received net of issuance costs. For convertible bonds, in accordance with IAS 32, the Company measures the "liability" component and the "equity" component of these borrowings.

Fair values are determined according to a hierarchy that includes three levels: level 1 inputs: fair value based on quoted prices in active markets; level 2 inputs: fair value measured using observable market input other than quoted prices included in level 1; level 3 inputs: fair value determined using valuation techniques based on unobservable inputs. The Group's derivative instruments are generally measured at level 2 inputs.

Derivative instruments are carried at fair value with changes in fair value recognized in profit or loss except in those cases when they are eligible for hedge accounting.

After initial recognition, borrowings are measured at amortized cost using the effective interest rate (EIR) method. This takes into account all issuance costs and any haircut or redemption premium.

(in € million)	06/30/2022	Increases	Repayments	Decreases	Scope changes/ Changes in foreign exchange rates	Other changes	06/30/2023
Bonds	105.1	16.5	-	(2.3)	-	(0.5)	118.8
ORNANE bonds	*29.8*	*0.3*	-	*(1.1)*	-	*(0.5)*	*28.5*
Euro PP	*19.2*	*0.2*	-	-	-	-	*19.4*
OCEANE bonds	*56.1*	*16.0*[1]	-	*(1.2)*	-	-	*70.9*
Borrowings	31.0[2]	19.5	(8.7)	-	(0.6)	-	41.2
Other financial liabilities	31.2[3]	-	(4.8)	-	(0.1)	(11.8)	14.5
Accrued interest not yet due	4.2	4.3	(4.2)	-	-	-	4.3
TOTAL FINANCIAL DEBT	**171.5**	**40.1**	**(17.7)**	**(2.3)**	**(0.7)**	**(12.3)**	**178.8**

(1) See Note 27.1
(2) See Note 27.2
(3) See note 27.3; Change of €11.8 million resulting from the reclassification of SCEP debt under other liabilities.

Financial liability maturity dates are as follows:

(in € million)	Total	Less than one year	One to five years	More than five years
Bonds	118.8	47.9	70.9	-
Borrowings	41.2	27.1	14.1	-
Other financial liabilities	14.5	14.5	-	-
Accrued interest not yet due	4.3	4.3	-	-
TOTAL FINANCIAL DEBT	**178.8**	**93.8**	**85.0**	**-**
Non-current financial liabilities	85.0	-	85.0	-
Current financial liabilities	93.8	93.8	-	-
TOTAL FINANCIAL DEBT	**178.8**	**93.8**	**85.0**	**-**

Bonds include notably the €28.5 million ORNANE bond issue, redeemed in cash in early July 2023 using the Group's available cash and cash equivalents (see Subsequent events, note 35).

Current borrowings at June 30, 2023 include €17.5 million in debt owed to SaaR. See Note 27.2, Subsequent events, regarding the post-capital increase situation.

Other financial liabilities at June 30, 2023 relate to LIH debt offset in connection with the capital increase of July 17, 2023 (See Subsequent events, Note 35).

27.1 Bonds

ORNANE bonds

On June 14, 2018, Claranova launched an issue of Net Share-Settled Bonds Convertible into New Shares and/or Exchangeable for Existing Shares (ORNANE) maturing on July 1, 2023, of a nominal amount of €28,999,999.60.

The bonds have a nominal value of €1.10 and bear interest at a nominal annual rate of 5.0 %.

In accordance with IFRS, the ORNANE bonds are viewed as a bond debt comprising two components:

- a bond component accounted for at amortized cost;
- an equity component (derivative), recognized as market-to-market debt.

Financial expenses linked to the ORNANE bond issue were recognized as a deduction from debt in the balance sheet. The bond component is calculated by discounting future cash flows using the effective interest rate (risk-free rate plus credit spread). The change in the bond component is recognized under financial income or expense.

Changes in the fair value of the derivative are accounted for in a separate line in financial income "Fair value remeasurement of financial instruments". This accounting method has no impact on cash flows. The fair value of the embedded derivative is calculated by an outside expert using the Cox, Ross and Rubinstein method.

In addition, the ORNANE bonds provide for an option to limit the number of shares to be issued in the event of conversion.

Financial impact on the period

As of June 30, 2023, the principal of the debt at amortized cost amounted to €28.5 million. The fair value of the derivatives was considered as non-significant.

The ORNANE bonds were repaid in cash at maturity (July 1, 2023, See Note 35).

Euro PP

On June 27, 2019, Claranova group completed a Euro PP private bond placement with European institutional investors for a total amount of €19.7 million, comprising 19,655 bonds with a nominal value of €1,000 each.

The 5-year bonds bearing 6 % annual interest will be redeemed on maturity on June 27, 2024. They have been admitted for trading, as of today, on the Euronext Access market under the ISIN code FR0013430725.

Interest is payable annually on maturity on July 1, of each year.

This loan is accompanied by the following financial commitments:

- annual consolidated net financial debt/EBITDA ratio strictly below 3.5;
- annual EBITDA that is strictly positive.

However, this loan includes a cross-default clause (including a 30-day grace period) that was impacted by a breach of financial ratios at the end of the reporting period on the loan with SaaR (See Note 27.2). However, in view of its initial maturity, this debt is already included in current liabilities.

The bonds are unsecured.

OCEANE convertible bonds issued for €50 million by Claranova SE to Heights Capital Management

On August 16, 2021, Claranova SE issued 3,846,154 bonds convertible into and/or exchangeable for new or existing shares of the company (OCEANE) for a total amount of €50 million, i.e. €13 per bond, subscribed in full by the investment fund Heights Capital Management Inc. (See Note 1.3).

Characteristics

- Maturity at 5 years, i.e. August 16, 2026.
- Coupon (interest) at 4.5 % per annum payable in cash every six months.
- Current parity: 1 share for 1 bond.
- Conversion option (in whole or in part): at any time at the investor's initiative in the event of a public tender offer for Claranova SE shares, or from the 2nd anniversary of the issue at the investor's initiative until the maturity date of the bonds, or from the 3rd anniversary at the investor's initiative until the maturity date of the bonds if the Claranova share price exceeds €27 for at least 30 consecutive business days.
- Prepayment option:
  - At the initiative of the investor (put right) from the 3rd anniversary of the issue for a maximum amount of 2 times the amount of the initial investment (including all interest already paid);
  - At the initiative of Claranova (call right), before the 2nd anniversary of the issue for a maximum amount of 1.75 times the initial investment (including all interest already paid), between the 2nd and 3rd anniversary of the issue for a maximum amount of twice the initial investment (including all interest already paid), or after the 3rd anniversary of the issue for a maximum amount of 2.25 times the initial investment (including all interest already paid).

Unless converted, redeemed or repurchased and canceled prior to maturity, the bonds are redeemable at par on August 16, 2026.

Accounting method

The OCEANE bonds were qualified as a hybrid instrument, comprising:

- *a host debt instrument with a maturity of 3 years, with bullet repayment of €93.3 million corresponding to a return of 2 times the initial investment, including coupons due and paid, and an effective interest rate of 24.9 %;*
- a derivative instrument corresponding to an option to extend the debt from three to five years at the investor's initiative;
- *a derivative instrument corresponding to the conversion option;*
- *a derivative instrument corresponding to Claranova's early redemption option.*

Claranova has exercised the irrevocable option to account for the hybrid instrument using the split accounting method, whereby the host financial debt contract is accounted for at amortized cost with an EIR of 27.7%, and the derivatives being accounted for at fair value through profit or loss. In accordance with IFRS 9, at each balance sheet date, changes in the fair value of derivatives will be recognized as an offset to the liability in financial income or expense.

At each balance sheet date, the amount of the debt principal recorded in the balance sheet may not exceed the total amount of €93.3 million.

Financial impact on the period

When issued, financial debt at amortized cost was recognized in the amount of €46.3 million, net of €3.6 million debt issue expenses. The fair value of the derivative instruments was €0.2 million.

As of June 30, 2023, the principal of the debt at amortized cost amounted to €70.9 million. The fair value of the derivatives was considered as non-significant.

27.2 Borrowings

PlanetArt acquisition financing

To finance its external growth, PlanetArt LLC obtained various loans from Cathay Bank, including:

- a US$12 million four-year loan arranged on July 24, 2019. As of June 30, 2023, this loan had a balance of US$1 million and a maturity date of July 24, 2023. The interest rate on this loan is the higher of 3.75% and the Prime Rate;
- a US$3 million revolving credit facility initially maturing on September 30, 2020, extended to December 31, 2024. As of June 30, 2023, this credit facility had a remaining balance of zero US dollars;
- on December 29, 2020, a second revolving credit facility for PlanetArt LLC was extended by US$3 million. It is repayable in monthly installments on a straight-line basis until December 31, 2024. At June 30, 2023, the outstanding balance was US$1.1 million. The interest rate on this loan is the higher of 3.875% and the prime rate minus 0.25%;
- a US$11 million loan maturing on November 30, 2026 repayable on a straight-line basis over 60 months. As of June 30, 2023, this loan had a balance of US$7.5 million. The interest rate on this loan is the higher of 3.875% and the prime rate minus 0.25%.

The Prime Rate is defined as the rate published by the Wall Street Journal.

French government guaranteed loan (PGE)

The €4.0 million French government guaranteed loan was contracted by Claranova SE under the measures implemented by the French government under its COVID-19 pandemic economic relief plan. On March 2, 2021, Claranova SE requested to exercise the additional amortization option allowing it to extend the maturity of the loan for an additional period of five (5) years, repayable in annual installments and subject to an interest rate equal to the bank financing rate plus the State guarantee premium. The maturity date of the loan is May 22, 2026, with repayment beginning on May 22, 2023. The French government-backed loan bears interest of 0.30% to which is added the State guarantee premium of €0.2 million, spread over the term of the loan. The remaining balance is €3 million.

Loan obtained by myDevices Inc.

To finance its operating activities and repay its loan from a business partner, myDevices Inc. obtained a credit line for up to US$3.0 million from Cathay Bank, maturing on November 30, 2023. At June 30, 2023, the outstanding balance was €1.9 million.

Loan obtained by Avanquest Software SAS in connection with the pdfforge GmbH acquisition

To finance the acquisition of the German company, pdfforge GmbH. Avanquest Software SAS obtained a €10 million loan from Bpifrance. This loan, comprising two equal tranches of €5 million, was part of the financing arranged by the Group to complete this acquisition on July 1, 2022.

The loan is subject to a fixed annual interest rate of 2%. It was established for a period of five years, with a first installment to be paid on September 30, 2022. This loan is repayable in quarterly installments and matures on June 30, 2027.

A €20 million bank loan obtained by Claranova SE

To finance the acquisition of pdfforge GmbH, the Group obtained a €20 million loan on July 1, 2022 from a group of banks consisting of Landesbank SaaR, CE Ile de France, Banque Populaire Alsace Lorraine Champagne and Delta AM.

Characteristics

The loan is repayable over six (6) years and divided into two tranches as follows:

- tranche A: a €15 million variable interest loan. For the first year, this loan will bear interest of 2.30% plus the 3-month Euribor rate;
- tranche B: a €5 million loan at a fixed interest rate of 4.50% repayable in full on maturity.

This loan is subject to covenants relating to:

- A ratio of consolidated net financial debt to annual ROC of less than three (3) as of June 30, 2023 and less than two and a half (2.5) at the end of each financial year as of June 30, 2024 until maturity; and,
- consolidées / ROC normalisé annuel strictement inférieur à trois (3) au 30 juin 2023 puis strictement inférieur à deux et demi (2,5) lors de chaque arrêté annuel à compter du 30 juin 2024 jusqu'à la date de maturité ; et,
- A ratio of consolidated free cash flow to consolidated debt servicing in excess of 1 at each fiscal year-end. The Group benefits from an additional credit line of €7.1 million under this agreement. A pledge on the shares of Avanquest Software SAS and Claranova Development SARL was granted in connection with this financing. Having contracted the above-mentioned loans on behalf of Avanquest Software, a loan agreement, mirroring the commitments made by Claranova to the banking pool, has been concluded between Claranova SE and Avanquest Software.

At June 30, 2023, the ratio of consolidated free cash flow to consolidated debt servicing was greater than 1. Commitment respected for FY 2022-2023

The ratio of consolidated net financial debt to EBITDA was greater than 3 at June 30, 2023 and as such in breach. The company recalculated post-capital increase in accordance with the remediation clause provided for in the loan agreement. Based on this new calculation, the Company's commitment to the ratio of consolidated net debt to EBITDA was once again in compliance.

27.3 Other financial liabilities

Promissory Note

The financing rate and maturity of the Promissory Notes were renegotiated on July 1, 2022.

The initial rate of 4.50% was reduced to 3.50% and the maturity date, originally set at 10 years, was amended to October 31, 2025. Interest is payable annually.

The debt of €15 million at June 30, 2023 was offset after the fiscal year-end in connection with the capital increase of July 17, 2023 (See Note 35).

Accounting method

The promissory notes are debt instruments recognized in accordance with IFRS 9 classified as financial liabilities.

The 10-year promissory notes are carried at amortized cost at a 4.5% EIR, with the early redemption option incorporated directly into the debt recognition schedule.

The 12-month promissory notes for US$1.7 million are accounted for under IFRS 9 as debt at amortized cost of 4.5% EIR.

The 12-month the promissory note for US$7.7 million is accounted for using the split accounting method. Following negotiations with the beneficiary, it is likely that as of December 31, 2021 the debt will be repaid in cash in February. This debt was repaid in cash after the end of the reporting period (See Note 34.4 of this Chapter). This promissory note is accounted for as a hybrid instrument consisting of a financial debt at amortized cost with a maturity of four months and an EIR of 4.5%, with two derivative instruments at fair value recognized in profit or loss, i.e. the conversion option and an additional 8-month extension option. Both derivatives were valued at zero.

Financial impact on the period

On issue, the fair value of the promissory notes was €23.6 million corresponding to the fair value of the securities received in exchange.

As of June 30, 2023, the amount of the principal was €15 million, impacted by a foreign exchange difference of €0.03 million. Accrued interest not yet due represents an expense of €0.5 million.

27.4 Financial and market risks

Liquidity risk

The Group's cash position at June 30, 2023 amounted to €67 million. Borrowings and other financial liabilities totaled €179 million, including €70.9 million linked to the OCEANE bonds issued to Heights Capital Management Inc. On that basis, the Group's net debt at June 30, 2023 amounted to €112 million.

The Group's capacity to meet its repayment obligations, in particular for loans and commitments incurred by the parent company, is closely linked to cash flows generated by the subsidiaries operating the PlanetArt and Avanquest businesses. In consequence, an abrupt interruption in the growth of these activities or a sudden and significant deterioration in their profitability could adversely affect the Group's ability to make repayments and its debt capacity.

The Group is currently in discussions to restructure its OCEANE debt, subscribed in August 2021, which includes a prepayment option at the initiative of the investor on the third anniversary date of the issue (August 16, 2024) of €93 million, in order to ensure its continuity as a going concern. These discussions were still in progress at the end of the reporting period.

These circumstances could potentially give rise to a material uncertainty as to the Group's ability to continue as a going concern.

For information, the cash position at September 30, 2023 was €30 million (including ORNANE redemption in July 2023 - See Note 35).

Impact of changes in the subsidiaries' main currencies

Fiscal year ended June 30, 2023 *(in € million)*	Impact on revenue			Impact on recurring operating income			Impact on equity		
	actual exchange rate	-10%	+10%	actual exchange rate	-10%	+10%	actual exchange rate	-10%	+10%
USD	299.2	(29.9)	29.9	(0.9)	0.1	(0.1)	(93.9)	9.4	(9.4)
GBP	103.1	(10.3)	10.3	9.5	(0.9)	0.9	41.5	(4.2)	4.2
CAD	76.2	(7.6)	7.6	16.4	(1.6)	1.6	(31.8)	3.2	(3.2)

Interest rate risk

At June 30, 2023, the Group had €150 million in fixed-rate debt and €26 million in floating-rate debt. For that reason, the Group's exposure to interest rate risk is limited.

Equity risk

The Group's cash is mainly invested in risk-free money market investments and its ORNANE bonds.

The Group only holds 482,433 treasury shares as of June 30, 2023, and therefore has only low exposure to equity risk.

Note 28 Other non-current liabilities

Other non-current liabilities are those not directly related to the operating cycle of the Group and whose term is expected to be greater than 12 months.

These liabilities amounted to €8.0 million and mainly comprised:

- balance sheet accruals for retirement termination benefits in the amount of €0.7 million (as described in Note 12);
- a debt of €0.4 million representing the fair value of subscription warrants granted to a commercial partner of myDevices (as described in Note 25.2);
- a debt of €6.5 million in connection with the commitment to buy out minority interests in PlanetArt LLC (reclassified from other financial liabilities).

Note 29 Other-current liabilities

Other non-current liabilities are those not directly related to the Group's operating cycle and whose term is expected to be less than 12 months.

(in € million)	06/30/2023	06/30/2022
Tax liabilities	2.1	1.4
Employee-related payables	8.5	8.0
Deferred income	6.4	7.0
Other[1]	10.3	4.8
TOTAL OTHER CURRENT LIABILITIES	**27.3**	**21.2**

(1) Including notably the deferred acquisition-related payment of €5.5 million for PDF Forge and €2.9 million for the SCEP debt (reclassified from other financial liabilities), plus traffic acquisition costs invoiced by partners with a time lag.

Note 30 Trade payables and related accounts

Trade payables amounted to €46.0 million at June 30, 2023 compared to €56.3 million one year earlier.

The main change concerned the PlanetArt division, which, as a reminder, in FY 2021-2022 acquired certain supplies to prepare for its traditional end-of-year peak season as well as uncertainties linked to the geopolitical context.

Note 31 IFRS 5 classification of Avanquest's non-core activities

Assets and liabilities held for sale break down as follows:

(in € million)	06/30/2023
Goodwill	-
Intangible assets	-
Property, plant and equipment	-
Right-of-Use of property, plant and equipment	-
Financial assets	0.1
Other non-current liabilities	-
Deferred tax assets	-
Non-current assets	**0.1**
Financial assets (less than one year)	-
Inventories and work-in-progress	0.4
Trade receivables and related accounts	1.0
Current tax assets	-
Other current receivables	-
Cash and cash equivalents	-
Current assets	**1.4**
TOTAL ASSETS	**1.5**

(in € million)	06/30/2023
Share capital	-
Share premium and consolidated reserves	-
Net income attributable to owners of the Company	-
Equity attributable to owners of the parent company	**-**
Non-controlling interests	-
Total equity	**-**
Non-current lease liabilities	-
Non-current financial liabilities	-
Deferred tax liabilities	-
Non-current provisions	-
Other non-current liabilities	-
Total non-current liabilities	**-**
Current provisions	-
Current lease liabilities	-
Current financial liabilities	-
Trade payables and related accounts	1.2
Current tax liabilities	-
Other-current liabilities	0.4
Current liabilities	**1.6**
TOTAL EQUITY AND LIABILITIES	**1.6**

Note 32 Summary of financial and operating assets and liabilities

	06/30/2023		Breakdown by instrument	
(in € million)	Carrying amount	Fair value	Fair value through profit or loss	Debt at amortized cost
Other non-current financial assets	1.1	1.1	1.1	-
Inventories and work-in-progress	20.4	20.4	20.4	-
Other non-current assets	-	-	-	-
Trade receivables and related accounts	9.8	9.8	9.8	-
Other current assets	14.1	14.1	14.1	-
Other current financial assets	-	-	-	-
Cash and cash equivalents	66.8	66.8	66.8	-
TOTAL ASSETS	**112.2**	**112.2**	**112.2**	**-**
Borrowings and financial liabilities (>1 year)	85.0	85.0	2.3	82.7
Other non-current liabilities	8.0	8.0	8.0	-
Borrowings and financial liabilities (<1 year)	93.8	93.8	-	93.8
Trade payables	45.9	45.9	45.9	-
Other-current liabilities	29.4	29.4	29.4	-
TOTAL LIABILITIES	**262.1**	**262.1**	**85.5**	**176.6**

	06/30/2022		Breakdown by instrument	
(in € million)	Carrying amount	Fair value	Fair value through profit or loss	Debt at amortized cost
Other non-current financial assets	1.3	1.3	1.3	-
Inventories and work-in-progress	22.0	22.0	22.0	-
Other non-current assets	0.8	0.8	0.8	-
Trade receivables and related accounts	8.3	8.3	8.3	-
Other current assets	15.9	15.9	15.9	-
Other current financial assets	0.2	0.2	0.2	-
Cash and cash equivalents	100.3	100.3	100.3	-
TOTAL ASSETS	**148.9**	**148.9**	**148.9**	**-**
Borrowings and financial liabilities (>1 year)	148.9	148.9	0.9	148.0
Other non-current liabilities	1.6	1.6	1.6	-
Borrowings and financial liabilities (<1 year)	22.6	22.6		22.6
Trade payables	56.3	56.3	56.3	-
Other-current liabilities	23.1	23.1	23.1	-
TOTAL LIABILITIES	**252.5**	**252.5**	**81.9**	**170.6**

Notes to the Statement of cash flows

Note 33 Comments on the Statement of cash flows

33.1 Operating activities

Net borrowings costs

Borrowing costs of €5.0 million included loan interest (ORNANE, Euro PP, OCEANE, Promissory Notes, Personal Creations acquisition financing and the development of the PlanetArt business, a myDevices loan from a commercial partner of €1.5 million euros, €1.2 million, €2.2 million, €0.5 million, €0.8 million and €0.1 million euros respectively), as well the IFRS 16 expense of €0.4 million reclassified as financial flows, and income from financial investments of €0.2 million related to operations.

The change in debt at amortized cost concerns ORNANE and OCEANE bonds for €2.3 million, recognized under financial income.

2

Other items with no impact on the cash position or not related to operations

Other items with no impact on the cash position or not related to operations break down as follows:

(in € million)	FY 2022-2023 (12 months)	FY 2021-2022 (12 months)
NON-CASH ITEMS:		
ORNANE (spread of issue costs)	0.2	0.2
OCEANE (spread of issue costs)	16.0	9.9
Amortization of borrowing fees for other debts	0.4	0.2
Miscellaneous (mainly unrealized foreign exchange losses)	3.2	(2.1)
ITEMS NOT RELATED TO OPERATING ACTIVITIES:		
Acquisition-related expenses for *I See Me!* and linked to the additional acquisition of the Avanquest division		1.2
IMPACT OF OTHER ITEMS WITH NO IMPACT ON THE CASH POSITION OR NOT RELATED TO OPERATIONS	**19.8**	**9.4**

Changes in working capital requirements

The change in working capital of €12.9 million originated primarily from the PlanetArt division.

33.2 Investing activities

Acquisitions analyzed by the Group as asset acquisitions within the meaning of IFRS 3R are included in investing activities as acquisitions of intangible assets and property, plant and equipment. Acquisitions analyzed by the Group as a business combination within the meaning of IFRS 3R are included in changes in the scope of consolidation.

Acquisition of intangible assets

Intangible assets were acquired in the period in the amount of €8.6 million. These correspond to:

- €5 million of capitalized research and development expenditures for the Group's three divisions, in connection with several development projects in progress;
- €3.6 million for the acquisition of Scanner App technology.

Acquisition of property, plant and equipment

Property, plant and equipment acquired during the year amounted to €2.2 million, including €2.0 million for the PlanetArt division and €0.2 million for the Avanquest division.

Acquisition of financial assets

Financial assets acquired in the amount of €0.01 million as of June 30, 2023 consist mainly of deposits and guarantees paid by the Avanquest division.

Impact of changes in scope

The impact of changes in scope breaks down as follows:

(in € million)	FY 2022-2023 (12 months)	FY 2021-2022 (12 months)
Net cash flow from the acquisition of PDF Forge	(19.0)	-
Net cash flow from acquisitions within PlanetArt LLC[1]	(0.7)	-
Net cash flow from the acquisition of "*I See Me!*" assets by PlanetArt LLC	(1.5)	(13.0)
Net cash flow from the acquisition of the PlanetArt LLC minority division minority interests	-	(13.5)
Net cash flow from the acquisition of the Avanquest division minority interests	-	(47.8)
Net cash flow from the acquisition of the myDevices capital increase	-	1.7
Net cash flow from the derecognition of LastCard as a fully consolidated subsidiary	-	(0.8)
IMPACT OF CHANGES IN SCOPE NET OF DISTRIBUTIONS TO MINORITY SHAREHOLDERS	**(21.2)**	**(73.4)**

(1) In FY 2020-2021, PlanetArt acquired certain assets and liabilities relating to the CafePress business. The Group analyzed the acquisition of the CafePress business assets as a business combination as defined under IFRS 3R (see Note 16 of this Chapter).

33.3 Financing activities

Cash inflows relating to borrowings

Cash inflows from borrowings in the consolidated cash flow statement amounted to €19.2 million, and represent borrowings to finance the pdfforge acquisition (See Note 27.2.)

Cash outflows relating to borrowings

Cash outflows consist of:

- the net impact of IFRS 16 (lease payments, repayment of the debt and interest) for €4.2 million;
- repayment of promissory notes in the amount of €5.2 million.
- repayment of the Landesbank SaaR loan in the amount of €1.4 million
- repayment of the BPI loan in the amount of €2.2 million;
- the repayment of a portion of the Personal Creations acquisition loan for €7.2 million;
- interest payment in the amount of €1.5 million on ORNANE bonds, €1.2 million on Euro PP bonds and €2.3 million on OCEANE bonds.

Other information

Note 34 Off-balance sheet commitments

34.1 Off-balance sheet commitments on acquisitions, equity interests and loans

COMMITMENTS AND GUARANTEES GIVEN

Beneficiaries	Company	Date	Type	Amount	Limits	Period
Acquirer of Avanquest Software Publishing Ltd	Claranova SE	04/30/2016	Share transfer agreement	Guarantee granted for the amount of losses, guarantees, costs and expenses provided for in some cases by the transfer agreement.	£750,000, plus the amount of the earn-out clause. Floor: • £ 2,500 if called for a single claim; • £25,000 if called for several claims.	Tax receivables: 7 years from the transaction completion date, i.e. until 04/30/2023.
Managers of PlanetArt LLC	PlanetArt LLC	11/08/2012	Conversion options.	10% of the shares for each beneficiary.	Since November 8, 2012, the managers of PlanetArt LLC, Roger Bloxberg and Todd Helfstein, have been granted shares in the capital of this company without voting rights and with financial rights and a conversion option conferring to each a right to 10% of the capital of PlanetArt LLC in the event of a potential liquidity event or a departure of these managers under certain conditions. This agreement was reviewed on September 4, 2017 in order to lay down the implementation conditions and transfer the rights to their respective trusts.	
Euro PP bondholders	Claranova SE	06/25/2019	Claranova commitments to maintain the annual consolidated net financial debt/EBITDA ratio strictly below 3.5 and annual EBITDA above zero. Cross-default clause (default of payment, event of default).	In the event of non-compliance with its financial commitments, bond holders could demand early redemption.	Bond issue of € 19,655,000.	For as long as the bonds are outstanding, i.e. until 06/27/2024, at the latest.

Beneficiaries	Company	Date	Type	Amount	Limits	Period
Cathay Bank[1]	PA LLC and PA International Holding Inc.	07/24/2019	Covenant on the Cathay loan obtained to finance the acquisition of Personal Creations: Cash / Loan Balance > 1.25; Net Asset Value (PA LLC + PA Ltd) > US$10 million; average EBITDA over the last four quarters (PA LLC + PA Ltd) / Repayment of the loan over the quarter >1.5[1].	If financial commitments are not met, the bank may request early repayment.	A US$17,562,500 bank loan and a US$5,625,000 revolving loan (fully repaid to date).	Until the expiry of the credit lines on 11/30/2026
Partner of Upclick Malta Ltd and UC Distribution LLC (9213015 Canada Inc.)	Claranova SE	12/14/2021	Parent company guarantee with Adyen NV, a service provider for the Avanquest division.	Relating to the effective fulfillment of all obligations and responsibilities of the Group entities concerned in connection with the service contract.	Up to €2.5 million.	Until such time as the contract is terminated
Lafayette Investment Holdings LLC	Claranova SE	07/01/2022	Liquidity, change of control and change of CEO clauses.	Net proceeds received > US$20m from (i) the issue of (x) shares, (y) debt securities giving access to shares in the Company, or (z) debt securities, or (ii) drawing down a bank credit line (excluding in particular any proceeds resulting from an agreement to finance acquisitions excluded from the calculation of this threshold), sale of assets in return for total proceeds > US$40m, departure of the CEO.		Until the contract maturity date.

(1) Covenants respected as of June 30, 2023.

Earn-out clauses

The pdfforge GmbH's acquisition by Avanquest Software SAS was completed on July 1, 2022, on the basis of cash consideration of €19 million, plus additional consideration of €5.5 million on July 1, 2023, subject to non-compete or non-solicit obligations on the part of the sellers. This contingent consideration will be paid in H2 2023-2024.

The acquisition of Scanner App LLC's assets includes an earn-out clause of between 0 and €0.6 million, calculated on the basis of revenue generated. This contingent consideration, which ultimately amounted to €0.6 million, will be paid in H1 2023-2024.

34.2 Pledges granted

PlanetArt LLC granted a pledge over 65% of the shares held in its British subsidiary, PlanetArt UK LTD, to guarantee the US$3 million revolving credit facility and the US$12 million 4-year loan secured on July 24, 2019, for the acquisition of the Personal Creations assets.

PlanetArt LLC and Avanquest North America LLC also granted a pledge over all their tangible assets (plant, inventory, cash, etc.) for the purposes of this financing.

In connection with the loans obtained by PlanetArt LLC from Cathay Bank, PlanetArt International Holdings Inc. replaced Avanquest North America LLC as co-borrower. The pledge now covers the assets of PlanetArt LLC and PlanetArt International Holdings Inc.

The pdfforge GmbH's acquisition by Avanquest Software SAS was completed on July 1, 2022, on the basis of cash consideration of €19 million, plus additional consideration of €5.5 million on July 1, 2023, subject to non-compete or non-solicit obligations on the part of the sellers. The financing is provided by a €10 million loan obtained by Avanquest Software SAS from BPI France and a €20 million loan contracted by Claranova SE with a group of five banks, on behalf of its subsidiary. A pledge on the shares of Avanquest Software SAS and the shares of Claranova Development SARL has been granted for this purpose.

34.3 Commitments and guarantees received

Under the terms of the agreement, in January 2022, PlanetArt LLC undertakes to buy back the minority interests of Société Commune Européenne de Participation (SCEP) in the amount of 437 preferred shares, at a price of US$85,840 as defined by the agreement.

Rent guarantee issued by BNP PARIBAS to SCI des Vaux, the lessor of Avanquest Software SAS' new premises, for a maximum amount of €0.2 million for the duration of the lease.

Note 35 Subsequent events

35.1 Redemption of ORNANE bonds

Claranova has repaid its ORNANE bonds in cash on maturity, i.e. July 1, 2023, for an amount totaling €29 million (including interest for the period).

35.2 Capital increase on July 17, 2023

On June 16, 2023, the Company launched a capital increase (Prospectus No. 23-219 approved by the AMF on June 15, 2023, the "Initial Offer"), which was suspended on June 20, 2023 by a ruling of the President of the Commercial Court of Nanterre rendered on the same day as a precautionary measure on an ex parte basis at the request of 10422339 Canada Inc., 6673279 Canada Inc. and the Dadoun Family Trust governed by the laws of Quebec, as shareholders of the Company, who requested the suspension of the capital increase until a decision on the merits of the rights issue had been rendered.

This suspension of the Initial Offering was the subject of an inter partes summary hearing held on June 23, 2023 before the Nanterre Commercial Court, following which the President of the Nanterre Commercial Court issued a summary order on June 30, 2023 ruling, and notably that there were no grounds to suspend completion of the Initial Offering unequivocally, and ordered the Canadian plaintiffs, namely the Quebec companies 10422339 CANADA Inc. and 6673279 CANADA Inc. and the Quebec trust the DADOUN FAMILY TRUST, to pay in solidum CLARANOVA the sum of €60,000, BRYAN GRANIER SECURITIES the sum of €5,000, and LAFAYETTE INVESTMENTS HOLDING, a U.S. company, the sum of €2,000, plus costs.

However, because this summary order was issued the day after the expiration date of the prospectus relating to the Initial Offer, the Company had no choice but to declare the Initial Offer null and void.

In consequence, in order to strengthen shareholders' equity and simplify and optimize the Company's debt structure, the Company proceeded with this capital increase in the amount of €20 million under conditions similar to those of the Initial Offer. This new offering was carried in the form of a capital increase by way of an offer to the public with a priority period for its existing shareholders on an irreducible basis only (the "Reinitiated Offer").

The Reinitiated Offering is described in greater detail in the corresponding securities note ("Note d'Opération)) filed with the AMF on June 30, 2023.

Its completion on July 17, 2023 generated gross proceeds €18.51 million, including €2.7 million subscribed to on an irreducible basis (à titre irréductible) under a priority period for existing shareholders of the Company, €0.15 million for the public offering (excluding the priority period) and €15 million under the commitment to subscribe by offsetting the Promissory Note of Lafayette Investment Holdings. Post-capital increase, shareholders' equity was once again positive at €1.3 million.

Despite the ruling in Claranova's favor by the Nanterre Commercial Court, in the Company's view these legal proceedings have caused considerable damage, and namely the Reinitiated Offer out at a price lower than initially planned resulting in greater dilution for all existing shareholders, the Company was prevented from reconstituting its shareholders' equity at June 30, 2023, it incurred significant legal costs, an adverse impact on the normal use of its resources and reputational damage.

35.3 Completion of the disposal of Avanquest's non-core activities in Europe.

In a press release dated October 19, Avanquest announced the completion of the sale of its non-core activities in Europe in the paper distribution and architectural software sectors (marketed mainly under the Architect 3D brand).

A purchase agreement for the sale of the Micro Application business was signed on October 4, 2023, with effect from October 1 , 2023.

On October 13, 2023, an agreement was signed to sell the Home Design software business to Encore Software LLC, a long-standing partner of Avanquest specializing in consumer software.

35.4 Legal proceedings

In a ruling issued on October 12, 2023 on a motion filed by the Dadoun Family Trust, 6673279 Canada Inc. and 10422339 Canada Inc. Claranova SE and the officers of the Shareholders' Meeting of November 30, 2022 were summoned by the President of the Nanterre Commercial Court to appear at a hearing on October 26, 2023. The plaintiffs have requested that the Nanterre Commercial Court:

- find unlawful the deprivation of a portion of the plaintiffs' voting rights on decision of the officers of the General Meeting on November 30, 2022;
- render void all resolutions approved by the General Meeting on September 4, 2023 and order all necessary restitutions;
- order the officers of the General Meeting of November 30, 2022 to compensate the plaintiffs for the moral and financial loss they claim to have suffered estimated by them at €180,000; and
- order Claranova SE to pay compensation for the reputational damage allegedly sustained by the plaintiffs, which they claim amounts to €500,000.

Pending the outcome of these proceedings, the same plaintiffs, namely the Dadoun Family Trust, 6673279 Canada Inc. and 10422339 Canada Inc., obtained permission on October 17, 2023 from the President of the Commercial Court to summon Claranova SE to appear in summary proceedings at the time indicated, at a hearing on October 24, 2023, which was ultimately postponed to November 6, 2023. The plaintiffs have requested President of the Nanterre Commercial Court, inter alia, to:

- find that the deprivation of a portion of the plaintiffs' voting rights observed by the officers of the General Meeting of November 30, 2022 represents a blatant infringement of the law and an imminent threat of damage;
- suspend the effects of the deprivation of voting rights established by the officers of the General Meeting on November 30, 2022 in respect of the plaintiffs;
- order the appointment of an ad hoc representative to ensure that the plaintiffs are able to exercise their full voting rights at the forthcoming General Meeting on November 29, 2023.

Note 36 Other information

36.1 Group headcount

The number of employees at June 30, 2023 declined marginally from one year earlier As of June 30, 2023, Claranova Group had 789 employees (versus 809 as of June 30, 2022).

Headcount by country

Headcount by country	France	United States	China	Canada	Other European countries	Total
06/2022	51	472	159	123	4	809
06/2023	52	447	146	115	29	789

36.2 Significant change in the issuer's financial or trading position

Since the approval of the consolidated financial statements for the year ended June 30, 2023, apart from the events disclosed in Note 35, there have been no significant changes in the financial or trading position.

36.3 Investments including research and development expenses

Main investments

The main investments made over the past three fiscal years concern acquisitions and marketing expenses.

The Claranova group has continued its research and development efforts over the past few years. In FY 2022-2023, gross research and development expenses amounted to €42million, or 10% more than last year, which included notably €29 million for PlanetArt's activities. Research and development expenditure relates to the development of new products and functionalities. In accordance with IAS 38 criteria, some of these costs have been capitalized (See Note 17).

These investments are mainly financed by the Group's own cash resources.

Main current investments

The above investments will continue in FY 2022-2023. PlanetArt is continuing to develop and identify effective customer acquisition channels to drive further market share gains. Avanquest also plans to continue investing in its growth.

Claranova continues to invest in myDevices, both to roll-out its turnkey solutions to its network of partners and their customers, but also to develop tailored platforms for its major current and prospective customers.

The Group is continuing to invest to develop and strengthen the Group's strategy, in particular for the Avanquest division, in line with the acquisition of pdfforge GmbH on July 1, 2022 (See Note 3).

Main investments planned in the future

The main investments planned in the future will be in line with the development of the Group's activities in recent years. The Group will continue to invest significantly in R&D and marketing. Note that planned investments do not constitute firm commitments and that they are assessed on a daily basis in light of acquisition costs observed in the market and their estimated future profitability based on internal indicators. The Company is also continuing to consider investment opportunities in external growth.

36.4 Real estate assets

Property, plant and equipment

Property, plant and equipment owned by the Group are limited to various installations, facilities, office equipment and hardware.

All premises of the Company and its subsidiaries are leased. The only significant expenses incurred are rent and service charges. Rental commitments are presented in the note on leases (See Note 19).

Environmental issues

Claranova, by the nature of its business, is not directly subject to environmental considerations. Environmental constraints therefore do not affect the use of the Company's property, plant and equipment, which are not significant enough to warrant environmental concerns.

36.5 Other profit-sharing and employee share ownership agreements

Employee share ownership agreements

Claranova SE employees benefit from statutory provisions with regard to profit-sharing. No provisions or payments were made in respect of incentive or profit-sharing plans in FY 2022-2023.

Employee profit-sharing agreements

Other than the stock option and share subscription warrant plans detailed in Note 25.2, no employee share ownership plans concerning Claranova SE shares have been implemented.

36.6 Principal transactions with related parties

Apart from compensation paid to members of the management and administrative bodies, to Claranova SE's knowledge, there are no agreements, other than those relating to current transactions entered into under normal conditions, executed directly or by an intermediary, between a Board member or shareholder holding over 10 % of the voting rights of Claranova SE and a company in which Claranova SE holds, directly or indirectly, more than half of the share capital.

2.6 Statutory Auditors' report on the consolidated financial statements

Fiscal year ended June 30, 2023

This is a free translation into English of the issued in French and is provided solely for the convenience of English speaking readers. It includes information specifically required by French law in such reports, whether qualified or not. This information is presented below in the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. This report also includes information relating to the specific verification of information given in the management report and in the documents addressed 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 Claranova SE General Meeting,

Opinion

In compliance with the engagement entrusted to us by your general meetings we have audited the accompanying the consolidated financial statements of Claranova for the year ended June 30, 2023.

In our opinion, the consolidated financial statements give a true and fair view of the results of the operations of the group for the year then ended and of its financial position and its assets and liabilities as at June 30, 2023 in accordance with International Financial Reporting Standards (IFRS) as adopted by the European Union.

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

Basis for Opinion

Audit framework

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

Our responsibilities under those standards are further described in the section "Statutory Auditors' responsibilities for the audit of the consolidated financial statements" of this report.

Independence

We conducted our audit in compliance with independence rules applicable to us in accordance with the French commercial code (code de commerce) and the French code of ethics for statutory auditors, for the period from July 1, 2022 to the issue date of our report and in particular we did not provide any non-audit services prohibited by Article 5 (1) of Regulation (EU) No 537/2014.

Material uncertainty with respect to the assumption of going concern

Without qualifying the opinion expressed above, we draw your attention to the material uncertainty relating to events or circumstances that may affect the assumption of going concern described in note 27.4 to the consolidated financial statements.

Justification of our assessments – Key Audit Matters

In accordance with the requirements of Articles L. 823-9 and R. 823-7 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, and in addition to the matter described in the section "Material uncertainty relating to the going concern assumption", 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 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. We do not provide a separate opinion on specific items of the consolidated financial statements.

Measurement of goodwill

Risk identified	Our response
Goodwill at June 30, 2023 amounted to €97.1 million. Note 3.6.16 "Goodwill" to the consolidated financial statements describes the methods used to measure goodwill and indicates that goodwill is tested for impairment annually and whenever there is an indication that the cash-generating unit may be impaired. In addition, the assessment of the recoverable amount of goodwill is based on significant judgments and assumptions, concerning notably: ● future cash flows; ● the discount and long-term growth rates used to produce these cash flow projections. As a change in these assumptions could alter the recoverable amount of goodwill, and given its significance in the financial statements, we considered the measurement of goodwill to be a key audit matter.	Management provided us with the impairment test for the Avanquest and PlanetArt divisions. With the assistant of our expert appraisers integrated into the audit team, we reviewed the assumptions made and focus our work on the following items: ● key assumptions used to determine cash flows and long-term growth rates for cash flows: we have assessed the consistency of these assumptions with respect to your group's historical performance and operating budgets approved by management for the coming year, integrating growth forecast for subsequent years; ● discount rates: we assessed the relevance of the rates used in relation to the relevant benchmarks; ● sensitivity analyses performed by management: we examined the sensitivity calculations performed by management to assess whether a change in assumptions could lead to the recognition of a significant impairment of goodwill. We also assessed the appropriateness of the disclosures provided in the consolidated financial statements with respect to this matter.

Recoverable nature of deferred tax assets

Risk identified	Our response
As of June 30, 2023, deferred tax assets were recognized in the balance sheet for a net carrying amount of €12.4 million. These deferred tax assets are only recognized when it is likely that your group will have future taxable profits against which these unused tax losses may be offset. Your group established forecasts for taxable income based on business plans drawn up by management over a five-year horizon, as described in the section on "Deferred taxes "in Note 14 "Income taxes" to the consolidated financial statements. The correct valuation of these deferred tax assets depends on the ability of the group's entities to meet the forecasts for taxable income produced by management. We considered the recoverability of deferred tax assets to be a key audit matter given (i) the importance of management's judgments in determining growth assumptions, and (ii) their sensitivity to the ability of the legal entities concerned to utilize these deferred tax assets within a reasonable time frame.	We have assessed your group's ability to benefit from future tax reductions resulting from the use of deferred tax assets. Our procedures were based on taxable profits forecasts of the relevant subsidiaries of your group used to recognize and measure deferred tax assets and consisted of: ● analyzing the appropriateness of the model and assumptions used with respect to applicable local tax rules and local tax reforms; ● reconciling the forecasts used by management to assess the recoverability of deferred taxes with those used to assess the value of equity interests. We also assessed the appropriateness of the disclosures provided in the consolidated financial statements with respect to this matter.

Specific verifications

As required by French law and regulations, we also performed the specific verifications in accordance with professional standards applicable in France, of the information presented in the management report of the Board of Directors.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code is included in the information relating to the group given in the management report, it being specified that, in accordance with the provisions of Article L. 823-10 of this Code, we have verified neither the fair presentation nor the consistency with the consolidated financial statements of the information contained therein which should be reported on by an independent assurance services provider.

Other verifications or information required by law and regulations

Format of the presentation of the consolidated financial statements included in the annual financial report

We 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 annual financial statements 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 responsibility of the Chairman-CEO, complies with the format defined in the European Delegated Regulation 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.

Appointment of Statutory Auditors

We were appointed as statutory auditors of Claranova by the Annual General Meeting held on November 30, 2022 for MAZARS and on November 29, 2018 for ERNST & YOUNG Audit.

At June 30, 2023, MAZARS was in the first year and ERNST & YOUNG Audit in the fifth year of their respective uninterrupted engagements.

Ernst & Young Audit previously served as statutory auditor from 2006 to 2012 and Ernst & Young et Autres previously served as statutory auditor from 2013 to 2018.

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 (IFRS) 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 its 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 have been approved by the Board of Directors.

Statutory auditors' responsibilities for the audit of the consolidated financial statements

Objective and audit approach

Our role is to issue a report on the consolidated financial statements. Our objectives are 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 taken on the basis of these financial statements.

As specified by Article L. 823-10-1 of the French Commercial Code (Code de Commerce), the scope of our statutory audit does not include assurance on the future viability of the Company or the quality with which Company's management has conducted or will conduct the affairs of your company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditors exercise professional judgment throughout the audit and furthermore: They also:

- Identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of Internal Control;
- Obtain an understanding of 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;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the consolidated financial statements;
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If we conclude that a material uncertainty exists, we draw attention in our audit report to the related disclosures in the consolidated financial statements or, if such disclosures are not provided or inadequate, we modify our opinion;
- Evaluate the overall presentation of the consolidated financial statements and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation;
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities included in the consolidation scope to express an opinion on the consolidated financial statements. The Statutory Auditors are responsible for the management, supervision and performance of the audit of the consolidated financial statements and for the opinion expressed thereon.

Report to the Audit Committee

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

Our report to the Audit Committee includes information about 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. We describe these matters in the audit report.

We also provide the Audit Committee with the declaration referred to in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as defined in particular by articles L. 822-10 to L. 822-14 of the French commercial code ("code de commerce") and in the French Code of ethics for statutory auditors. Where appropriate, we discuss with the audit committee the risks that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

Paris-La Défense, October 31, 2023

The Statutory Auditors

French original signed by:

Mazars	**Ernst & Young Audit**
Bruno Pouget	Jean-Christophe Pernet

3

Corporate governance

This chapter includes the main part of the Board of Directors' report to the General Meeting. It reports on the composition and organization of Claranova SE's Board of Directors, its application of the principle of gender balance and the policy on corporate officer compensation and the components thereof. It has been prepared in accordance with the French Commercial Code and the regulations of the French Financial Market Authority (Autorité des Marchés Financiers or "AMF"), on the basis of the work and procedures performed by the Claranova SE's Legal and Finance Departments. It was approved by the Board of Directors on October 30, 2023.

In the interest of increased transparency and public disclosure requirements and in accordance with the provisions of Article L. 22-10-10 of the French Commercial Code, the Company refers to the Middlenext Corporate Governance Code for small and mid-caps published in September 2016 ("the Middlenext Code") and updated in September 2021 and approved as a reference code by the AMF. This Code can be consulted on the Middlenext website (www.middlenext.com).

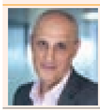
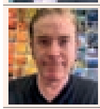
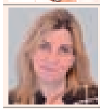
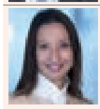
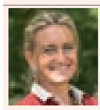
A table of concordance between this Universal Registration Document and the corporate governance report in accordance with the provisions of articles L. 225-37 and L. 22-10-8 of the French Commercial Code is available on page 214 of this document.

3.1 Governance bodies

The composition of the Board of Directors and its Committees is updated as of the date of filing of this document with the AMF.

3.1.1 Board of Directors

Composition and organization of the Board of Directors

	Name	Nationality	Age	Governance bodies: Board	AC	ACC	CSRC	Shares(1)	Board member's term of office: Start of current term of office	End of current term of office(3)	Conditional end(4)
	Pierre Cesarini		61	✓				2,561,289	12/13/2018 (2)	06/30/2024	06/30/2027
	Roger S. Bloxberg		58	✓				50,020	05/24/2022	06/30/2024	06/30/2027
	Viviane Chaine-Ribeiro		70 (5)	✓		✓	✓	3,300	03/08/2021	06/30/2026	06/30/2025
	Christine Hedouis		53	✓	✓			0	12/10/2020	06/30/2026	06/30/2024
	Francis Meston		62	✓			✓	52,840	07/29/2020	06/30/2026	06/30/2024
	TECH-IA IMPACTINVEST, represented by Luisa Munaretto		56	✓				0	07/22/2015 (6) 12/13/2018 (6)	06/30/2024	06/30/2023
	Gabrielle Gauthey		61	✓	✓			0	09/04/2023 (7)	06/30/2029	06/30/2027
	Craig Forman		62	✓		✓		0	09/04/2023 (8)	06/30/2029	06/30/2027

(1) Number of Company shares held directly or indirectly in the Company at September 4, 2023.
(2) Chairman of the Board of Directors, Chief Executive Officer: December 13, 2018.
(3) Offices expire at the end of the General Meeting called to approve the financial statements for the previous fiscal year and held in the year in which the term of office of said Board members ends in accordance with French law.
(4) Subject to the adoption of the following resolutions submitted to the Annual General Meeting of November 29, 2023: (i) the 31st resolution relating to the reduction of directors' terms of office to four years and (ii) as regards Pierre Cesarini and Roger Bloxberg, the 32nd and 33rd resolutions relating to the renewal of their respective terms of office.
(5) The Board of September 20, 2023, in view of the decisions adopted by said Board to appoint:
(i) Viviane Chaine-Ribeiro as Chair of the Board of Directors, with effect from and subject to the adoption of the amendment to the fourth paragraph of Article 14 of the Company's Articles of Association by the Extraordinary General Meeting of November 29, 2023, raising the age limit for this office to seventy-five (75) years, and (ii) Viviane Chaine-Ribeiro or any company she may own as a member of Claranova Development's management committee, has determined that Viviane Chaine-Ribeiro no longer qualifies as an independent director.pdfforge
(6) Luisa Munaretto: July 22, 2015. Representative of TECH-IA IMPACTINVEST: December 13, 2018.
(7) Gabrielle Gauthey was appointed by the Ordinary General Meeting of September 4, 2023.
(8) Craig Forman was appointed by the Annual General Meeting of September 4, 2023.
Contact address for Board members: c/o Claranova SE, Immeuble Adamas, 2 rue Berthelot, CS 80141, 92414 Courbevoie Cedex, France.

Qualifications

Leadership	Marketing
Management	Risk management
Investment	Governance of listed companies
International experience	M&A
Technology	Finance

Governance bodies

Board	Board of Directors
AC	Audit Committee
ACC	Appointments and Compensation Committee
CSRC	Specialized committee on corporate employee-related, social, societal and environmental responsibility

✓ Independent member as defined by Middlenext

✓ Non-independent member

9	88%	50%	63%	3 years	60
Meetings in 2022-2023(1)	Participation(1)	Women(2)	Independent members(2)	Average length of service(2)	Average age of Board members(2)

(1) Figures as of June 30, 2023. (2) Data as of the date of this document.

Appointment

Members of the Board of Directors are appointed, reappointed or dismissed by the Ordinary General Meeting and are always eligible for re-appointment. Board members are currently appointed for six-year terms. A proposal will be submitted to the Extraordinary General Meeting of November 29, 2023 to reduce the directors' term of office to four years, to bring it into line with best corporate governance practices. Terms of office expire at the close of the Ordinary General Meeting held in the year in which they are due to expire. The rules governing the appointment and replacement of members of the Board of Directors are those set out in prevailing legislation.

In the 6th resolution, the General Meeting of Claranova SE of November 30, 2022 ratified the Board of Directors' cooptation of Roger Bloxberg as a member of the Board of Directors for the remainder of the term of his predecessor, Chahram Becharat, i.e., until the end of the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2024. Subject to the adoption of the 31st and 33rd resolutions submitted to the Extraordinary General Meeting of November 29, 2023, to reduce directors' terms of office to four years and renew Roger Bloxberg's directorship, Roger Bloxberg's directorship would expire on June 30, 2027.

The General Meeting of Claranova SE of November 30, 2022 by the seventh and eighth resolutions, rejected the proposal to ratify the co-optation of Éric Gareau and Todd Helfstein by the Board of Directors. In consequence thereof, Éric Gareau resigned from the Board of Directors and Todd Helfstein was not reappointed as an Observer (Censeur) of the Board of Directors after the General Meeting. The rejection of these resolutions had no effect on the composition of the Board's committees, and had no negative impact on the Board's compliance with the parity and independence rules subsequent to Claranova SE's Annual General Meeting of Shareholders on November 30, 2022 (42% women and 71% independent members).

Claranova SE' General Meeting of November 30, 2022 rejected the resolution proposed by Adanova, the minority shareholder association, for the "Removal of all members of the Board of Directors".

On June 14, 2023, the Board of Directors acknowledged Jean-Loup Rousseau's resignation as member of the Board of Directors as of the same date.

On June 14, 2023, the Board of Directors decided to separate the functions of Chairman of the Board of Directors which was confirmed by the second resolution of the Claranova SE Shareholders' Meeting of September 4, 2023.

The appointment of Gabrielle Gauthey and Craig Forman as members of the Board of Directors for a period of six years, i.e. until the General Meeting called to approve the financial statements for the year ending June 30, 2029, was approved by the General Meeting of Claranova SE shareholders on September 4, 2023, in its 3rd and 4th resolutions respectively. Subject to the adoption of the 31st resolution submitted to the Claranova SE General Shareholders' Meeting of November 29, 2023, relating to the reduction of directors' terms of office to four years, the terms of office of Gabrielle Gauthey and Craig Forman would expire on June 30, 2027.

Claranova SE's General Meeting of September 4, 2023 rejected resolution "A", proposed by the Dadoun Family Trust represented by Michael Dadoun, 6673279 Canada Inc. represented by Michael Dadoun, 10422339 Canada Inc. represented by Daniel Assouline, concerning the appointment of Hubert Tassin as a member of the Board of Directors.

Claranova SE's General Meeting of September 4, 2023 rejected resolution "G" proposed by the minority shareholder association Adanova concerning the removal of Viviane Chaine-Ribeiro as director.

Claranova SE's Annual General Meeting of November 30, 2022 rejected resolution "H" submitted by the minority shareholder association Adanova concerning the removal of Roger Bloxberg from the Board of Directors.

Claranova SE's General Meeting of September 4, 2023 rejected resolution "I", submitted by the minority shareholder association Adanova, concerning the appointment of Caroline Alle-Crocquevieille as director.

Claranova SE's General Meeting of September 4, 2023 rejected resolution "J", submitted by the minority shareholder association Adanova, concerning the appointment of Cyrille Alle-Crocquevieille as director.

The General Meeting of Claranova SE shareholders on November 29, 2023 will be asked, under the terms of the 34th resolution, to appoint Marc Goldberg to the Board of Directors of the Company.

Marc Goldberg is a founding partner of Maslow Capital Partners, and has over 30 years' experience in the media and communications technology sector in Europe and the United States as an industry participant, advisor or investor. He is a graduate of the University of Paris VI and has attended the IHEDN (French Institute of Advanced Studies in National Defense). Marc Goldberg is a related party of Lafayette Investment Holding, a shareholder of Claranova SE holding more than 10% of the share capital as of the date hereof.

A Board of Directors with a high proportion of independent directors and women

The qualification of independent implies the absence of a financial, contractual, family or significant personal relationship with Claranova SE, its Management or its subsidiaries that could alter the independent judgment of the member of the Board of Directors.

On that basis, at the close of the General Meeting of September 4, 2023, 75% of Board members were independent directors.

On September 20, 2023, the Board of Directors determined that Viviane Chaine-Ribeiro no longer qualified as an independent director, in light of (i) the Board's decision to appoint Viviane Chaine-Ribeiro as Chair of the Board of Directors, with effect from and subject to the adoption of the amendment to paragraph four of Article 14 of the Company's Articles of Association by the Extraordinary General Meeting of November 29, 2023, that would raise the age limit for the Board's Chair to seventy-five (75) years, and (ii) the decision to appoint Viviane Chaine-Ribeiro or any company under her control as co-manager of Claranova Development.

Subject to adoption by the General Meeting of Shareholders of Claranova SE on November 29, 2023, of (i) the 31st resolution reducing the term of office of directors to four years, which would result in the termination of the term of office of TECH-IA IMPACTINVEST at the end of the said General Meeting, and (ii) the 34th resolution appointing Marc Goldberg as a director of the Company, the percentage of independent directors would fall to 50% (Gabrielle Gauthey, Craig Forman, Christine Hedouis, Francis Meston). This proportion will remain significantly higher than the number recommended by the Middlenext Corporate Governance Code for small and mid-cap companies (two members).

The Board of Directors would still be in compliance with the derogation provided for in Article L. 225-18-1 of the French Commercial Code concerning the maximum difference of two members between the number of directors of each gender for a Board of no more than eight members, i.e. three women (Gabrielle Gauthey, Christine Hedouis and Viviane Chaine Ribeiro) and five men (Pierre Cesarini, Francis Meston, Craig Forman, Roger Bloxberg and Marc Goldberg).

Conflicts of interest at governance body level

To the Company's knowledge, there are no potential or existing conflicts of interest between the duties of the individuals presented in Section 3.1.2 of this document with regard to Claranova SE and their private interests other than those that may arise in connection with any regulated agreements entered into with the Company addressed in the special report issued by Claranova SE's Statutory Auditors reproduced in Section 3.5 of this document.

Disclosures concerning members of the Board of Directors

During the past five years, no member of the Company's Board of Directors has:

- been convicted of fraud, officially charged with an offense or sanctioned by a legal or regulatory authority;
- been involved in any bankruptcy, receivership or liquidation proceedings as an executive or corporate officer;
- been barred from acting as a member of an administrative or management body, or from participating in the management of an issuer;
- been officially charged with an offense and/or sanctioned by a statutory or regulatory authority (including designated professional bodies).

Disclosures concerning the nature of family ties between members of the management bodies

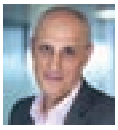
None.

Service contracts granting future benefits

To the Company's knowledge, the agreements described in Section 3.4 of this document are the only agreements currently in effect.

3.1.2 Board members' term of office

Board of Directors



Pierre Cesarini

Chairman of the Board of Directors,

Chief Executive Officer

Experience and expertise

On joining Claranova SE in May 2013 as Chief Executive Officer, Pierre Cesarini's background as a serial entrepreneur and his solid experience in Internet and Digital businesses proved perfectly suited to the Company's entrepreneurial spirit and ambition. He began his career at Apple's Cupertino headquarters in California, where he worked for 10 years and played a key role in the development of the PowerMac. In 1998, he founded TempoSoft, a supplier of Intranet applications for human resources management and planning – the company was purchased by Oracle in 2005. In 2007, Pierre Cesarini became CEO of Atego, a world leader in embedded software. He has also been a professor of management at the École des Mines ParisTech engineering school.

Other offices and positions held in French companies

Chairman:

- Avanquest Software SAS[(1)]
- Elendil SAS

Manager:

- Fangorn SCI
- Amrod SCEA

Offices and positions held in non-French companies

Chairman / Vice-Chairman /Executive Officer:

- Avanquest North America LLC[(1)]

Board Member/ Management Board:

- PlanetArt Holdings Inc.[(1)]
- PlanetArt LLC[(1)]
- PlanetArt Ltd[(1)]
- Avanquest North America LLC[(1)]
- 7270356 Canada Inc. ("Avanquest Software")[(1)]
- 7104189 Canada Inc. ("Lulu Software Holding")[(1)]
- 6785719 Canada Inc. ("Avanquest Canada Management")[(1)]
- Avanquest Poland Sp. z o.o.[(1)]
- EMME Deutschland GmbH[(1)]
- Claranova Development SARL[(1)]
- myDevices Inc.[(1)]

Manager:

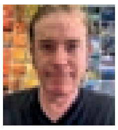
- Isildur SA , Luxembourg
- Valar SA, Luxembourg

Other offices and positions held in other companies in the past five years but not held at the date of this document

Manager:

- Anarion

(1) Group companies.



Roger S. Bloxberg

Member of the Board of Directors

Experience and expertise

Co-founder of Nova Development, Roger S. Bloxberg joined the Group in January 2007 following the acquisition of this company by Avanquest.

Along with Todd Helfstein, he contributed to the launch of PlanetArt's businesses and became its CEO. His areas of expertise include strategic planning, marketing and business development.

Other offices and positions held in French companies

None

Offices and positions held in non-French companies

Chairman / Vice-Chairman /Executive Officer:

- PlanetArt LLC[1]
- PlanetArt International Holdings, Inc.[1]
- Avanquest North America LLC[1]

Board member:

- PlanetArt Holding Inc.[1]
- PlanetArt LLC[1]
- PlanetArt Ltd[1]
- PlanetArt International Holdings, Inc.[1]
- FreePrints India Private Ltd[1] [2]

Other offices and positions held in other companies in the past five years but not held at the date of this document

None

(1) Group companies.
(2) In liquidation.

Viviane Chaine-Ribeiro

Vice-Chair of the Board of Directors

Member of the CSR Committee and Member of the Appointments and Compensation Committee

Experience and expertise

President of Talentia Software, a provider of Finance and HR Software solutions that has invested €60 million in international markets and with extensive knowledge of the software industry for over 30 years. Viviane Chaine-Ribeiro was elected "Woman Entrepreneur of the Year" by the French business magazine, Usine Nouvelle, in 2012. She also served as President of the European and International Commission of the MEDEF, the leading network of entrepreneurs in France and President of the French Federation of Very Small Businesses (FTPE). Viviane Chaine-Ribeiro also actively promotes the position of women in business, particularly in the technology sector as President of the Mentoring Committee Board of the not-for-profit organization, "Women Equity for Growth", and Vice President of the not-for-profit "Women in Leadership". She also created the "Women in the Digital Industry" Commission of Syntec Numérique, the French professional association for the digital industry

Other offices held in French listed companies

- Cafom SA: Director

Other positions held in French companies/French federations

- Institut 2IES: Board member
- MyUnisoft: Director
- MEDEF: Member of the "Statutory and Ethics Committee"
- Lou Clémentine SCI: Manager
- VCR Conseil SA: Chairwoman
- Councilwoman, Lacanau (33680)
- Vice-President of Nouvelle Énergie (political party)

Offices and positions held in non-French companies

- Blue Moon Software SA, Luxembourg: Chair of the Supervisory Board
- Claranova Development SARL, Luxembourg[1] : Manager

Other offices and positions held in other companies in the past five years but not held at the date of this document

- President of Action Logement Immobilier
- FTPE (Fédération des Très Petites Entreprises de France), President
- Member of the Executive Committee and member of the MEDEF Management Board
- MEDEF, Co-President of the European and International Commission
- President of the Syntec Federation
- Générix Group SA, independent member of the Supervisory Board and Chair of the Audit Committee

(1) Group companies.

Craig Forman

Member of the Board of Directors

Chair of the Appointments and Compensation Committee

Experience and expertise

Craig Forman is managing partner of NextNews Ventures, an investment firm in Silicon Valley and New York. He is the former CEO of McClatchy Co. a large local news company in the US, which operates daily newspapers and digital assets in 30 markets in 14 states (The Miami Herald, The Ft. Worth Star-Telegram, The Charlotte Observer,...)..

A graduate of leading universities (Princeton University and Yale Law School), he is a leader in digital transformation, with over 40 years of global experience in technology, media and telecommunications. He has held a variety of general management positions, overseeing finance, personnel, legal, strategy and business development for major groups (The Wall Street Journal, Dow Jones & Co, Time Warner Inc., Yahoo Inc.,...). Over the course of his career, he has developed expertise in IPOs, mergers and acquisitions, restructuring and transformation.

Other offices and positions held in French companies

None

Offices and positions held in non-French companies

- NextNews Ventures: Managing partner
- Center for News, Technology & Innovation - CNTI: Chairman of the Board of Directors
- Yellow Pages / Pages Jaunes, Canada: Director

Other offices and positions held in other companies in the past five years but not held at the date of this document

- McClatchy Co: Chairman-CEO, Director
- Storm8: *Board Advisor*
- Storyblocks: Director

Gabrielle Gauthey

Member of the Board of Directors

Member of the Audit Committee

Experience and expertise

Graduated of the Ecole Polytechnique and the Ecole des Mines, Gabrielle Gauthey has extensive experience as a strategic investor and in strategic management, acquired in the public sector (Groupe Caisse des Dépôts, ARCEP) and with major French/European groups in telecoms, media, energy and infrastructure.

Currently Director of European Public Affairs and representative of the Chairman and CEO of TotalEnergies to the institutions of the European Union, she is also a director of the Gecina group and a member of the Académie Française des Technologies.

Other offices held in French listed companies

- Gecina SA: Director

Other offices held in French unlisted companies

- Scalens: Director
- Radiall SA: Director

Other positions held in French companies

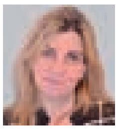
- TotalEnergies: Representative of the Chairman-CEO for European Union institutions and Chief European Public Affairs Officer

Offices and positions held in non-French companies

None

Other offices and positions held in other companies in the past five years but not held at the date of this document

- Caisse des Dépôts Group: Director of Investment and Local Development
- Macquarie Group: *Senior Advisor*
- GFI: Member of the Board of Directors



Christine Hedouis

Member of the Board of Directors

Chair of the Audit Committee

Experience and expertise

Christine Hedouis is a senior manager of the finance function with more than 25 years of experience in auditing, accounting, entrepreneurship and financial management of growth companies. After serving for nearly 20 years in French and international audit and accounting firms and corporations, Christine Hedouis is today the Chief Administrative and Financial Officer of Quanteam, an international consulting and IT engineering firm specialized in financial services sectors. Quanteam currently has more than 600 consultants in eight offices including Paris, London, New York and Montreal.

Other offices and positions held in French companies

- Quanteam Expansion SAS: Chief Administrative and Financial Officer
- Chava SAS: Chair

Offices and positions held in non-French companies

None

Other offices and positions held in other companies in the past five years but not held at the date of this document

- Cabinet Conseils Experts: Manager

Francis Meston

Member of the Board of Directors

Chair of the CSR Committee

Experience and expertise

Francis Meston has held key positions in major international technological groups where he developed his expertise, particularly in telecommunications. At Atos Group (CAC 40 listed company), he served as Executive Vice-President and member of the Executive Committee, Director of the IMEA (India, Middle East, Africa) division and Group Digital Transformation Officer. He was also head of the global "Consulting & Systems Integration" division. With experience in the technology sector spanning several decades, he was also Vice-President at AT Kearney and Gemini Consulting and then CEO of EDS France.

Francis Meston no longer has any direct relationship with the Atos Group, which does not currently have any business relations with the Group, and as such serves as an independent member of the Board.

Other offices and positions held in French companies

- HILF Consulting SAS: Chairman and Founder

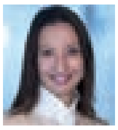
Offices and positions held in non-French companies

None

Other offices and positions held in other companies in the past five years but not held at the date of this document

Chief Executive Officer:

- System Integration & Consulting
- Atos MEA



Luisa Munaretto

Member of the Board of Directors

Experience and expertise

With a rich multicultural background, Luisa Munaretto has spent her entire career working in international environment. Her experience in private equity includes notably numerous investments in Europe and Asia through her position as Director of Strategy at 21 Partners, an investment company owned by the Benetton family. A pioneer in cross border private equity with decades of experience, Luisa Munaretto co-founded IndEU capital, the first VC to invest in the Indian luxury sector. Currently, she is the Founder and President of cross-border venture-capital firm TECH-IA specialized in digital innovation. In this context, Luisa significantly contributed to the development of IFTEch, the Indo-French incubator supporting the expansion of French innovation in India. She also contributes to the social and solidarity economy by providing her expertise to the "Atma Vidya Educational Foundation India", an innovative elementary school in India, and to the "Math4Girls" program promoting scientific knowledge for young girls in Great Britain." " Luisa holds an MBA and a PhD in Financial Engineering from the University of Turin.

Other offices and positions held in French companies

Chairwoman:

- Tech-IA Impactinvest SAS

Offices and positions held in non-French companies

Board member:

- Tata Fund (India)
- NirogStreet (India)
- IFTech (Indo-French incubator dedicated to scalable Deep Tech)

Other offices and positions held in other companies in the past five years but not held at the date of this document

Chairwoman:

- IndEU Capital SAS

Board member:

- IndEU India Luxury Holding Pte (Singapore)
- RockNShop.com (India)
- The LabelLife.com (India)
- MyBataz (India)
- TruCup (India)

3.1.3 Corporate governance and internal control

3.1.3.1 Executive Management

Since December 13, 2018, the Company's executive management is exercised by the Chair of the Board of Directors. On June 14, 2023, the Board of Directors decided to separate the functions of Chair of the Board of Directors which was confirmed by the second resolution of the General Meeting of September 4, 2023.

On September 20, 2023, the Board of Directors decided to appoint Viviane Chaine-Ribeiro as Chair of the Board of Directors, with effect from and subject to the adoption of the amendment to paragraph four of Article 14 of the Company's Articles of Association by the Extraordinary General Meeting of November 29, 2023, in order to raise the age limit for the Chair of the Board of Directors to seventy-five (75). Pierre Cesarini would remain Chief Executive Officer and Director of Claranova SE.

The Chief Executive Officer (Directeur Général) represents the Company in dealings with third parties. He is vested by law with the broadest powers to act on behalf of Claranova SE. Pierre Cesarini's current term of office as Chief Executive Officer will expire at the General Meeting called to approve the financial statements for the year ending June 30, 2024. Subject to the adoption by the Ordinary General Meeting of November 29, 2023 of the 31^{st} resolution, relating to the reduction of directors' terms of office to four (4) years , and the 32^{nd} resolution, relating to the renewal of Pierre Cesarini's term of office as director, Pierre Cesarini's renewed term of office as Chief Executive Officer would expire as from the General Meeting of shareholders called to approve the financial statements for the year ending June 30, 2027.

On October 12, 2022, the Board of Directors voted to appoint Xavier Rojo as Deputy CEO to assist the Chief Executive Officer in the performance of his duties. In this capacity, he is subject to the internal restrictions established by the Board of Directors. The Board may terminate the term of office of the Deputy CEO at any time (*ad nutum* dismissal). This revocation, as well as any possible resignation, as the case may be, shall be subject to a notice period of three months.

Xavier Rojo

Deputy Chief Executive Officer with responsibility for Group administration and finance

Experience and expertise

Prior to joining Claranova Group in 2022, Xavier Rojo occupied a number of strategic and financial management positions with major banking groups. With more than 20 years of experience in finance, he has led numerous strategic and business development, transformation and digitization projects in France and other countries. Also an entrepreneur and coach, he has advised numerous companies (SMEs) and private banks on their restructuring and strategic development, and also assisted company directors address reconversion and management projects.

Other offices and positions held in French companies

- Keystone Conseil SASU, President

Offices and positions held in non-French companies

Board Member/ Management Board:

- Claranova Development SARL, Luxembourg [(1)]

Other offices and positions held in other companies in the past five years but not held at the date of this document

None

(1) Group company.

3.1.3.2 Board of Directors

The Board of Directors determines the Company's business direction and ensures its implementation. Subject to the powers expressly reserved for General Meetings and within the limits of the corporate purpose, the Board deals with all matters affecting the proper running of the Company and settles by its decisions all matters concerning it.

Members of the Board of Directors, even after leaving office, must not disclose information they hold concerning the Company, where disclosure of this information may be prejudicial to the Company's interests, unless this disclosure is required or permitted by Law or is in the public interest.

The Chairman of the Board of Directors represents the Board of Directors. He organizes and manages its activities and reports thereon to the General Meeting. He ensures the proper functioning of the Company's bodies and, in particular, that Board Members are able to carry out their duties.

The Board of Directors has also established specialized committees: Audit Committee, Appointments and Compensation Committee and CSR Committee. These committees meet on a regular basis and report on their work to the Board of Directors. The membership of these Committees is set out in Section 3.1.3.3 et seq. of this Chapter. Certain directors were tasked with a strategic mission by the Board on September 20, 2023 focusing on restructuring the debt and, in particular, redeeming the OCEANE bonds.

Board rules of procedure

Claranova's rules of procedure seek to define, as part of good governance, the role and duties of members of the Board of Directors, including the obligation of confidentiality, duties of independence and loyalty, the obligation of diligence, the duty of transparency and disclosure of information concerning the Company, and finally the obligation to comply with stock market regulations, specifically that of abstaining from participating in the market when in possession of inside information.

The special Committees are each governed by their own charter.

Procedure of control for agreements concluded by Claranova SE with Interested Parties

In accordance with Article L. 22-10-12 of the French Commercial Code and on the recommendation of the Audit Committee, on September 30, 2021, the Board of Directors adopted an internal procedure for identifying related-party agreements and evaluating current agreements.

This procedure formalizes the existing process for identifying and classifying agreements as "regulated" or "relating to ordinary agreements entered into under normal conditions", implemented prior to the conclusion of any agreement entered into directly or through an intermediary between Claranova SE and its Chief Executive Officer, one of its Deputy Chief Executive Officers, one of its directors, one of its shareholders with more than 10% of the voting rights or, in the case of a shareholder company, the company controlling it within the meaning of Article L. 233-3 of said code (each an "Interested Person"). In particular, it provides criteria for the classification of agreements, notably according to categories of operations and financial criteria. The procedure also provides for an annual evaluation of its implementation by the Audit Committee, which may propose that the Board of Directors amend the terms thereof. Persons having a direct or indirect interest in an agreement shall not participate in its evaluation.

Pursuant to this procedure's implementation in 2023, the Legal Department and the Finance Department reviewed the summary of agreements entered into in the period between the Company and the interested persons. This review has then been submitted to the Audit Committee on September 25, 2023, which after its examination, presented the conclusions of its evaluation to the Board of Directors on October 20, 2023 for the annual review of agreements with Interested Parties. After analysis, the Board of Directors concluded that all agreements considered as ordinary agreements entered into under normal conditions with Interested Parties continued to warrant this qualification.

On September 20, 2023, to avoid any conflicts of interest and to comply with best market practice, the Board of Directors decided to terminate and no longer enter into new (regulated) agreements with interested parties in the future (with the exception of employment contracts).

Restrictions imposed by the Board of Directors on Executive Management powers

In general, the Board of Directors takes all decisions and exercises all rights that, pursuant to legal provisions, delegations granted by General Meetings or the Articles of Association of Claranova SE, fall under its authority.

The prior approval of the Board of Directors is notably required, without limit, for:

- regulated agreements, under the conditions set out in Article 20 of the Articles of Association;
- collateral, sureties and guarantees given by the Company, under the conditions determined by Article L. 225-35, paragraph 4, of the French Commercial Code; and
- any major strategic decisions or decisions likely to impact the financial position of the Company or its subsidiaries.

The Board of Directors conducts the checks and verifications it deems necessary. Each Board member receives all the information necessary to perform their duties and may request any documents they deem necessary.

Summary of the Board of Directors' activities during the fiscal year

From July 1, 2022 to June 30, 2023

The Board of Directors addressed various issues, including approval of the annual and consolidated financial statements, the FY 2022-2023 Universal Registration Document (URD) including the annual financial report, the interim financial statements, approval of regulated agreements, the draft text of the resolutions to be presented to the General Meeting, the Group's development and strategy, acquisition projects, and the Group's financial activity.

The Board of Directors also discussed the conduct of the Company's business at every meeting.

Nine Board meetings were held between during the twelve-month period from July 1, 2022 to June 30, 2023.

The Board has met five times since the end of the last fiscal year on respectively July 21, August 10, September 20, October 20 and October 30, 2023. At these meetings, Board members approved, among other things, the regulated agreements for FY 2022-2023, decided to call a General Meeting and approved the full text of this universal registration document. In accordance with the Middlenext Code recommendation R13, Board members were invited on October 20, 2023 to express their views on Board practices and those of any committees, and on the preparation of the Board's work. A number of meetings held during the year ended June 30, 2023 were not attended by the Chairman and Chief Executive Officer. A meeting of independent directors was held on October 30, 2023, in accordance with Article 5.14 of the Board of Directors' Rules of Procedure. In accordance with Middlenext Code recommendation R.14, the Board of Directors met on September 20, 2023 to consider the results of the votes cast at the General Meeting of September 4, 2023.

Application of the Middlenext "comply or explain" rule

Claranova SE regularly reviews its governance with regard to the recommendations set out in the Middlenext Code. The following table summarizes the Company's position, as adopted by the Board of Directors on October 20, 2023, in relation to each recommendation published in the MiddleNext Code (updated in September 2021) as of the date of this document.

The Middlenext Corporate Governance Code to which the Company refers can be consulted on the Middlenext website (http://www.middlenext.com).

Middlenext Code recommendation	Recommendation applied	Recommendation not applied
Supervisory powers		
R1: Ethical conduct of Board members	✓	
R2: Conflict of interest	✓	
R3: Composition of the Board of Directors – Presence of independent directors	✓	
R4: Board member information	✓	
R5: "Board member" training[1]	✓	
R6: Organization of Board and Committee meetings	✓	
R7: Creation of committees	✓	
R8: Creation of a specialized committee on Corporate Social Responsibility (CSR)	✓	
R9: Introduction of Board Rules of procedure	✓	
R10: Selection of each Board member	✓	
R11: Board members' terms of office	✓	
R12: Compensation paid to Board members	✓	
R13: Implementation of evaluation of the Board's work[2]	✓	
R14: Relations with shareholders	✓	
Executive powers		
R15: The company's equality and diversity policy	✓	
R16: Definition and transparency of the compensation of executive officers	✓	
R17: Succession planning for managers	✓	
R18: Combination of employment contract with a position as corporate officer	✓	
R19: Termination payments	✓	
R20: Supplementary retirement schemes	✓	
R21: Stock options and restricted share grants	✓	
R22: Review of points to be watched	✓	

(1) Where necessary, it should be noted that the Board of Directors' meeting of October 20, 2023 set the training requirement for directors at four days per three-year period, bearing in mind that equivalence acquired through experience will be taken into account. To this end, members of the Audit Committee and CSR Committee received training in European regulations (CSRD) on October 13 and 17, 2023 from ici&demain, a consulting firm specializing in CSR strategy and reporting. Furthermore, they will participate in Middlenext's next training sessions on "Minimum information requirements for 2024 for managers and directors" beginning in January 2024 (sessions in 2023 not maintained). It should be noted that, for FY 2022-2023, the Board of Directors was assisted by external advisors (consulting firms, experts, legal advisors) on a regular basis, to help them understand the operational, legal and financial implications of all the issues on which Board members are required to formulate a position.

(2) In accordance with Middlenext recommendation R13, on October 20, 2023, the Board of Directors was invited to express its views on Board practices and those of any committees, as well as on the preparation of the Board's work.

3.1.3.3 Appointments and Compensation Committee

1	100%	50%	50%	1 year	66
Meeting in 2022-2023(1)	Participation(1)	Women(2)	Independent Board members(2)	Average length of service(2)	Average age of Board members(2)

(1) Figures as of June 30, 2023. (2) Data as of the date of this document.

As of March 21, 2022, this committee was comprised of Viviane Chaine-Ribeiro, as Chair, and Francis Meston. Following the decisions of the Board of Directors on September 20, 2023, the Appointments and Compensation Committee is now comprised of Viviane Chaine-Ribeiro (Committee member) and Craig Forman (Committee Chair), who will exercise these functions for the duration of their terms of office on the Board of Directors, until such time as the Board decides otherwise.

The role and work of the Appointments and Compensation Committee are governed by a Charter. This Committee is a purely consultative body that reports regularly to the Board of Directors on its activities and informs it immediately of any issues that may arise with regard to its duties.

The Committee is notably responsible for examining and expressing its opinion on all compensation of corporate officers and senior executives as well as on the executive compensation and incentive policy, in particular the definition of criteria used to calculate variable compensation and the grant of profit-sharing instruments. It also proposed Claranova SE share purchase and/or subscription plans to be granted to employees and executives. It assessed the amount of compensation of Board members submitted to the approval of the General Meeting as well as the methods of allocating this compensation among Board members. More broadly, the Committee provides any advice and makes any appropriate recommendations in the above-mentioned areas.

In FY 2022-2023, the Appointments and Compensation Committee held a meeting on September 29, 2022. Since June 30, 2023, the Committee has met on September 26 and 27 and on October 9, 2023.

3.1.3.4 Audit Committee

8	100%	100%	100%	1 year	57
Meetings in 2022-2023(1)	Participation(1)	Women(2)	Independent Board members(2)	Average length of service(2)	Average age of Board members(2)

(1) Figures as of June 30, 2023. (2) Data as of the date of this document.

The Audit Committee was comprised of Christine Hedouis (Committee Chair) and Jean-Loup Rousseau, until the latter's resignation on June 14, 2023. The Board of Directors appointed Gabrielle Gauthey as a member of the Committee on September 20, 2023.

Christine Hedouis (Committee Chair) and Gabrielle Gauthey will exercise these functions for the duration of their terms of office on the Board of Directors, until such time as the Board decides otherwise.

Under the exclusive and collective responsibility of the members of the Board of Directors, the Audit Committee ensures full monitoring of all matters related to the preparation and control of accounting and financial information. In particular, the Audit Committee is responsible for:

- overseeing the procedures for the preparation of the financial information;
- overseeing the effectiveness of the internal control and risk management systems;
- overseeing the statutory audit of the annual financial statements and the consolidated financial statements by the Statutory Auditors;
- issuing a recommendation on the Statutory Auditors put forward for appointment by the General Meeting and reviewing their payment terms and conditions;
- monitoring the independence of the Statutory Auditors;
- in general, providing any advice and making any appropriate recommendation in the above-mentioned areas.

The Audit Committee is a purely consultative body; it reports regularly to the Board of Directors on its activities and informs it immediately of any issues that may arise with regard to its duties.

The Audit Committee met eight times in FY 2022-2023 on respectively July 13, 2022, September 23, 2022, October 27, 2022, February 13, 2023, February 15, 2023, March 9, 2023 and June 5, 2023. Since June 30, 2023, the Committee met on August 3, September 25, October 11 and October 20, 2023.

3.1.3.5 CSRC

4
Meetings in 2022-2023(1)

100%
Participation(1)

50%
Women(2)

50%
Independent Board members(2)

2.5 years
Average length of service(2)

66
Average age of Board members(2)

(1) Figures as of June 30, 2023. (2) Data as of the date of this document.

The CSR Committee was created by a decision of the Board of Directors on October 12, 2022. The role of the CSR Committee is to assist the Board of Directors and its other specialized committees in defining, reviewing and monitoring the Company's strategy and policies in the areas of employee-related, social and environmental responsibility. Viviane Chaine-Ribeiro served as the Committee's Chair until the Board of Directors' decision on September 20, 2023 to appoint Francis Meston to this position. Viviane Chaine-Ribeiro will remain a member of the Committee. At least 50% of the Committee's members are independent directors, including its Chair.

The CSR Committee met four times in FY 2022-2023, on March 16, April 12, May 17 and May 30, 2023. The CSR Committee has met twice since June 30, 2023 on July 3 and October 16, 2023.

During these meetings, the Committee prepared the general outlines of the timetable for preparing for the CSRD and Corporate Sustainability Due Diligence, began work on the double materiality analysis and the carbon assessment report, reviewed the CSR criteria for variable compensation of executive officers, and approved the 2022-2023 Non-Financial Statement.

3.1.3.6 Strategic mission

On September 20, 2023, directors were entrusted with a strategic mission largely focused on the terms and conditions for redeeming the OCEANE bonds.

3.1.3.7 Observer

The Observer attends Board meetings in an advisory capacity without voting rights and decision-making authority.

The mission of the Observer is to provide advice to the Board of Directors, in particular on the business environment and strategy and activity growth, corporate governance and risk management. The Observer is bound by the same duties and obligations as the members of the Board of Directors, in particular with respect to confidentiality and the prevention of conflict of interest.

As of the date of this document, the Board of Directors did not include any Observers.

3.2 Internal control measures

There is no legal definition of internal control, but many professional bodies and auditing firms have issued their own definitions. As in the previous year, Claranova SE referred to the internal control reference framework for small and mid caps stocks defined by the AMF in its recommendation of January 22, 2007 while adapting it to its structure and situation, as well as to the revised AFED-MEDEF Code of January 2020.

The internal control measures put in place by Claranova SE are a process aimed at providing reasonable assurance – not certainty – of fulfilling the Company's basic objectives, namely: to apply the instructions and guidance set by the Board of Directors, carry out and optimize these instructions and guidance, and ensure that the Company's internal processes function properly, in particular those contributing to safeguarding its assets, the reliability of financial information, compliance with prevailing laws and regulations to which the firm is subject, and managing or preventing the risk of fraud or errors. Nonetheless, the internal control measures cannot be viewed as an absolute guarantee of fulfilling the Company's objectives.

In view of its size and structure, Claranova SE has no dedicated internal control department. Internal control is carried out by the Group's Administration and Finance Department in conjunction with the managers of each subsidiary.

3.2.1 Performance and optimization of operations

Procedures at Group level

Claranova Group is organized in a decentralized manner into divisions covering several regions with one or more subsidiaries in each region. This decentralized structure enables it to be responsive and close to its customers, thereby enhancing its effectiveness and their satisfaction.

All internal control measures related to transactions are first implemented by the relevant segment manager. The Group Administration and Finance Department then monitors the implementation and proper working of these measures. Each month, segment managers send the Administration and Finance Department a report on the monthly performance of their operations which includes financial analyses, significant aspects of the marketing and sales policy, product development and human resources. This monthly report is followed by discussions between Management and the business unit in question.

For an in-depth analysis of the risk factors impacting Claranova SE, please refer to Chapter 4 "Risk Factors" of this document.

Prior to the start of each fiscal year, Group Management consults with the segment managers on the strategy of the Group, the segments and each of the entities, as well as on the budgets.

Procedures at local level

Locally, internal control is within the remit of each subsidiary or segment manager. They are responsible not only for implementing the procedures specified by the parent company and ensuring they work properly, but also for implementing appropriate procedures covering locally identified risks. On this basis, each manager must define and implement their own procedures for signing off on bank transactions, validating and signing contracts, validating purchases, authorizing new hires, managing human resources, and so on, in their region and under their responsibility and oversight.

3.2.2 Reliability of financial and accounting information

As with operations, Claranova Group has a decentralized structure for financial information.

The financial statements of each subsidiary are drawn up under the responsibility of their managers by local accounting and financial teams. Local auditors carry out due diligence on local financial statements if necessary, and in the case of material subsidiaries, in conjunction with the auditors of the parent company.

As with operations, subsidiary managers draw up a monthly financial report. These reports are sent to the Administration and Finance Department. The department analyses the reporting and accounting information of subsidiaries on a monthly basis. The Group Administration and Finance Department also conducts specific analyses and audits at the request of the Board of Directors, to which it submits its findings.

The consolidated financial statements are drawn up by the Group Administration and Finance Department on the basis of data gathered by its information systems and the financial statements drawn up by the subsidiaries.

The Audit Committee assists the Board of Directors in following up on matters relating to compiling and auditing accounting and financial information. It also monitors the processes used to prepare the financial statements. Claranova SE's consolidated and annual financial statements are approved by the Board of Directors.

3.2.3 Compliance with prevailing laws and regulations

The Company was initially incorporated as a public limited company (Société Anonyme). It was converted into a European Company *(Societas Europaea)* by a decision of the Extraordinary General Meeting of June 11, 2019. Claranova SE is listed on Euronext Paris and must comply with applicable regulations.

The Group's Administration and Finance Department, Legal Affairs Department and Executive Management are responsible for managing problems of compliance with prevailing laws and regulations. They work closely with subsidiary and segment managers and coordinate corporate actions outside France with the help of the Company's external consultants.

The Group's main businesses, personalized e-commerce (PlanetArt), software publishing and distribution (Avanquest) and the Internet of Things (myDevices), are, for the most part, governed by intellectual and industrial property rights.

3.2.4 Risk management and prevention

Apart from market risks (foreign currency risk, interest rate risk, equity risk and liquidity risk – see Note 27.4 in Chapter 2 of this document) inherent to any international listed company, Claranova SE and its subsidiaries' main risk factors are described in Chapter 4 of this document.

Risk prevention is the duty and personal responsibility of every Claranova employee. Nevertheless, the subsidiary and segment managers are first and foremost responsible for managing and preventing risk within their units.

Because risks to the Company's finances are the most prominent, they are mitigated by procedures for signing off on banking transactions, verifying and validating financial information, and securing electronic data.

Claranova Group's development has endowed it with a very flexible structure. The procedures described above are therefore designed to constantly adapt to changes in the Group's structure. The Board of Directors seeks to establish an adequate level and structure of internal control within the Group, while enabling it to retain the flexibility and responsiveness that are key to Claranova Group's success in a fast-changing economic and technological environment.

3.3 Compensation policy for corporate officers for FY 2023-2024 and the report on compensation of corporate officers with respect to FY 2022-2023

Claranova SE presents to its shareholders (i) the compensation policy of corporate officers for FY 2023-2024, and (ii) the report on compensation of corporate officers with respect to FY 2022-2023.

(i) In accordance with the provisions of Article L. 22-10-8 of the French Commercial Code, the compensation policy for Claranova SE's corporate officers is set by the Board of Directors, on the recommendation of the Appointment and Compensation Committee. The Board of Directors thus establishes a compensation policy that is consistent with the Company's corporate interest, in line with its business strategy, and that contributes to its long-term viability. This policy describes all the components of fixed and variable compensation of corporate officers and explains the decision-making process adopted for its definition, review and implementation. This compensation policy for corporate officers is submitted to a vote to the General Meeting each year and whenever there is a significant change. If this policy is not approved, the last approved compensation policy continues to apply and a revised compensation policy is presented to the next General Meeting of the Company. During this "*ex-ante*" vote, several resolutions are presented to the General Meeting:

- a resolution concerning the compensation policy for non-executive officers for the FY 2023-2024, i.e. the members of the Board of Directors with the exception of its Chairman;
- a separate resolution on the compensation policy for the Chairman of the Board of Directors for FY 2023-2024; and
- separate resolutions concerning the compensation policy for each executive officer for the FY 2023-2024 (i.e. the Chairman-CEO and Deputy CEO).

It is specified, in accordance with the provisions of Article L. 22-10-8 III of the French Commercial Code, that under penalty of nullity and subject to the exception provided for in paragraph 2 of said article, no component of compensation of any kind whatsoever may be set, allocated or paid by the Company, nor any commitment corresponding to components of compensation, indemnities or benefits payable or likely to be payable in connection with or following the assumption, termination or change of duties or subsequent thereto, may be entered into by the Company if not in accordance with the compensation policy approved at the time ex-ante vote.

(ii) In accordance with the provisions of Articles L. 22-10-9 and L. 22-10-34 of the French Commercial Code, the General Meeting must also vote each year on the information mentioned in Article L. 22-10-9 of the French Commercial Code, including in particular the total compensation and benefits of any kind paid in or granted for the past fiscal year for the duties exercised in said period to all corporate officers, and the total compensation as well as on the benefits of any kind paid in or granted for the fiscal year ended to each executive officer. During this "*ex post*" vote, several resolutions are presented to the General Meeting:

- a general resolution concerning all compensation paid and granted for the same fiscal year to corporate officers. If not approved by the General Meeting, a revised compensation policy, taking into account the shareholders' vote, must be submitted for approval to the next General Meeting of the Company. In such event, the payment of Board members' compensation for the current fiscal year (formerly "Directors' attendance fees") is suspended until such time as the revised compensation policy has been approved; and
- a separate resolution for each executive officer covering all compensation and benefits of any kind paid in and or granted for the fiscal year to the executive officer concerned (i.e., Pierre Cesarini as Chairman of the Board of Directors and Chief Executive Officer, and Xavier Rojo as Deputy CEO).

The components of variable or exceptional compensation thus granted to executive officers for FY 2022-2023 may only be paid after approval by the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2023, under the conditions provided for in the first paragraph of Article L. 22-10-34 II of the French Commercial Code.

3.3.1 Compensation policy for corporate officers for FY 2023-2024

3.3.1.1 General principles

3.3.1.1.1 Presentation of the compensation policy

The executive compensation policy presented below and determined in accordance with Articles L. 22-10-8 and R. 22-10-14 of the French Commercial Code describes all components of compensation that will be granted to corporate officers of the Company on the basis of their offices for FY 2023-2024 and sets out the process or defining, revising and implementing this policy.

The compensation policy approved for a given year applies to all corporate officers holding a corporate office during this fiscal year. The compensation policy described below will be submitted for approval to the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2023, and will apply to all corporate officers holding an office during FY 2023-2024.

This policy seeks to ensure the sustainability of the Company by the implementation of compensation structures consistent with prior practices in the Company and enabling the retention of high level management profiles whose experience and expertise in the Company's business sectors reinforce and support its strategy and development.

As with the revised FY 2022-2023 compensation policy approved by the General Meeting of September 4, 2023, this compensation policy takes into account the outcome of the shareholders' vote and the opinions expressed at the General Meeting of November 30, 2022, as follows:

- integration of the share price in the quantitative criteria for variable compensation;
- absence of discretionary compensation: qualitative objectives continue to be quantifiable.

This policy is in the Company's interest in that it helps attract and retain competent corporate officers, while being tailored to their corresponding duties and responsibilities and in line with practices in comparable companies. The policy is based on the results of a benchmarking study conducted by Boyden, an independent consultancy, in relation to a group of CAC 40 and SBF 120 companies of a comparable size, in terms of market capitalization and sales, and/or with activities comparable to those of the Group (Atos, Aubay, Cegedim, Cewe, CS Group, Equasens, ESI, Esker, Infotel, Keyrus, Lectra, Linadata, Nacon, Neurones, OVH Cloud, Quadient, SES Imagotag, SII Group, Solutions 30, Sopra Steria, Spie, Visiativ, Wavestone), supplemented by a statistical study of executive compensation in listed companies carried out by People Base (Compensation and Benefits Management).

It is also consistent with the Company's commercial strategy as there is a significant variable compensation component for executive officers that is linked to the Company's activity and earnings.

This policy also includes CSR criteria for the first time in the objectives taken into account when awarding variable compensation to executive officers.

As such, it respects the principle of exemplarity and social cohesion, by ensuring that the pay gap between managers and employees is maintained at reasonable levels that do not adversely affect the company's financial performance or employee engagement.

This policy is based on the following principles:

Compliance

The compensation policy was established based on the recommendations of the Middlenext Code and in accordance with the legislative and regulatory requirements of "Say on Pay" provisions.

Comprehensiveness

All compensation and benefits are reviewed both globally and by component in order to maintain proper balance between fixed and variable components. This is done for each executive officer.

Transparency

The compensation policy serves to address expectations of shareholders and other stakeholders regarding transparency and correlation of compensation with the Group's overall performance.

3.3.1.1.2 Process for determining, reviewing and implementing the compensation policy

In accordance with the Board of Directors' rules of procedure and the charter of the Appointments and Compensation Committee, the corporate officer compensation policy is established by the Board of Directors after review and the issue of recommendations by the Appointments and Compensation Committee, which also reviews the policy annually. This policy is then subject to the approval by the General Meeting of the shareholders under the conditions provided for by regulation.

In this respect, the Appointments and Compensation Committee and the Board of Directors ensure compliance with the following principles in particular:

- consistency of the executive corporate office compensation structure with the employment and compensation conditions of Company employees and notably the appropriateness of this compensation policy in light of employee profit-sharing mechanisms in the Company and Group subsidiaries, which comply with local market practice;
- the completeness of executive variable compensation components described.

When determining the compensation of corporate officers, conflicts of interest are prevented in accordance with the provisions of the Board of Directors' rules of procedure, and Board members concerned by proceedings relating to their compensation refrain from participating therein or from attending Board meetings during which such proceedings are included.

3.3.1.1.3 Assessment of the performance criteria triggering variable compensation

Attainment of performance criteria for the payment of performance-based variable compensation for officers (and, where applicable, share-based payments) is assessed by the Board of Directors, based on the recommendations of the Appointments and Compensation Committee, as applicable.

- The variable compensation of the Chief Executive Officer in connection with his employment contract with Claranova Development SARL is subject to a combination of quantitative and quantified performance criteria and qualitative, quantifiable and non-discretionary performance criteria set by the Board of Directors on October 20, 2023, as detailed in Section 3.3.1.3 of this document.

  The assessment of whether these criteria have been met and the corresponding determination of the amount of variable compensation are assessed by the Board of Directors, on the recommendation of the Appointments and Compensation Committee. The amount of the variable compensation of the CEO is then submitted to the shareholders' approval by means of an *ex-post* vote. Payment of the variable and exceptional components of the CEO's compensation is contingent on the prior approval of this resolution by the Ordinary General Meeting.
- The variable compensation of the Deputy CEO, is determined in relation to a combination of quantitative and quantified performance criteria and qualitative, quantifiable and non-discretionary performance criteria established by the Board of Directors on October 20, 2023, as described in Section 3.3.1.4 of this document.

  The assessment of whether these criteria have been met and the corresponding determination of the amount of variable compensation are assessed by the Board of Directors, on the recommendation of the Appointments and Compensation Committee. The amount of the variable compensation of the Deputy CEO is then submitted to the shareholders' approval by means of an *ex post* vote. Payment of the variable and exceptional components of the Deputy CEO's compensation is contingent on the prior approval of this resolution by the Ordinary General Meeting.
- For members of the Board of Directors (including the chairman of the Board of Directors), their compensation is allocated among them up to the overall compensation amount set for Board members (formerly "Directors' attendance fees"), as set by the Ordinary General Meeting at the proposal of the Board of Directors. Information on compensation to be paid for FY 2023-2024 is provided in Section 3.3.1.5 of this document.

3.3.1.1.4 Changes to the compensation policy

At the General Meeting of September 4, 2023, the Company's shareholders voted in favor of the revised compensation policy for corporate officers for FY 2022-2023 (ex ante vote). The policy thus adopted in consequence remains unchanged.

3.3.1.1.5 Application of the compensation policy to newly appointed corporate officers or corporate officers whose term of office is renewed

Should any new executive officers be appointed following the approval of this compensation policy by the Board of Directors, their compensation structure would be determined in accordance with this compensation policy and the Board of Directors would conduct an overall analysis of the executive's position to ensure that:

- the compensation amount and criteria are set in accordance with existing practices within Claranova SE by reference to compensation practices for similar positions within Claranova SE; and
- the experience, expertise and individual compensation of the executive(s) concerned are also taken into consideration.

Finally, where the executive is recruited from outside the Company, the Board of Directors reserves the right to grant the newly appointed executive a fixed amount (in cash and/or shares) which cannot exceed the amount of benefits that the new executive waived on leaving his/her previous position.

3.3.1.1.6 Exceptional derogations to the compensation policy

In exceptional circumstances, the Board of Directors reserves the right to use its discretionary powers to derogate temporarily from the executive officer compensation policy, in compliance with Articles L. 22-10-8 III, L. 22-10-9 10° and L. 22-10-34 II of the French Commercial Code, and after consulting the Appointments and Compensation Committee and, where appropriate, the Audit Committee. Derogations must be temporary, in line with the company's interest and necessary to guarantee Claranova's continuity and viability and the success of its strategy. Where applicable, the exceptions to the compensation policy decided by the Board of Directors in accordance with the second paragraph of Article L. 22-10-8 III of the French Commercial Code must be submitted to the vote of the General Meeting for components of compensation paid in or granted to corporate officers during the fiscal year (*ex-post* vote), so that the components of variable and exceptional compensation can only be paid if approved by the General Meeting in accordance with the provisions of Article L. 22-10-34 II of the French Commercial Code.

Possible derogations to the compensation policy may include an increase or decrease in fixed or variable annual compensation to one or more corporate officers, as well as grants of exceptional compensation to thereto. The Board of Directors must justify these decisions. Events which may result in a derogation from the compensation policy for executive directors include: the implementation of a significant strategic project, a substantial change in market conditions or the competitive environment, particularly serious economic events or events linked to the Group's financial or economic situation.

3.3.1.2 Compensation policy for the Chairman of the Board of Directors for FY 2023-2024

The components of compensation and benefits of all kinds that may be granted to the Chairman of the Board of Directors mainly take into account the level of responsibility associated with his duties and his level of expertise for the organization and management of the work of the Company's administrative body.

Pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy for the Chairman of the Board of Directors for FY 2023-2024 will be submitted for approval to the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2023. As described in Section 3.3.1.1.6 of this Chapter, the Board of Directors reserves the right, in compliance with legal requirements, to provide for exceptional derogations to the compensation policy approved by the General Meeting.

As of the date of this document, Pierre Cesarini is Chairman of the Board of Directors and Chief Executive Officer of the Company. The provisions below relating to the office of Chairman of the Board of Directors remain applicable to said office in the event that the functions of Chairman of the Board of Directors and Chief Executive Officer are separated.

On September 20, 2023, the Board of Directors decided to appoint Viviane Chaine-Ribeiro as Chairman of the Board of Directors, with effect from and subject to the adoption of the amendment to paragraph four of Article 14 of the Company's Articles of Association by the Extraordinary General Meeting of November 29, 2023, which would raise the age limit for the Chairman of the Board of Directors to seventy-five (75) years.

Compensation and benefits of all kinds granted to the Chairman-CEO on the basis of his office

Compensation components	
Fixed compensation	None.
Variable compensation	None.
Exceptional compensation	None.
Compensation as Chairman of the Board of Directors	Maximum gross compensation of €68,100.
Supplementary pension plan	None.
Benefits in kind	None.
Share-based payments	None.
Commitments of any kind that may become due as a result of commencement, termination or changes of duties	None.
Compensation as a member of the Claranova Development Management Board	€55,000

The level of compensation paid to the Chairman of the Board does not exceed that of companies of a comparable size (according to the report on executive compensation of French listed companies published by Proxinvest in 2022).

To cover the eventuality of Viviane Chaine-Ribeiro's appointment as Chair of the Company, decided by the Board of Directors on September 20, 2023, the Board duly acknowledged on that date, as part of the Group's reorganization around Claranova Development, the appointment of Viviane Chaine-Ribeiro as a member of Claranova Development's Management Board as well as the possibility of her being replaced in this capacity by any company over which she exercises majority control.

Viviane Chaine-Ribeiro (or any company under her control) would receive a fixed annual compensation of €55,000 (excl. tax) as a member of Claranova Development's management team.

Following the separation of the offices of Chair of the Board of Directors as a result of the appointment of Viviane Chaine-Ribeiro as Chair decided by the Board of Directors on September 20, 2023, the compensation policies for the positions of Chair of the Board of Directors and Chief Executive Officer will be presented in two separate resolutions at the Annual General Meeting on November 29, 2023, for purposes of an ex ante vote.

3.3.1.3 Compensation policy for the Chief Executive Officer for FY 2023-2024

The components of compensation and benefits of all kinds that may be granted to the Chief Executive Officer (Directeur Général) mainly take into account the level of responsibility associated with his duties, his level of expertise and Claranova Group's economic and financial performance.

Pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy for the Chief Executive Officer for FY 2023-2024 will be submitted for approval to the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2023. As described in Section 3.3.1.1.6 of this Chapter, the Board of Directors reserves the right, in compliance with legal requirements, to provide for exceptional derogations to the compensation policy approved by the General Meeting.

The payment of the variable and exceptional components of compensation provided for in the compensation policy for the Chief Executive Officer will be conditional on the approval by the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2024, of the components of compensation and benefits of any kind to be paid in or granted for FY 2023-2024 to the Chief Executive Officer under the conditions provided for in Article L. 225-10-34 of the French Commercial Code.

As of the date of this document, Pierre Cesarini is Chairman of the Board of Directors and Chief Executive Officer of the Company. The provisions below relating to the office of Chief Executive Officer remain applicable to said office in the event that the functions of Chairman of the Board of Directors and Chief Executive Officer are separated.

On the recommendation of the Appointments and Compensation Committee, on October 20, 2023, the Board of Directors voted to maintain Pierre Cesarini's total compensation (including benefits in kind) unchanged, and to no longer provide compensation in the form of a regulated agreement.

Compensation and benefits of all kinds granted to the Chief Executive Officer for his duties

Compensation components	
Fixed compensation (including impatriation bonus)	€576,500 [1]
Variable compensation	€430,000 up to a maximum of €559,000.
Exceptional compensation	No, subject to the Board of Directors' right to derogate presented in Section 3.3.1.1.6 of this document.
Exceptional bonus	None.
Compensation as a member of the Board of Directors	€ 29,500. See Section 3.3.1.2 of this document.
Supplementary pension plan	None.
Other benefits (including benefits in kind)	€ 100,000.
Share-based payments	None.
Commitments of any kind that may become due as a result of commencement, termination or changes of duties	See Section 3.3.2.2 of this document.
Compensation as member of the Claranova Development management committee	€ 55,000.

(1) This fixed compensation under his employment contract may be adjusted by the local Luxembourg authorities in accordance with the applicable legislation on indexation criteria, resulting in a subsequent adjustment of the total amount of fixed compensation.

In accordance with the provisions of Articles L. 2-10-8 I and R. 22-10-14 II 5 of the French Commercial Code, it is reminded that in January 2019, Claranova SE entered into a service agreement with its Luxembourg subsidiary, Claranova Development SARL, the Group's international development company. In this capacity, he is employed as Chief Operating Officer of Claranova Development SARL.

- Reimbursement of business expenses (travel, accommodations, entertainment and other reasonable expenses incurred in the interest of the Company and relating to the performance of the employment contract) upon presentation of expense vouchers;
- Benefits in kind consist of recurring expenses and charges arising from expatriation (Luxembourg housing costs, travel and vehicle expenses) on presentation of supporting invoices;
- A lump-sum allowance, known as an impatriation bonus, to cover the difference in the cost of living between the Grand Duchy of Luxembourg and France, integrated into the fixed salary;
- Supplemental health insurance plan;
- a non-competition payment equal to 100% of the gross, fixed and variable compensation and any other financial advantage received in the 12 months prior to the termination of his employment contract, not including paid leave, for a period of 12 months following the termination of the employment contract; and
- A severance payment amounting to 100% of the gross, fixed and variable compensation and any other financial advantage received in the 12 months prior to the termination of his employment contract, not including paid leave in the event of termination of his employment contract by the Company. The severance payment is not payable in the event of serious or gross misconduct by Pierre Cesarini, or if he resigns or breaches his employment contract or changes jobs within the Group. The severance payment is subject to a condition of performance linked to the Group's rate of growth.
- The fixed salary is in line with industry and country practice, and does not exceed the median of the peer group (€613,000) derived from the Boyden study referred to in Section 3.3.1.1.1 of this Chapter.
- Variable compensation does not exceed 300% of fixed compensation. The criteria underpinning the grant of this variable compensation align Pierre Cesarini's interests with those of the Group as they are based on the following objectives, the attainment of which attests to growth performances and an improvement in the Group's financial position. To reinforce its commitment to CSR, 15% of the variable compensation paid to executive officers now includes ESG criteria. These objectives are broken down as follows:

Quantitative targets (65%)

- 20% based on Group revenue; target: €495 million, focusing on improvement in sales, with the threshold set on the basis of sales for FY 2022-2023, excluding the portion relating to the disposal of Avanquest's non-core businesses;
- 20% based on Group EBITDA; target: €45 million;
- 10% based on Group cash flow; target: €25 million;
- 15% based on share price performance (average of last 30 trading days); target €3.

Qualitative objectives of a quantifiable nature (no discretionary portion) (35%)

- 20% based on the goal of restructuring the Group's debt;
- 7.5% ESG Criterion #1: implementation of Group ESG reporting with a contribution rate of 100%;
- 7.5% ESG Criterion #2: improvement of the ESG score established by the EthiFinance rating agency to 34/100 in 2023 (based on the Group's Non-Financial Statement of June 30, 2022).

Quantitative goals are considered as targets. The target allows for the allocation of 100% of the compensation provided for this criterion. If a quantitative target is not met or exceeded, the weighting will be adjusted proportionately so that the amount may range from 0% to 130% of the target. The weighting interval is [90%; 110%]; below 90% the criterion = 0; at 90% it is 70%; at 110% and above, it is 130%; with linear interpolation within the range. For the share price, a minimum low of €1.50 (the price at the time this document was drawn up), a target of 2x, i.e. €3, and a high price range of 3x, i.e. €4.50.

The amounts corresponding to these objectives as well as their criteria are established with precision by the Board of Directors. Performance for this purpose is assessed by the Appointments and Compensation Committee and by the Board of Directors.

The variable compensation for FY 2023-2024 may only be paid in FY 2024-2025, after approval by the General Meeting of Claranova SE. This variable compensation may, if necessary, be paid in part in the form of a synthetic instrument that does not include Claranova SE securities, in accordance with the regulations applicable to the Pierre Cesarini's employment contract with Claranova Development SARL.

This synthetic instrument would consist of options issued at the level of Claranova Development SARL, whose sole purpose would be to provide for the payment of any variable compensation that might be granted by Claranova SE. This means that the options would be considered solely as a payment method for variable compensation, which in any case would only be paid from the date of and subject to approval of the CEO's variable compensation by Claranova's Annual General Meeting in accordance with the "ex post" vote of the shareholders:

The current structure of Pierre Cesarini's compensation from the subsidiary Claranova Development SARL may be adjusted in FY 2023-2024, whereby it is understood that the new structure must represent an equivalent cost for the Group.

- In addition, as part of the Group's reorganization around Claranova Development, on September 20, 2023, the Board of Directors duly noted that Pierre Cesarini would receive a fixed annual compensation of €55,000 (excl. tax) for his functions as a member of the Claranova Development management committee.
- It is also specified that, should the Ordinary General Meeting of November 29, 2023 adopt the 32nd resolution renewing Pierre Cesarini's term of office as director, he would receive, in his capacity as director of the Company, compensation of €29,500, as set out in Section 3.3.1.5 of this Chapter.
- It should furthermore be noted that, as indicated above, all regulated agreements between any company affiliated to Pierre Cesarini have been cancelled.

The CEO's compensation policy will be the subject of the 10th resolution submitted to the General Meeting of November 29, 2023 on the basis of an ex ante vote.

On the recommendation of the Appointments and Compensation Committee, on October 20, 2023 the Board of Directors introduced long-term incentive plans, subject to a condition of presence over time and conditions of performance based on objectives defined in accordance with the Group's strategic plan.

An authorization to implement said plans will be submitted to the General Meeting of November 29, 2023 by the 26th resolution.

3.3.1.4 Compensation policy for the Deputy Chief Executive Officer for FY 2023-2024

The components of compensation and benefits of all kinds that may be granted to the Deputy CEO (Directeur Général Délégué) mainly take into account the level of responsibility associated with his duties, his level of expertise and Claranova Group's economic and financial performance.

Pursuant to Article L. 22-10-8 of the French Commercial Code, the compensation policy for the Deputy CEO for FY 2023-2024 will be submitted for approval to the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2023. As described in Section 3.3.1.1.6 of this Chapter, the Board of Directors reserves the right, in compliance with legal requirements, to provide for exceptional derogations to the compensation policy approved by the General Meeting.

The payment of the variable and exceptional components of compensation policy for the Deputy CEO will be conditional on the approval by the General Meeting called to approve the financial statements for the fiscal year ending June 30, 2024, of the components of compensation and benefits of any kind to be paid in or granted for FY 2023-2024 to the Deputy CEO under the conditions provided for in Article L. 22-10-34 of the French Commercial Code.

It is specified that, the Board of Directors reserves the right to grant any Deputy CEO newly appointed in FY 2023-2024 a fixed amount (in cash and/or shares) which cannot exceed the amount of benefits that the new executive waived on leaving his/her previous position.

Compensation and benefits of all kinds granted to the Deputy CEO for his duties

Compensation components	
Fixed compensation	Gross fixed annual compensation of €300,000 for the period.
Variable compensation	Variable compensation of €200,000, and up to €260,000 should targets be exceeded, providing an incentive to meet the annual objectives set by the Board of Directors. The quantitative and qualitative items are identical to those applicable to the Chief Executive Officer. The criteria underpinning the grant of this variable compensation aligning interests of the Deputy Chief Executive Officer (Directeur Général Délégué) with those of the Company as they are based on financial objectives described below, the attainment of which attests to growth performances and an improvement in the Group's financial position, thereby contributing to the objectives of the compensation policy. To reinforce its commitment to CSR, 15% of the variable compensation paid to executive officers now includes ESG criteria. These objectives are broken down as follows: Quantitative targets (65%) • 20% based on Group revenue; target: €495 million, focusing on improvement in sales, with the threshold set on the basis of sales for FY 2022-2023, excluding the portion relating to the disposal of Avanquest's non-core businesses; • 20% based on Group EBITDA; target: €45 million; • 10% based on Group cash flow; target: €25 million; • 15% based on share price performance (average of last 30 trading days); target €3. Qualitative objectives of a quantifiable nature (no discretionary portion) (35%) • 20% based on the goal of restructuring the Group's debt; • 7.5% ESG Criterion #1: implementation of Group ESG reporting with a contribution rate of 100%; • 7.5% ESG Criterion #2: improvement of the ESG score established by the EthiFinance rating agency to 34/100 in 2023 (based on the Group's Non-Financial Statement of June 30, 2022). Quantitative goals are considered as targets. The target allows for the allocation of 100% of the compensation provided for this criterion. If a quantitative target is not met or exceeded, the weighting will be adjusted proportionately so that the amount may range from 0% to 130% of the target. The weighting interval is [90%; 110%]; below 90% the criterion = 0; at 90% it is 70%; at 110% and above, it is 130%; with linear interpolation within the range. For the share price, a minimum low of €1.50 (the price at the time this document was drawn up), a target of 2x, i.e. €3, and a high price range of 3x, i.e. €4.50. The amounts corresponding to these objectives as well as their criteria are established with precision by the Board of Directors. Performance for this purpose is assessed by the Appointments and Compensation Committee and by the Board of Directors. The variable compensation for FY 2023-2024 may only be paid in FY 2024-2025, after approval by the General Meeting of Claranova SE.
Exceptional compensation	No, subject to the Board of Directors' right to derogate presented in Section 3.3.1.1.6 of this document.
Exceptional bonus	None.
Supplementary pension plan	No supplementary pension plan other than mandatory complementary pension plans in place for the Company's managers.
Benefits in kind	Company vehicle.
Share-based payments	None.
Non-compete indemnity	Corresponding to 85% of the gross, fixed and variable compensation and any other financial advantage received in the 12 months prior to the termination of his employment contract for a period of 12 months following the termination of the employment contract.
Termination payment	Equal to the gross, fixed and variable compensation and any other financial advantage received in the 12 months prior to the termination of his employment contract, not including paid leave in the event of termination of his employment contract by the Company. Severance pay is not payable in the case of gross misconduct.

Compensation and benefits of all kinds granted to the Deputy CEO for his duties

Commitments of any kind that may become due as a result of commencement, termination or changes of duties	Unemployment insurance policy for entrepreneurs and company executives (GSC) including a compensation in the amount of 70% of the annual net taxable income and a period of benefits extended to 24 months at the end of the first year of effective affiliation (see Section 3.3.2.2 of this document).
Compensation as member of the Claranova Development management committee	€ 55,000.

Furthermore, as part of the Group's reorganization around Claranova Development, the Board of Directors meeting of September 20, 2023 duly noted that Xavier Rojo could be replaced as co-manager of Claranova Development by any company over which he has majority control.

Xavier Rojo (or any company under this control) would receive a fixed annual compensation of €55,000 (excl. tax) for his role as co-manager of Claranova Development.

On the recommendation of the Appointments and Compensation Committee, on October 20, 2023 the Board of Directors introduced long-term incentive plans, subject to a condition of presence over time and conditions of performance based on objectives defined in accordance with the Group's strategic plan.

An authorization to implement said plans will be submitted to the General Meeting of November 29, 2023 by the 26th resolution.

3.3.1.5 Compensation policy for corporate officers for FY 2023-2024

The corporate officers are comprised of the members of the Company's Board of Directors. It should be noted that the compensation policy for the Chairman of the Board of Directors is described in Section 3.3.1.2 of this document.

The maximum amount of annual compensation for members of the Board of Directors (formerly "Directors' attendance fees") of €320,000 was set by the Combined General Meeting of November 30, 2022.

Subject to approval of the compensation policy for non-executive officers for the FY 2023-2024 by the General Meeting called to approve the financial statements for the year ending June 30, 2023, this total amount will be set at €310,000 for the entire Board of Directors.

This total amount includes the maximum compensation for the Chairman of the Board of Directors of €68,100.

This total amount will be allocated on the basis of (i) attendance and (ii) the offices and work within the various Committees, in order to comply with Recommendation No. 12 of the Middlenext Code of corporate governance on this subject. This new allocation method will reward members for their level of attendance at Board meetings, and reinforce the recognition of the work done by the Committees and the need to hold Committee meetings on a very regular basis, to ensure the quality of preparatory work necessary for relevant and informed decision-making by the Board of Directors, and in this way contribute to the objectives of the compensation policy.

If the Ordinary General Meeting of November 29, 2023 adopts the 31st resolution relating to the reduction of directors' terms of office to four years, and (ii) the 32nd and 33rd resolutions relating to the renewal of the terms of office as directors of Pierre Cesarini and Roger Bloxberg, the Board of Directors would be composed as follows, and it is proposed that non-executive corporate officers may receive maximum remuneration as follows:

- Viviane Chaine-Ribeiro: €68,100 (Chair subject to the adoption of the amendment to paragraph four of Article 14 of the Company's Articles of Association by the Extraordinary General Meeting of November 29, 2023, which would raise the age limit for the Chair of the Board of Directors to seventy-five (75) years);
- Christine Hedouis: € 47,200;
- Gabrielle Gauthey: € 41,300;
- Francis Meston: € 47,200;
- Craig Forman: € 47,200;
- Pierre Cesarini: € 29,500;
- Roger Bloxberg receives no compensation in his capacity as a corporate officer of the Company;
- TECH IA IMPACTINVEST €12,291.67 for serving on the Board of Directors for five months;
- Marc Goldberg: €17,208.33 (subject to the adoption of the 34th resolution concerning the appointment of Marc Goldberg as director by the Extraordinary General Meeting of November 29, 2023), for serving on the Board of Directors for seven months.

In accordance with Article R. 22-10-14 II of the French Commercial Code, Roger Bloxberg, an executive officer of PlanetArt LLC, holds shares in PlanetArt LLC without voting rights but with financial rights and a conversion option conferring a right to 10% of the share capital of PlanetArt LLC in the event of a liquidity event or the departure of this executive officer under certain conditions. This agreement was revised on September 4, 2017 in order to define the terms of its implementation and to transfer these rights to the Roger Bloxberg 2014 Revocable Trust (See Note 34.1 in Chapter 2 of this document).

It is also indicated that Pierre Cesarini and Viviane Chaine-Ribeiro may each receive €55,000 in compensation for their positions on the Claranova Development management committee.

No other compensation, permanent or otherwise, may be paid to members of the Company's Board of Directors, with the exception of directors with executive management duties or holding an employment contract with Claranova SE under conditions authorized by the law.

Finally, the possibility to request repayment or deferral of part of the compensation received by members of the Board of Directors is not planned.

3.3.2 Report on compensation of corporate officers with respect to FY 2022-2023

This section describes, for each corporate officer, the components of compensation paid in or granted for FY 2022-2023 in accordance with the revised compensation policy approved by the Ordinary General Meeting of September 4, 2023. This information is an integral part of the Board of Directors' corporate governance report and is prepared in accordance with Article L. 22-10-9 of the French Commercial Code.

In accordance with the provisions of Article L. 22-10-34 I and II of the French Commercial Code, shareholders will be asked to approve (i) the following corporate officer compensation and (ii) the components of compensation paid in or granted for FY 2022-2023 to Pierre Cesarini, as the Chairman-CEO and Xavier Rojo, as the Deputy CEO.

The following tables and additional information present changes in and compare compensation received by Company executives in accordance with Article L. 22-10-9 I of the French Commercial Code.

3.3.2.1 Components of compensation and benefits of any kind paid in or for FY 2022-2023 to corporate officers

3.3.2.1.1 Components of compensation and benefits of any kind paid in or for FY 2022-2023 to Pierre Cesarini, the Chairman-CEO

SUMMARY OF COMPENSATION

The following table presents total compensation and benefits of all kinds, distinguishing fixed, variable and exceptional components, paid in or granted for FY 2022-2023 on the basis of his office in said period to the Chairman-CEO, in accordance with the provisions of Article L. 22-10-9 of the French Commercial Code, as well as the components of compensation paid or granted under his employment contract entered into with the subsidiary, Claranova Development SARL.

The components of the total compensation and benefits in kind paid or awarded during FY 2022-2023 to the Chair of the Board of Directors and the CEO are covered by the 6th resolution (in respect of the office of Chair of the Board of Directors) and 7th resolution (in respect of the office of CEO) presented to the General Meeting called to approve the financial statements for the year ended June 30, 2023, pursuant to Article L. 22-10-34 II of the French Commercial Code. The components of variable and exceptional compensation may only be paid after approval by the said General Meeting.

Gross annual amounts *(in €)*	FY 2022-2023		FY 2021-2022	
	Amount due	**Amount paid**	**Amount due**	**Amount paid**
Fixed compensation[(1)]	340,072	342,786	374,943	374,943
Other bonuses, allowances and benefits in kind[(2)]	196,597	182,411	131,178	131,178
Variable compensation[(4)]	449,014	396,755[(3) (5)]	392,452	339,800
Fees[(6)]	120,000	120,000	50,000	50,000
Exceptional compensation	-	-	-	-
Compensation as a member of the Board of Directors[(7)]	100,000	100,000	41,600	38,600
TOTAL COMPENSATION	**1,205,683**	**1,141,952**	**990,173**	**934,521**

(1) Including the fixed compensation for the positions of Chairman-CEO of Claranova SE and for the position of Chief Operating Officer of Claranova Development SARL.
(2) Including the compensation linked to activities performed outside of France, charges linked to the function, benefits in kind and travel allowances for the position of Chief Operating Officer of Claranova Development SARL.
(3) Payment of variable compensation, subject to approval by the General Meeting called to approve the financial statements for FY 2022-2023.
(4) The variable compensation is fixed for the functions of Chief Operating Officer of Claranova Development SARL. It is determined in reference to the achievement of objectives set by the Board of Directors. For FY 2022-2023, the lower ranges of the quantitative criteria were set at the level of actual revenue for year n-1, breaking down as follows: (i) revenue (15%) (fulfillment rate: 89%); (ii) EBITDA (25%) (fulfillment rate: 102%); (iii) cash flow (15%) (fulfillment rate: 126%); (iiv) corporate budget control (15%) (fulfillment rate: 130%); (v) qualitative criteria linked to certain corporate development objectives (30%) (fulfillment rate: 90%).
(5) The amount paid corresponds to variable compensation for FY 2021-2022 approved by the General Meeting of September 04, 2023 and paid in the form of a synthetic instrument which does not include Claranova SE securities.
(6) The "Fees" line comprises services invoiced by Elendil to Claranova SE, covered in Section 3.5 of this document .
(7) Compensation received and paid as Chairman and member of the Board of Directors (formerly "Directors' attendance fees").

Variable compensation in respect of FY 2022-2023 may be paid in the form of a synthetic instrument involving the exercise of a stock option plan established for the purpose of enabling the payment of any variable compensation granted and issued to the Chief Executive Officer by Claranova SE. The options constitute solely a payment method for variable compensation, which in any case would only be paid from the date of and subject to approval of the CEO's variable compensation by Claranova's Annual General Meeting in accordance with the "ex post" vote of the shareholders:

INVESTMENT OPPORTUNITY IN THE COMPANY'S SUBSIDIARIES

In accordance with the compensation policy for FY 2020-2021, the Chief Executive Officer was able to invest in one or more of the Company's subsidiaries (the "**Option to Invest in Subsidiaries**") and, in particular, Avanquest Software SAS and Avanquest America Holding LLC, under the oversight of the Board of Directors, provided:

- the holdings of the CEO in the share capital of the subsidiaries may not exceed, immediately or in the future, more than 10% of the share capital of each;
- the securities issued to him, that may be options or preferred shares (or equivalent securities in the case of foreign subsidiaries), are subscribed under market terms and conditions and at market values; and
- the securities issued and subscribed by him are subject to strict administration and provision rules to ensure the absence of any conflicts of interest between the Company and the Chief Executive Officer and that the Company may continue to freely manage and make use of its investments.

In accordance with the seventh resolution of the General Shareholders' Meeting of December 17, 2020 relating to the compensation policy for the Company's executive officers (*ex ante* vote), under the terms of which the shareholders approved, inter alia, the principle of this investment option, the Board of Directors decided, on July 23, 2021, to grant this option to the CEO for the fiscal year ending June 30, 2021.

The initial terms for exercising this Option to Invest in Subsidiaries are as follows:

1. Implementation at the level of:
   - Avanquest Software SAS, one preferred share; and
   - Avanquest America Holding LLC, two synthetic instruments reflecting the performances of its subsidiaries, myDevices and PlanetArt LLC.
2. These three instruments, with identical characteristics for each subsidiary, represent standalone optional financial instruments.
3. Each instrument confers a right to the CEO to receive 10% of the amount, net of debt, reverting (indirectly) to Claranova SE as indicated below in point 5 (the "**Distribution**") and only if the value on the issue date of the percentage held (indirectly) by Claranova SE in the shareholders equity of said subsidiary (after taking into account the Group share of debt borne at the Claranova SE level) (the "**Reference Value**") is multiplied by three at any time between the issue date and June 30, 2026 (the "**Condition**").

   The instruments subscribed by the CEO by means of this investment option are subject to an annual assessment, whereby the allocation criteria, which are limited in time, could result in a loss of his entire investment, and to date have not yet given rise to any Distribution, as the Condition for triggering a Distribution has not yet been met.

   The subscription price of each of the instruments is based on a multi-criteria approach in accordance with customary practice, taking into account respectively the applicable Reference Value and the Condition. At the request of the Board of Directors, this determination was based on the independent assessment by the firm Accuracy, represented by Christophe Leclerc. The latter concluded the subscription price of each instrument to be fair from the point of view of the Claranova SE's shareholders.

(in millions of euros unless otherwise specified)	Avanquest Software	PlanetArt	myDevices
Value of shares attributable to owners of the Company	153.8	192.8	5.5
Reference Value	74.6	178.0	3.0
Subscription price of the instrument	€34,100	€132,100	€10,000

4. Satisfaction of the Condition will be recognized:
   - in the case of a liquidity event (total or partial sale of at least 50% of the subsidiary's capital, qualified asset sale, qualified initial public offering) occurring no later than June 30, 2026 as a result of which the Reference Value is multiplied by three;
   - in the absence of a liquidity event by June 30, 2026, in light of an independent appraisal (i) initiated by the Chairman and Chief Executive Officer at the end of the third year or at the end of the fourth year if and only if the Board of Directors initially opposed the occurrence of a liquidity event and (ii) as a result of which the Reference Value is multiplied by three.
5. Once the Condition is satisfied, the Distribution will take place:
   - on the occasion of one or more liquidity events occurring between now and June 30, 2026, in which case the Chairman and Chief Executive Officer will receive 10% of the amount received by the Group on the occasion of the said liquidity event or events;
   - in the absence of total liquidity by June 30, 2026, shortly after that date, on the basis of the subsidiary's market value at that date, the Chairman and Chief Executive Officer then receiving 10% of the value of the share held (indirectly) by the Company in the subsidiary's equity as of June 30, 2026;

6. The Chairman-CEO will not benefit from any guarantee to repurchase the financial instruments at a minimum price, thus:
   - in case of departure before the Condition is satisfied, the instrument will be repurchased:
     - for €1 in the case of a bad leaver;
     - for €1 in the case of a "good leaver", unless it appears that the Condition was satisfied at the date of his departure, in which case it would be repurchased at the market value of the instrument on the departure date (*i.e.* 10% of the value of the Company's holdings (indirect) in the equity of the subsidiary at that date).
   - in the case of departure after the Condition is satisfied, the instrument will be repurchased:
     - 90% of the market value of the instrument at the departure date in the event of a "bad leaver" (*i.e.* 9% of the value of the Claranova SE's holdings (indirect) in the equity of the subsidiary at that date);
     - the market value of the instrument at the departure date in the event of a "good leaver" (*i.e.* 10% of the value of the Company's holdings (indirect) in the equity of the subsidiary at that date);
   - if the Condition is not met by June 30, 2026, this instrument will automatically lapse .

At the meeting of the Board of Directors on July 23, 2021, the Chairman-CEO, with a conflict of interest situation, did not take part in the deliberations on the implementation of this Option to Invest in Subsidiaries as part of his compensation policy for FY 2020-2021.

While the final terms of this Option to Invest in Subsidiaries are presented as exceptional compensation in the form of a share-based payment, the Company's shareholders at the General Meeting of December 1, 2021, voted in favor for all fixed and variable components of total compensation and benefits of any kind paid in and granted for the period ending June 30, 2021 to the Chairman-CEO, in accordance with the provisions of Article L. 22-10-34 of the French Commercial Code (the so-called "*ex-post*" vote).

At June 30, 2022, the Chairman-CEO had subscribed to the instrument for each subsidiary.

7. As part of the Group's restructuring around Claranova Development, the following transactions were carried out:
   - distribution by Avanquest America Holdings LLC of 100% of the shares it held in myDevices to Avanquest America Inc., on January 12, 2023;
   - distribution by Avanquest America Inc. of 100% of the shares it held in myDevices to Claranova SE, on January 12, 2023;
   - contribution by Claranova SE of 100% of the shares it held in Avanquest America Inc. to Claranova Development on January 13, 2023;
   - contribution by Claranova SE of 100% of the shares it held in myDevices Inc. to Claranova Development on February 15, 2023;
   - the absorption of Avanquest American Holdings LLC by Avanquest America Inc. on May 1, 2023, the surviving company renamed PlanetArt Holdings Inc.

As a result of this reorganization, the investment made by the Chief Executive Officer and the rights conferred thereto on the basis of the Option to Invest in Subsidiaries require the following technical adjustments, to the extent strictly necessary to adapt the Option to Invest in Subsidiaries to the Group's new structure, without modifying its financial terms and trigger thresholds:
   - the carry over of the synthetic instrument reflecting the performance of PlanetArt LLC to PlanetArt Holdings Inc., following the absorption of Avanquest America LLC by Avanquest America Inc.; and
   - the carry over of the synthetic instrument reflecting the performance of myDevices, Inc. at the level of Claranova Development, following the absorption of Avanquest America LLC by Avanquest America Inc. (and the mechanical cancellation of the instruments relating to the performance of myDevices in this context) and the holding of myDevices by Claranova Development from then on.

COMPENSATION PAID OR AWARDED BY A COMPANY INCLUDED IN THE SCOPE OF CONSOLIDATION WITHIN THE MEANING OF ARTICLE L. 233-16 OF THE FRENCH COMMERCIAL CODE

Pursuant to Article L. 22-10-9 I 5° of the French Commercial Code, the Company must present a summary statement of the compensation and benefits of any kind received by each of these corporate officers from a company included in the scope of consolidation within the meaning of Article L. 233-16 of the French Commercial Code.

For FY 2022-2023, in addition to his compensation as Chairman-CEO of the Company, Pierre Cesarini received the following compensation and benefits in kind as Chief Operating Officer of Claranova Development SARL:

- fixed annual compensation of €340,072;
- variable annual compensation of €449,014[(1)];
- repayment of expenses and recurrent charges resulting from the expatriation (accommodation and travel costs) in the amount of €85,434;
- a gross lump-sum allowance known as an "impatriation bonus", to cover the cost of living differential between the Grand Duchy of Luxembourg and France of €111,163;

(1) *This variable annual compensation was determined in reference to the achievement of objectives set by the Board of Directors of Claranova SE. The criteria underpinning the grant of this variable compensation align Pierre Cesarini's interests with those of the Group as they are based on the financial objectives, the attainment of which attests to growth performances and an improvement in the Group's financial position, thereby contributing to the objectives of the compensation policy. These targets are based on Group revenue (15%), Group EBITDA (25%), Group cash flow (15%), corporate budget control (15%) and qualitative criteria linked to corporate development objectives (30%). Payment of the variable compensation, which is subject to the approval of the General Meeting called to approve the financial statements for the FY 2022-2023, will take place during FY 2023-2024.*

3.3.2.1.2 Components of compensation and benefits of any kind paid in or for FY 2022-2023 to Jean-Yves Quentel and Xavier Rojo, each in their capacity as Deputy CEOs.

Jean-Yves Quentel

As a reminder, Jean-Yves Quentel's resignation as Deputy CEO took effect on July 22, 2022. Shareholders are also reminded that the Claranova SE Annual General Meeting of November 30, 2022 approved the 14th resolution concerning the fixed and variable components of the total compensation and benefits of any kind paid in or granted for the year ended June 30, 2022 to the Deputy CEO, Jean-Yves Quentel.

The following table presents the total compensation and benefits of all kinds paid to Jean-Yves Quentel, as Deputy CEO for the year ended June 30, 2023, with a breakdown by fixed, variable and exceptional components, paid in or granted for the past fiscal year for the duties exercised in said period, in accordance with the provisions of Article L. 225-37-3-I-1 of the French Commercial Code.

Gross annual amounts *(in €)*	FY 2022-2023		FY 2021-2022	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation[1]	11,468	11,468	230,000	232,500
Other bonuses, allowances and benefits in kind	6,020	6,020	1,345	1,345
Variable compensation[2]	74,520	74,520	74,520	100,872
Fees	-	-	-	-
Exceptional compensation	-	-	-	-
Board member compensation	n/a	n/a	12,000	12,060
TOTAL COMPENSATION	**92,008**	**92,008**	**317,865**	**346,777**

(1) Amount calculated on a prorata temporis basis of his fixed annual compensation of €200,000, whereby Jean-Yves Quentel stepped down from his position on July 22, 2022.
(2) Payment of variable compensation was approved by the General Meeting called to approve the financial statements for FY 2021-2022.

Xavier Rojo

The following table presents total compensation and benefits of all kinds paid to Xavier Rojo as Deputy CEO, with a breakdown by fixed, variable and exceptional components, paid in or granted for the past fiscal year for the duties exercised in said period, in accordance with the provisions of Article L. 225-37-3-I-1 of the French Commercial Code.

The components of total compensation and benefits of all kinds paid in or granted for the previous fiscal year to the Deputy CEO are covered by the 8th resolution proposed to the General Meeting called to approve the financial statements for the year ended June 30, 2023, pursuant to Article L. 22-10-34-II of the French Commercial Code.

Gross annual amounts *(in €)*	FY 2022-2023		FY 2021-2022	
	Amount due	Amount paid	Amount due	Amount paid
Fixed compensation[1]	275,000	275,000	n/a	n/a
Other bonuses, allowances and benefits in kind	-	-	n/a	n/a
Variable compensation[2] [3]	208,844	-	n/a	n/a
Fees	36,379	36,379	70,000	70,000
Exceptional compensation	-	-	n/a	n/a
Board member compensation	n/a	n/a	n/a	n/a
TOTAL COMPENSATION	**520,223**	**311,379**	**70,000**	**70,000**

(1) Amount calculated on a prorata temporis basis of his fixed annual compensation of €300,000, Xavier Rojo having taken up his duties on August 1, 2022.
(2) Payment of the variable compensation, which is subject to the approval of the General Meeting called to approve the financial statements for the FY 2022-2023, will take place during FY 2023-2024.
(3) Variable annual compensation is determined in reference to the achievement of objectives set by the Board of Directors. For FY 2022-2023, the lower ranges of the quantitative criteria were set at the level of actual revenue for year n-1, breaking down as follows: (i) revenue (15%) (fulfillment rate: 89%); (ii) EBITDA (25%) (fulfillment rate: 102%); (iii) cash flow (15%) (fulfillment rate: 126%); (iv) corporate budget control (15%) (fulfillment rate: 130%); (v) qualitative criteria linked to certain corporate development objectives (30%) (fulfillment rate: 90%).

3.3.2.1.3 Components of compensation and benefits of any kind paid in or for FY 2022-2023 to non-executive officers

The non-executive officers are members of the Company's Board of Directors, with the exception of the Chairman of the Board of Directors, whose compensation and benefits of any kind paid in or granted for FY 2022-2023 are described in section 3.3.1.2 of this document.

For FY 2022-2023, the compensation allocated to the Board of Directors will be distributed in a balanced manner among its members. This distribution shall that reflect the level of attendance of members at Board meetings. Members of the Board of Directors who leave office during the year receive compensation on a pro rata basis from the beginning of the year to their respective dates of departure. On this basis, Jean-Loup Rousseau received €39,200 for his office for FY 2022-2023. Members of the Board of Directors co-opted during the period also received compensation calculated on a prorated basis, within the limits of the total amount provided for under the compensation policy approved by the General Meeting of November 30, 2022.

Gross annual amounts *(in €)*	FY 2022-2023 Compensation as a member of the Board of Directors	FY 2022-2023 Other compensation	FY 2021-2022 Compensation as a member of the Board of Directors	FY 2021-2022 Other compensation
Viviane Chaine-Ribeiro	44,800	60,000[1]	42,442	-
Christine Hedouis	44,800	-	44,800	-
Francis Meston	39,200	-	39,200	-
Jean-Loup Rousseau	39,200	-	31,733	-
TECH-IA IMPACTINVEST SASU[2]	28,000	-	26,000	-
Former Board members	-	-	28,353	-
TOTAL COMPENSATION	**193,422**	**60,000**	**212,528**	**-**

(1) Compensation, excluding taxes, to VCR Conseil under the service agreement dated June 22, 2022. It was renewed by tacit agreement, in accordance with its terms, and ratified by Claranova's Board of Directors on August 10, 2023. On September 20, 2023, the Board of Directors authorized the signature of an amendment to terminate this agreement, with effect from and subject to the appointment of Viviane Chaine-Ribeiro as Chair of the Board of Directors and the approval thereof at the next Ordinary General Meeting.

(2) Company represented by its permanent representative, Luisa Munaretto.

3.3.2.2 Commitments of any kind that may become due as a result of commencement, termination or changes of duties or after the completion thereof

CHAIRMAN-CEO

Under his employment contract with Claranova Development SARL, in the event of departure, Pierre Cesarini will receive the compensation described in Section 3.3.1.3 of this document.

Employment contract		Supplementary pension plan		Indemnities or benefits due, or likely to fall due, as a result of termination or change of duties		Indemnities related to a non-compete clause	
Yes	No	Yes	No	Yes	No	Yes	No
✓			✓	✓		✓	

DEPUTY CEO

Under his term of office with Claranova SE, Xavier Rojo is entitled to compensation described in Section 3.3.1.4 of this document.

Employment contract		Supplementary pension plan		Indemnities or benefits due, or likely to fall due, as a result of termination or change of duties		Indemnities related to a non-compete clause	
Yes	No	Yes	No	Yes	No	Yes	No
✓			✓	✓		✓	

OTHER MEMBERS OF THE BOARD OF DIRECTORS

None.

3.3.2.3 Pay ratio between the level of compensation of executive officers and the average and median compensation of Claranova SE employees

The following table presents, pursuant to the provisions of Article L. 22-10-9 I, 6° of the French Commercial Code, for the last five fiscal years for the Chairman-CEO, the ratios between, on the one hand, the level of his compensation and the average compensation on a full-time equivalent basis of Claranova SE employees, other than corporate officers, and on the other hand, the average and median compensation on a full-time equivalent basis of Claranova SE employees, other than corporate officers:

Chairman-CEO	FY 2022-2023	FY 2021-2022	FY 2020-2021 restated	FY 2020-2021 reported	FY 2019-2020
Ratio Chairman-CEO / Average	13	10	10	8	7
Ratio Chairman-CEO / Median	13	10	10	9	11

The above ratios have been calculated on the basis of fixed, variable and exceptional compensation and benefits of all kinds, annualized and paid during the years presented.

The following table presents, pursuant to the provisions of Article L. 22-10-9 I, 6° of the French Commercial Code and recommendation R16 of the Middlenext Code, since assuming his duties as Deputy CEO, the ratios between, on the one hand, the level of his compensation and the average compensation on a full-time equivalent basis of Claranova SE employees, other than corporate officers, and on the other hand, the average and median compensation on a full-time equivalent basis of Claranova SE employees, other than corporate officers:

Deputy CEO	FY 2022-2023	FY 2021-2022	FY 2020-2021 restated	FY 2020-2021 reported	FY 2019-2020
Ratio Deputy CEO/ Average	6	4	4	3	n/a
Ratio Deputy CEO / Median	6	4	4	4	n/a

The above ratios have been calculated on the basis of fixed, variable and exceptional compensation and benefits of all kinds, annualized and paid during the years presented.

3.3.2.4 Annual changes in compensation and performance of Claranova SE

The following tables present, in application of the provisions of Article L. 22-10-9 I, 7° of the French Commercial Code, the annual change in compensation of the corporate officers, the performance of Claranova SE, average compensation on a full-time equivalent basis of the employees of Claranova SE, other than the corporate officers, as well as the ratios mentioned in paragraph 3.3.2.3 of the present document over the last five financial years:

Chairman-CEO	FY 2022-2023	FY 2021-2022	FY 2020-2021 restated	FY 2020-2021 reported	FY 2019-2020
Annual compensation *(in euros)*	1,205,683	990,173	816,130	816,130	809,907
Change / N-1	*+215,510*	*+174,043*	*+6,223*	*+6,223*	*(1,922,301)*
Ratio / Average	13	10	10	8	7
Change / N-1	*+ 3*	*+ 1*	*+ 2*	*+ 1*	*(3)*
Ratio / Median	13	10	10	9	11
Change / N-1	*+ 3*	*+ 0*	*+ 1*	*(2)*	*+ 0*

Deputy CEO	FY 2022-2023	FY 2021-2022	FY 2020-2021 restated	FY 2020-2021 reported	FY 2019-2020
Annual compensation *(in euros)*	520,223	317,865	252,063	252,063	n/a
Change / N-1	*+202,358*	*+65,802*	*n/a*	*n/a*	*n/a*
Ratio / Average	6	4	4	3	n/a
Change / N-1	*+2*	*n/a*	*n/a*	*n/a*	*n/a*
Ratio / Median	6	4	4	4	n/a
Change / N-1	*+2*	*n/a*		*n/a*	*n/a*

Members of the Board of Directors	FY 2022-2023	FY 2021-2022	FY 2020-2021 restated	FY 2020-2021 reported	FY 2019-2020
Total annual compensation	253,422	212,528	223,681	223,681	136,000
Change / N-1	*+40,894*	*(11,153)*	*+87,681*	*+87,681*	*(8,000)*

Claranova SE employees	FY 2022-2023	FY 2021-2022	FY 2020-2021 restated	FY 2020-2021 reported	FY 2019-2020
Average annual compensation *(in euros)*	84,830	95,927	81,735	101,577	109,796
Change / N-1	*(11,097)*	*+14,192*	*(28,061)*	*(8,219)*	*+33,260*

Performance of the Company *(Consolidated data in € millions)*	FY 2022-2023	FY 2021-2022	FY 2020-2021 restated [1]	FY 2020-2021 reported	FY 2019-2020
Revenue	507.0	473.6	470.7	471.9	409.1
Change / N-1	*+33.4*	*+2.9*	*+61.6*	*+62.8*	*146.8*
EBITDA (adjusted where appropriate)	32.5	25.5	32.9	34.2	17.4
Change / N-1	*+7.0*	*(7.4)*	*+15.5*	*+1.4*	*+1.4*

(1) Restatement of the Avanquest Software division's revenue arising from the application of IFRS 15 on the recognition of revenue over time from Soda PDF subscriptions transferred to a cloud-based model in August 2020.

3.3.2.5 Appropriateness of total compensation granted or paid in FY 2022-2023 in light of the compensation policy adopted

The components of the total compensation and benefits of any kind paid in or for FY 2022-2023 to corporate officers are in compliance with the compensation policy adopted for 2022-2023 by the General Meeting of September 4, 2023 (ex-ante vote).

This compensation policy, according to which variable components were based on quantifiable criteria and/or objectives, was structured to align the interests of executive officers and the Group, thereby contributing to improving its performance, including over the long-term.

3.3.2.6 Consideration of the prior year shareholder ex-post vote

The revised compensation policy presented to the Ordinary Shareholders' Meeting of September 4, 2023 took into account the results of the votes and opinions expressed at the General Meeting of November 30, 2022, as follows:

- inclusion of holding structure costs in the quantitative criteria including, in particular, payroll costs covered by this policy;
- an increase in the weighting of the EBITDA criterion in line with the strategy initiated in 2023 of driving sales and strengthening profitability. This criterion better aligns the interests of beneficiaries and shareholders;
- an increase in the weighting of qualitative criteria to reflect the structural changes made to the Group's organization to achieve greater operational efficiency and visibility for the various business lines.

The Board of Directors decided to continue applying these principles as described in Section 3.3.1.1.1. of this Chapter for FY 2023-2024.

3.3.2.7 Resolutions relating to the "Say on Pay" submitted to the General Meeting called to approve the financial statements for the fiscal year ended June 30, 2023

5th resolution

(Approval of the information on individual corporate officer compensation required by Article L. 22-10-9, paragraph I, of the French Commercial Code for FY 2022-2023)

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings,

having read Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with 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 presented therein.

6th resolution

(Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to Pierre Cesarini, Chairman of the Board of Directors)

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings,

having read Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-34-II of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to the Chairman of the Board of Directors as presented in Article L. 22-10-9 of said code.

7th resolution

(Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to Pierre Cesarini, Chief Executive Officer)

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings,

having read Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-34-II of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to the Chief Executive Office as presented in Article L. 22-10-9 of said code.

8th resolution

Approval of fixed and variable components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to Xavier Rojo, the Deputy CEO)

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings,

having read Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-34-II of the French Commercial Code, the fixed, variable and exceptional components of total compensation and benefits of all kinds paid in or granted for the fiscal year ended June 30, 2023 to the Deputy CEO as presented in Article L. 22-10-9 of said Code.

9th resolution

(Approval of the compensation policy for the Chair of the Board of Directors for FY 2023-2024)

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings,

having read Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 225-37-2-II of the French Commercial Code, the FY 2023-2024 compensation policy for the Chair of the Company's Board of Directors, as described in the Corporate Governance Report.

10th resolution

(Approval of the compensation policy for the CEO for FY 2023-2024)

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings,

having read Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the Company's FY 2023-2024 compensation policy for the Company's CEO, as presented in the corporate governance report.

11th resolution

(Approval of the compensation policy for the Deputy CEO for FY 2023-2024)

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings,

having read Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the Company's FY 2023-2024 compensation policy for the Company's Deputy Chief Executive Officer, as presented in the corporate governance report.

12th resolution

(Approval of the Company's director compensation policy for FY 2023-2024)

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings,

having read Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

approves, in accordance with Article L. 22-10-8 II of the French Commercial Code, the Company's FY 2022-2023 compensation policy for the Company's non-executive officers, as presented in the corporate governance report.

13th resolution

(Determination of the amount of total compensation of directors)

The General Meeting, voting in accordance with quorum and majority rules for Ordinary General Meetings,

having read Chapter 3 of the Company's 2022-2023 universal registration document, which constitutes the corporate governance report referred to in Article L. 225-37 of the French Commercial Code,

resolves to set, as from the FY 2023-2024, the maximum annual compensation provided for in Article L. 225-45 of the French Commercial Code to be allocated to the directors as members of the Board, at €310,000 and this until otherwise decided by the General Meeting.

3.3.3 Amounts set aside as provisions or otherwise recognized by the issuer or its subsidiaries for the payment of pensions, retirement annuities or other benefits

No amounts have been set aside or otherwise recognized by Claranova SE for the payment of pensions, retirement annuities or benefits in favor of corporate officers of Claranova SE, except for retirement severance benefits that are provisioned for all employees.

Claranova SE did not grant any joining or leaving bonuses to these individuals.

3.3.4 Restricted stock units (actions gratuites or free shares), share subscription warrants and share subscription options

SHARE SUBSCRIPTION OR PURCHASE PLANS AS OF JUNE 30, 2023

	Stock options (November 2016)	Share subscription warrants (November 2017)
Date of Management Board/Board of Directors meeting	11/25/2016 & 05/03/2017	11/13/2017
Number of securities granted as of 06/30/2022	18,765,927	3,752,224
including shares that may be subscribed by:	-	-
• Pierre Cesarini	16,839,433	375,222
• Luisa Munaretto	-	750,445
• Jean-Loup Rousseau	-	750,445
• Marc Goldberg	-	750,445
• Other employees who are not corporate officers	1,916,494	-0
• Former executive officers	10,000	1,125,667
Start date for exercise of stock options or share subscription warrants	02/25/2017	11/13/2017
Expiry date	11/25/2026	11/13/2027
Subscription or purchase price	-	€0.36
Number of stock options or share subscription warrants subscribed as of 06/30/2022	18,735,927	-
Exercise price (for 10 options/warrants)	€1.12	€6.10
Number of stock options or share subscription warrants exercised as of 06/30/2022	18,490,827	-
Number of options not subscribed, canceled or lapsed	30,000	-
Options/share subscription warrants remaining as of 06/30/2022	245,100	3,752,224
Total number of shares that may be subscribed or granted following exercise	24,510	375,220

3.4 Additional corporate governance information

3.4.1 Regulated agreements

Regulated agreements

The special report issued by Claranova SE's Statutory Auditors on regulated agreements referred to in Articles L. 225-38 et seq. of the French Commercial Code, for the fiscal year ended June 30, 2023, is presented in Section 3.5 of this document.

To Claranova SE's knowledge, there are no agreements, other than agreements relating to current transactions entered into under normal conditions, executed directly or by an intermediary, between a Board member or shareholder holding over 10% of the voting rights of Claranova SE and a company in which Claranova SE holds, directly or indirectly, more than half of the share capital.

3.4.2 Means of attendance of shareholders at General Meetings

The means by which shareholders can attend General Meetings are described in Article 21 (General Meetings) of the Articles of Association available at Claranova SE's head office.

Article 21 – General Meetings

General Meetings are convened and conduct the proceedings in accordance with the conditions set by Law.

One or more shareholders holding together at least 10% of subscribed share capital may also ask the Board of Directors to convene a General Meeting, indicating the points to appear on the agenda.

At the decision of the Board of Directors, meetings may be held by video conference or by telecommunication means enabling the identification of shareholders.

Collective shareholder decisions are made by Ordinary, Extraordinary and Special General Meetings depending on the type of decisions to be made..

General Meetings exercise the powers conferred on them by the Law and deliberate under the conditions provided by the Law, it being noted that in calculating the majority, votes cast shall not include votes attaching to shares in respect of which the shareholder has not taken part in the vote or has abstained or has returned a blank or invalid vote ballot form.

The format of notices of meeting, which may be communicated electronically, and the time period for issuing such notices, are governed by the Law. The notice of meeting must set the location of the meeting, which may be the head office or any other location, and the agenda.

All shareholders, regardless of the number of shares they hold, are entitled to attend General Meetings, either in person or through a proxy, subject to providing proof of their identity and the ownership of shares, either through the registration of the shares in their name or presentation of a certificate from the accredited financial intermediary managing their share account stating the shares are unavailable until the date of the General Meeting.

These formalities must be completed at the latest by 12:00 A.M. (Paris time) on the second working day preceding the General Meeting.

A shareholder may be represented by another shareholder, their spouse or a civil law partner. A shareholder may also be represented by any individual or legal entity of their choice. In such a case, the proxy holder must provide proof of their proxy.

A shareholder who has already requested and received an admission card to attend a General Meeting may grant a proxy and be represented by another shareholder, their spouse or a partner in a civil union. A shareholder may also be represented by any individual or legal entity of their choice. In such a case, the proxy holder must provide proof of their proxy and present the shareholder's admission card to the General Meeting.

All shareholders may vote by mail by completing and sending a form to the Company in accordance with the conditions set by the Law and regulations; in order to be taken into account, this form must be received by the Company two (2) days before the date of the General Meeting.

All shareholders may also, if the Board of Directors so decides when convening the Meeting, attend and vote at General Meetings by video conference or any telecommunication means, including the Internet, enabling their identification, in accordance with the conditions and by the methods set out in prevailing legal provisions. All shareholders participating at a General Meeting by these means shall be considered present when calculating quorum and majority. This decision is communicated in the notice of meeting published in the French Legal Gazette (BALO).

Shareholders that use for this purpose, within the required time periods, the electronic voting form proposed on the Internet site set up by the Meeting's centralizing agent are deemed equivalent to shareholders present or represented. The electronic form may be completed and signed directly on the Internet site using any procedure approved by the Board of Directors and meeting the conditions defined in Article 1367 of the French Civil Code (Code Civil) and, more generally, by prevailing legislative and regulatory provisions, and notably potentially comprising a login and password.

All shareholders are entitled to receive the documents necessary to enable them to make an informed decision on the management and activities of the Company.

The types of document concerned and the conditions of their communication and availability are set by the Law and regulations.

An attendance sheet, duly initialed by shareholders and proxies present, to which will be appended the powers granted to each proxy and, where applicable, any mail voting forms, is certified correct by the General Meeting Committee.

General Meetings shall be chaired by the Chairman of the Board of Directors or, in his absence, by the Vice-Chairman of the Board of Directors. In their absence, the General Meeting shall appoint its own Chairman.

The duties of vote-teller are performed by the two shareholders present holding, both in a personal capacity and as proxies, the largest number of votes and who accept such duties.

The resulting General Meeting Committee appoints a secretary, who need not be a shareholder.

Minutes of the meeting are drafted and copies or extracts of deliberations are issued and certified in accordance with the Law.

3.4.3 Authorizations and delegations of authority to the Board of Directors as of the date of this document

Meeting	Resolution	Nature and purpose	Type of security	Issue price	Ceiling	Period	Usage (U) Balance (S)
Ordinary and Extraordinary General Meeting of 11/30/2022	19th	Delegation of authority to the Board of Directors to increase the share capital of the Company through the capitalization of reserves, retained earnings or other items	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	The Board will set the amount and the nature of the amounts to be capitalized	Nominal amount of share capital increases: €22 million	26 months, or up to 01/30/2025	U: 0% S: 100%
Ordinary and Extraordinary General Meeting of 11/30/2022	20th	Authorization to be granted to the Board of Directors to trade in the Company's shares	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	The maximum purchase price per share may not exceed €20 (excluding execution fees), subject to adjustments to take into account the impact of new corporate actions by the Company	Within the limit of 10% of the share capital	18 months, or up to 05/30/2024	U: 0% S: 100%

Meeting	Resolution	Nature and purpose	Type of security	Issue price	Ceiling	Period	Usage (U Balance (S)
Ordinary and Extraordinary General Meeting of 11/30/2022	21th	Authorization to be granted to the Board of Directors to reduce the Company's share capital by cancellation of own shares	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	The difference between the purchase price of the shares over their par value shall be deducted from the "share premium" account or any other available reserves, including the legal reserve, on condition that this latter reserve does not fall below 10% of the Company's share capital following the reduction in capital.	Within the limit of 10% of the Company's share capital per twenty-four (24) month period	18 months, or up to 05/30/2024	U: 0% S: 100%
Ordinary and Extraordinary General Meeting of 12/01/2021	20th	Delegation of Authority to be given to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities of the Company and/or any subsidiary, maintaining the preferential subscription right	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	The price will be set by the Board of Directors	• Nominal amount of share capital increases: €22 million • Nominal amount of bonds and other debt instruments: €250 million	26 months, or up to 02/01/2024	U: 0% S: 100%

Meeting	Resolution	Nature and purpose	Type of security	Issue price	Ceiling	Period	Usage (U Balance (S)
Ordinary and Extraordinary General Meeting of 12/01/2021	21th	Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities, with the cancellation of the preferential subscription right, through a public offering and with an option to grant a priority right	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	The price will be set by the Board of Directors and must be at least equal an amount determined in accordance with the regulations applicable on the date of issue. On this day, this amount must be at least equal to the weighted average price of the Company's share during the three trading days preceding the date on which the price is set, potentially less a maximum discount of 10%	• Nominal amount of share capital increases: €22 million • Nominal amount of bonds and other debt instruments: €250 million	26 months, or up to 02/01/2024	U: 51%(1) S: 49%
Ordinary and Extraordinary General Meeting of 12/01/2021	22th	Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to the equity securities of the Company, with the cancellation of the preferential subscription right of shareholders, by way of a "private placement " as referred to in Article L. 411-2 1°of the French Financial and Monetary Code	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	The price will be set by the Board of Directors and must be at least equal an amount determined in accordance with the regulations applicable on the date of issue. On this day, this amount must be at least equal to the weighted average price of the Company's share during the three trading days preceding the date on which the price is set, potentially less a maximum discount of 10%	• Nominal amount of share capital increases: €22 million • Nominal amount of bonds and other debt instruments: €250 million	26 months, or up to 02/01/2024	U: 0% S: 100%

Meeting	Resolution	Nature and purpose	Type of security	Issue price	Ceiling	Period	Usage (U Balance (S)
Ordinary and Extraordinary General Meeting of 12/01/2021	23th	Authorization to be granted in accordance with Article L. 225-136 1° paragraph 2 of the French Commercial Code to the Board of Directors to set the issue price of shares, securities in the form of equity securities giving access to other equity securities or entitlement to the allotment of debt securities and/or securities giving access to equity securities, canceling the preferential subscription rights within the framework of the delegation of authority covered by the 21st and 22nd resolutions	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	The issue price for ordinary shares will be at least equal to the average listed price of the Company's share weighted for trading volumes (in the central order book and excluding off-market block trades) during a period of between five and thirty consecutive trading days during the thirty trading days preceding the date on which the price is set, potentially less a maximum discount of 20%	Up to a maximum of 10 % of the share capital per year at the time of the issue	26 months, or up to 02/01/2024	U: 0% S: 100%
Ordinary and Extraordinary General Meeting of 12/01/2021	24th	Delegation of authority to be given to the Board of Directors to increase the share capital by issuing shares and equity securities giving access to other equity securities or entitlement to debt securities and/or securities giving access to equity securities, with the cancellation of the preferential subscription right, in favor of a specific category of individuals	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company.	The price will be set by the Board of Directors and must at least equal the volume-weighted average price during the twenty (20) trading days preceding the date on which the price is set, reduced if appropriate by a maximum discount of 20%	• Nominal amount of share capital increases: €22 million • Nominal amount of bonds and other debt instruments: €250 million	18 months, or up to 06/01/2023	U: 0% S: 100%

Meeting	Resolution	Nature and purpose	Type of security	Issue price	Ceiling	Period	Usage (U Balance (S)
Ordinary and Extraordinary General Meeting of 12/01/2021	25th	Delegation of authority to be granted to the Board of Directors to increase the number of shares to be issued in the event of a capital increase, with or without preferential subscription rights	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	Up to a maximum of 15% of the initial issue and at the same price as that used for the initial issue, within the time limits provided for by the regulations on the day of issue	The nominal amount of capital increases decided by this resolution will be included within the overall ceiling provided for by the 29th resolution	26 months, or up to 02/01/2024	U: 0% S: 100%
Ordinary and Extraordinary General Meeting of 12/01/2021	26th	Delegation of authority granted to the Board of Directors for the purpose of issuing shares or other securities through a capital increase as consideration for contributions in kind	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	The Board will set the terms and conditions of offerings and/or securities as consideration for the contributions, as well as, as applicable, the amount of any cash balance to be paid, approve the grant of special benefits, and reduce, if the contributors so agree, the valuation of the contributions or the consideration for a specific benefits	• Nominal amount of share capital increases: €22 million. Within the limit of 10% of the share capital • Nominal amount of bonds and other debt instruments: €250 million	26 months, or up to 02/01/2024	U: 0% S: 100%
Ordinary and Extraordinary General Meeting of 12/01/2021	27th	Delegation of authority to the Board of Directors for the purpose of issuing securities through a capital increase in the event of a public exchange offer initiated by the Company	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company	The Board will set the terms of issue, the exchange ratio and, as applicable, the amount of the cash adjustment to be paid	• Nominal amount of share capital increases: €22 million • Nominal amount of bonds and other debt instruments: €250 million	26 months, or up to 02/01/2024	U: 0% S: 100%
Ordinary and Extraordinary General Meeting of 12/01/2021	29th	Setting the maximum amount of issues that may be carried out by virtue of the delegations of authority granted	Shares of the Company or equity securities giving access to other equity securities or entitlement to debt securities and/or securities (including notably all debt securities) giving access to equity securities of the Company.		• Nominal amount of share capital increases: €22 million • Nominal amount of bonds and other debt instruments: €250 million	See the different resolutions above 3.5 Related-party transactions	See the different resolutions above 3.5 Related-party transactions

(1) Use of 51% in connection with the capital increase carried out on July 17, 2023 (See Note d'Opération in Prospectus D.22-0788 filed with the AMF on June 30, 2023).

3.5 Related-party transactions

Statutory Auditors' special report on regulated agreements and commitments

General Meeting called to approve the financial statements for the fiscal year ended June 30, 2023

This is a free translation into English of the Statutory Auditors' special report on regulated agreements and commitments with third parties that is issued in the French language and provided solely for the convenience of English speaking readers. This report on regulated agreements and commitments should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France. It should be understood that the agreements reported on are only those provided by the French Commercial Code and that the report does not apply to those related party transactions described in IAS 24 or other equivalent accounting standards.

To the Claranova SE General Meeting,

In our capacity as Statutory Auditors of your company, we hereby report on regulated agreements.

The terms of our engagement require us to communicate to you, based on information provided to us, the principal terms and conditions of those agreements and commitments brought to our attention or which we may have discovered during the course of our audit, as well as the reasons justifying that such commitments and agreements are in the Company's interest, without expressing an opinion on their usefulness and appropriateness or identifying other such agreements and commitments, if any. It is your responsibility, pursuant to Article R. 225-31 of the French Commercial Code (Code de commerce) to assess the interest involved in respect of the conclusion of these agreements and commitments for the purpose of approving them.

Our role is also to provide you with the information stipulated in Article R. 225-31 of the French Commercial Code relating to the implementation during the past year of agreements previously approved by the Shareholders' Meeting, if any.

We conducted the procedures that we considered necessary in accordance with the professional guidelines of the French National Institute of Statutory Auditors (Compagnie nationale des commissaires aux comptes) relating to this engagement. These procedures require that we ensure that the information provided to us is consistent with the relevant source documents.

Agreements submitted for approval to the General Meeting

Agreements authorized and entered into in the fiscal year ended

We hereby inform you that we have not been advised of any agreement authorized and entered into during the year to be submitted to the approval of the Annual General Meeting pursuant to Article L.225-38 of the French Commercial Code

Agreements authorized and entered after the end of the fiscal year

We have been advised that the following agreements, authorized and executed after the end of the fiscal year, were authorized by your Board of Directors.

Amendment to terminate the agreement with VCR Conseil

- ***Interested party:*** *Viviane Chaine Ribeiro Partner and Chairwoman of VCR Conseil SAS and Director of Claranova SE*
- ***Nature and purpose:*** *The provision of financial and strategic consulting services to the Group;*
- ***Terms and conditions*** *Fixed fee of €5,000 (excl. VAT) per month.*

  Provision of assistance and consulting services to the Company relating to (a) implementation of a transformation and development strategy with regard to ESG criteria, in particular through: (i) a study of employment-related and governance risks, (ii) updating the Company's risk map, and (iii) any actions the Parties consider necessary to develop the Company's ESG strategy, and (b) developing its investor relations.
- ***Approval:*** *On September 20, 2023, the Board of Directors authorized the signature of an amendment to terminate this agreement, with effect from and subject to the appointment of Viviane Chaine Ribeiro as Chairwoman of the Board of Directors of Claranova SE, to take effect following the adoption of the amendment to Paragraph 4 of Article 14 of the Articles of Association by the Extraordinary General Meeting of November 29, 2023.*
- ***Reasons justifying the agreement:*** *The Board of Directors considered this termination to be in the company's interest.*

Amendment to terminate the agreement with Elendil

- ***Interested party:*** *Pierre Cesarini, Partner and Chairman of Elendil SAS and Chairman-CEO of Claranova SE;*
- ***Nature and purpose:*** *Operating consulting and assistance services provided to Claranova SE.*

  The purpose of this agreement is the provision of technical services relating to (i) product conformity, safety and quality control, (ii) product marketing, including competitive intelligence, and (iii) defining the product offering and marketing it on other markets. The services provided by Elendil SAS are provided personally by Pierre Cesarini, Partner and Chairman of Elendil SAS.
- ***Terms and conditions*** *A fixed fee of €120,000 (excl. VAT) per year.*
- ***Approval:*** *On September 20, 2023, the Board of Directors authorized the signature of an amendment to terminate this agreement, on September 26, 2023, taking effect from June 30, 2023.*
- ***Reasons justifying the agreement:*** *The Board of Directors considered this termination to be in the company's interest.*

Amendment to the agreement with Pierre Cesarini

- ***Interested party:*** *Pierre Cesarini, Chairman-CEO of Claranova SE, commented;*
- ***Nature and purpose:*** *Employment contract of Pierre Cesarini with Claranova Développement SARL in his capacity as Chief Operating Officer of Claranova Development SARL;*
- ***Terms and conditions***

  Gross annual fixed compensation: €340,000 per 12-month period starting on July 1, 2022 (previously €330,000). This fixed compensation may be automatically adjusted by local authorities in accordance with the legislation in line with the applicable indexation criteria, resulting in a subsequent adjustment of the amount of fixed compensation.

  Variable compensation: the gross annual bonus will be calculated in reference to the achievement of operating and earnings objectives set each year by the Claranova Development Management Board, in accordance with the decisions taken by the Board of Directors of Claranova SE, taking into consideration the Group's overall objectives, with a target amount of €430,000, which may be increased to a maximum of €559,000 should the objective be exceeded (up from €516,000 previously).

  Termination payment: the gross, fixed and variable compensation as well as any other indemnity and/or any other financial benefit, such as warrants and/or stock subscription warrants issued by the Company, paid to him during the last 12 months prior to the termination of his employment contract, not including paid leave in the event of termination of his employment contract by the Company. The severance payment is not payable in the event of serious or gross misconduct by Mr. Cesarini, or if he resigns or breaches his employment contract or changes jobs within the Group. The severance payment will be multiplied by 2 if the employer expressly waives the non-competition clause referred to below.

  Non-compete indemnity: throughout his collaboration with the Company, as well as for a 12-month period after the termination of his employment contract, Mr. Cesarini is prohibited from accepting any job or activity, in any form whatsoever, likely to compete with the Company's businesses, on whatever basis this may be. In exchange for complying with the non-compete clause, once his employment contract ends, Mr. Cesarini will receive a monthly allowance during the period to which the non-compete clause applies, equal to 100% of the gross, fixed and variable compensation as well as any other indemnity and/or as any other financial benefit that he received in the 12 months prior to the termination of his employment contract, not including paid leave.

  Travel allowance: during the term of the contract and for the purposes of his duties, a gross fixed annual travel allowance of €15,000.

  Incidental expenses allowance: in the event of termination of this Agreement resulting in definitive departure for any reason whatsoever, Mr. Cesarini shall, at the Company's first request, return all of his electronic equipment in consideration of which the Company shall pay him a monetary indemnity of €1,500.

  Repetitive expenses and fixed allowance: the Company will cover, on presentation of supporting invoices, certain expenses up to a maximum of €55,000 per year or €80,000 when the employee shares a residence with spouse, as well as a fixed allowance of €1,500 per month or €3,000 if the employee shares a residence with his or her spouse who has no professional activity.
- ***Reasons justifying the agreement:*** The conclusion of this agreement by the Company is motivated by the particular needs of the Company and the qualifications of Mr. Cesarini for the position he will occupy. It is concluded in the interest of the Company in light of Mr. Cesarini's knowledge of the Company and its areas of activity.
- ***Approval:*** *This agreement was authorized by the Claranova SE Board of Directors on January 8, 2019, amended by the Board on September 30, 2020 and re-approved on September 30, 2021. The amendment of this agreement for the purpose of bringing it into line with the compensation policy for the Chief Executive Officer presented to the Claranova SE General Meeting of Shareholders on November 30, 2022, and relating to the total annual compensation for FY 2022-2023, was submitted to the Board of Directors for approval on October 12, 2022. After the Company's shareholders voted against the Say-on-Pay ex-ante option at the Company's General Meeting of Shareholders on November 30, 2022, a revised compensation policy was submitted to the Company's shareholders at the Ordinary General Meeting of September 4, 2023.*

  Pursuant to General Meeting's adoption on September 4, 2023 of the fifth resolution on the revised compensation policy for the Company's Chairman and Chief Executive Officer for FY 2022-2023 (Say on Pay ex ante 2022-2023), the Board of Directors duly acknowledged, as necessary, the entry into force of the authorization given by the Board of Directors on October 12, 2022 to execute an amendment to Pierre Cesarini's employment contract for the purpose of complying with the Say on Pay ex ante FY 2022-2023 compensation policy. An amendment to this effect was signed on September 26, 2023, as approved by the Board of Directors on September 20, 2023.
- ***Amount:*** *For the fiscal year ended June 30, 2023, the application of this agreement resulted in a total expense incurred by Claranova Development SARL in the amount of €970,972.50 to which is added €17,991.94 in employers' contributions.*

Agreements not previously approved

Pursuant to Articles L. 225-42 and L. 823-12 of the French Commercial Code, we hereby inform you that the following agreements have not received a prior authorization by your Board of Directors.

It is our responsibility to inform you why the procedure for authorization was not followed.

Agreement with VCR Conseil

- ***Interested party:*** *Viviane Chaine Ribeiro Partner and Chairwoman of VCR Conseil SAS and Director of Claranova SE*
- ***Nature and purpose:*** *The provision of financial and strategic consulting services to the Group;*
- ***Terms and conditions*** *Fixed fee of €5,000 (excl. VAT) per month.*

  The agreement runs for one year from July 1, 2022 and is renewable by tacit agreement for one or more periods of one year each

  Provision of assistance and consulting services to the Company relating to (a) implementation of a transformation and development strategy with regard to ESG criteria, in particular through: (i) a study of employment-related and governance risks, (ii) updating the Company's risk map, and (iii) any actions the Parties consider necessary to develop the Company's ESG strategy, and (b) developing its investor relations.
- ***Approvals:*** *this agreement (for the period from July 1, 2022 to June 30, 2023) was authorized by the Board of Directors on June 21, 2022 and approved by the General Meeting held on September 4, 2023, on the basis of the Statutory Auditors' special report of October 31, 2022. In contrast, the tacit renewal of its term to July 1, 2023 was ratified post facto by Claranova's Board of Directors on August 10, 2023.*
- ***Reasons justifying the agreement*** *Ms. Viviane Chaine-Ribeiro (Co-President of the European and International Commission of MEDEF, the leading network of entrepreneurs in France) has considerable personal experience in management and ESG issues, acquired through extensive work with companies and public authorities and her advocacy of women's issues. The Board authorized the tacit renewal of this agreement, the services of which are to continue based on the needs of the Company.*
- ***Amount:*** *For the fiscal year ended June 30, 2023, an expense was occurred in the amount of €60,000 (excl. VAT) under this agreement.*

The above agreement was not subject to the prior authorization required under article L. 225-38 of the French Commercial Code prior to tacit renewal as its termination was already planned by the Board of Directors.

3

Agreements already approved by the General Meeting

Agreements approved since the end of the fiscal year

We remind you that the following agreements, authorized and entered into after the end of the previous fiscal year, were described in the special report of the statutory auditors (Ernst & Young and Aplitec) dated October 31, 2022, presented to and approved by your General Meeting on September 4, 2023.

Service agreement with Elendil

- ***Interested party:*** *Pierre Cesarini, Partner and Chairman of Elendil SAS and Chairman-CEO of Claranova SE;*
- ***Nature and purpose:*** *Operating consulting and assistance services provided to Claranova SE.*

  The purpose of this agreement is the provision of technical services relating to (i) product conformity, safety and quality control, (ii) product marketing, including competitive intelligence, and (iii) defining the product offering and marketing it on other markets. The services provided by Elendil SAS are provided personally by Pierre Cesarini, Partner and Chairman of Elendil SAS.

  This agreement is also overseen by the Appointments and Compensation Committee and the Board of Directors, insofar as these corporate governance bodies review these matters, in accordance with applicable regulations, when drawing up and approving the compensation policy presented to the Company's shareholders.
- ***Terms and conditions*** The agreement entered into effect on July 1, 2022 and remains in force until terminated by one of the parties.

  A fixed fee of €120,000 (excl. VAT) per year.
- ***Approval:*** *This agreement was authorized by the Board of Directors on October 12, 2022 and approved by the General Meeting on September 4, 2023.*
- ***Amount:*** *For FY 2022-2023, an expense was incurred in the amount of €120,000 (excl. VAT) under this agreement (€144,000 incl. VAT).*

Agreement with Keystone Conseil

- ***Interested party:*** *KEYSTONE CONSEIL, represented by Xavier Rojo, Chairman, Chief Financial Officer and Deputy CEO of Claranova SE. ;*
- ***Nature and purpose:***

  From May 2, 2022 until the contract termination date of August 2, 2022.

  The provision of consulting services to conduct an organizational audit and to address short-term daily contingencies. In addition, the Service Provider may be called upon to assist with other projects at the Customer's request. His missions shall include but not be limited to: meet the immediate financial obligations for the closing of the accounts Q3 2022; management of Group financing: management fees with the BUs, intercompany payables, group debts; audit of the Group & BU finance;
- ***Terms and conditions*** *Fixed fee of €35,000 (excl. VAT) per month.*
- ***Reasons justifying the agreement:*** *This agreement predates the appointment effective August 12, 2020 as Deputy Chief Executive Officer of the Company decided by the Board of Directors of Xavier Rojo. This agreement was justified by the Company's specific needs in the areas of finance and strategy following the resignation of Jean-Yves Quentel.*

  It should be noted that Xavier Rojo's appointment was not anticipated when this agreement was signed and on that basis the lack of prior authorization by the Board of Directors to sign the agreement does not constitute an "omission".
- ***Approvals:*** *This agreement was authorized by Claranova's Board of Directors on October 12, 2022 and approved at the General Meeting of Shareholders held on September 4, 2023 on the basis of the Statutory Auditors' special report of October 31, 2022;*
- ***Amount:*** *For the fiscal year ended June 30, 2023, and expense was occurred in the amount of €39,379.02 (excl. VAT) under this agreement.*

At its meeting of October 12, 2022, your Board of Directors decided to authorize this agreement after the fact.

The Statutory Auditors

French original signed by:

Mazars	**Ernst & Young Audit**
Paris La Défense,	Paris La Défense,
Bruno Pouget	Jean-Christophe Pernet
Partner	Partner

4

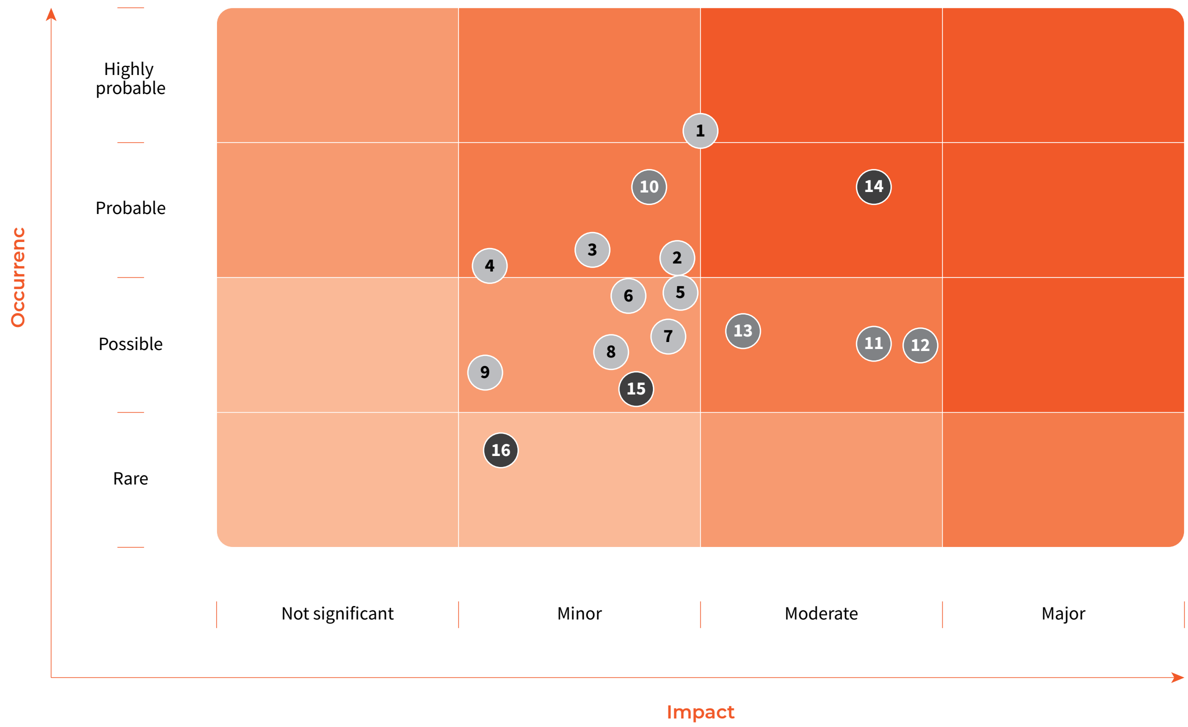
Risk factors

Three main categories of risk factors are presented below: business risks, governance risks and financial risks. Based on consultation with the Group's line and staff management, these are considered to represent the main risks. The risks thus identified were then reviewed by the Group level Risk Assessment Committee. Comprised of members of the Finance, CSR, Legal, Communications, Operations and Data Protection departments, this Committee meets in an advisory capacity on an annual basis to review risk assessments.

For each category, risks are listed in descending order of importance, based on the average assessments given by each member of the Committee. The criticality of risks is based on their probability of occurrence and their potential negative impact on the business. This assessment takes into account all mitigation measures already in place at Group level ("net risk").

Only the risks considered material and specific to the Group as of the date of this document are presented below. Investors should be aware that the Company may be exposed to other risks, currently or in the future, not identified in this document. The risk factors presented in this section cover risks borne by both Claranova SE as the parent company and the Group. Unless otherwise specified, these risks apply to all Group companies.

RISK MAP



Operational

1. Cybersecurity
2. Data protection and security
3. Market conditions
4. Risk of inflation
5. Competitive innovation
6. Risks relating to attracting and retaining talent
7. Macroeconomic and political situation
8. GAFAM strategy and customer traffic acquisition
9. Product development

Gouvernance

10. Shareholder relations risk
11. Key persons
12. Management succession plan
13. Risk of non-compliance with ESG regulations

Financial

14. Liquidity and debt management risk
15. Foreign currency risk
16. Integration of activities acquired through mergers and acquisitions

4.1 Business-related risks

4.1.1 Cybersecurity

Description of the risk	Risk management systems
Claranova's three business sectors are supported by the technological robustness of its products and brands. The Group benefits from significant technological and commercial capital. In today's environment in which AI and advanced technologies are occupying an increasingly important place, the complexity and sophistication of online threats is growing exponentially. In response, specialized skills and substantial financial investment are essential to effectively defend against intrusion attempts that occur on a daily basis. Cyber-terrorism, the proliferation of computer viruses and the widespread adoption of telecommuting all increase the risk of intrusion. The Group's particular technical profile renders it particularly vulnerable to online threats. For example, a successful attack could disrupt company operations, either temporarily or for an extended period, which would have a direct impact on the bottom line. In addition, this could cause reputational damage to the Group and result in financial penalties in the event of personal data leaks.	To mitigate these threats, the Group's IT security experts have adopted proactive prevention and detection strategies. Regular awareness-raising campaigns and training sessions on cybersecurity best practices are organized for Group employees. In addition, Claranova is covered by an insurance policy which specifically covers risks related to cyber threats. It should also be noted that the Group's overall risk is reduced by the fact that Claranova's three operating sectors each use separate IT infrastructures. However, although we maintain robust controls and protection systems, they reduce, but do not eradicate, the risk of incidents and intrusions.

4.1.2 Data protection and security

Description of the risk	Risk management systems
As part of its B2C activities, Claranova collects personal data from its customers. Claranova uses this data to tailor its solutions to its customers' needs. also drives innovation and business development. The protection of this data, in accordance with the regulations in force, and in particular the provisions of the European General Data Protection Regulation (GDPR), are a guarantee of confidence which is vital for the Group's reputation. A data breach could result in harm to victims, loss of confidence by all stakeholders, litigation and fines. A breach of customers' personal data could adversely affect Claranova's reputation and erode user confidence, prompting them to turn to other alternatives and/or competitors. The Group may thus be exposed to potential penalties from the French Data Protection Authority (CNIL) for non-compliance with regulations on the protection of personal data (GDPR) resulting in a fine of between 2% and 4% of consolidated sales. In view of the pending adaptation of accounting standards, the inability to recognize this penalty under "Other operating income and expenses" would result in a reduction of between 7% and 44% in EBITDA.	In order to guarantee the best possible data protection and thus limit this risk, the Group continually works on the reliability of its solutions and systems and ensures that it is aligned with the standards of the RGPD, which is recognized for its stringent requirements. By reinforcing governance at holding company level, Claranova is establishing strong group-wide compliance to ensure responsible and secure data management. Several procedures, such as intrusion tests, monitoring intrusion attempts and vulnerabilities, supervised by the various business line IT security teams and by the Group DPO, ensure heightened vigilance for the security of data entrusted to the Group by its customers.

4.1.3 Market conditions

Description of the risk	Risk management systems
Market conditions can impact demand temporarily as well as for longer periods. For example, during the COVID-19 crisis, consumers displayed a strong appetite for photo printing, which in turn led to an increase in PlanetArt's business. Such changes in demand may impact the business model of the Group's businesses.	For that reason, trends are constantly monitored and the Group's offering is adapted in response. Business diversification also contributes to mitigating this risk.

4.1.4 Inflationary risk

Description of the risk	Risk management systems
As a consequence of the end of the COVID-19 crisis, but also of the Ukrainian crisis, 2021 was characterized by the return of inflation, which accelerated significantly in 2022. In light of the uncertain economic environment, particularly with respect to inflation, the Group could experience an erosion of its customer base, and increased production costs (reflecting higher personnel and energy costs). This could in turn lead to lower margins or make it more difficult for the Group to increase its market share.	In response to these developments, we have been analyzing the impact of inflation since the beginning of 2022. An initial analysis would indicate that the freemium model, on which a large part of the Group's business is based, helps limit the sensitivity of the Group's business volume to inflation.

4.1.5 Competitive innovation

Description of the risk	Risk management systems
Claranova operates in competitive markets characterized by rapidly changing technology and frequent launches of new products and services. Some of Claranova's competitors may have more technological and development resources than the Group. In addition, new competitors may exert competitive pressure based on new technologies. For example, for mobile printing applications, established competitors in the personalized products printing sector such as Shutterfly® or Cewe® are able to deploy significant marketing and technical investments. New competitors could exercise pressures on prices and lead to a reduction in the Group's market share as well as the volume of repeat business should some customers switch two competing offers. In the software publishing and distribution sector, the Group operates in a mature market where powerful competitors are willing to invest considerable amounts in marketing in order to achieve market dominance. In the IoT division, the Group has a number of large competitors (PTC, ATOS, IBM, Software AG) seeking to position themselves in this buoyant emerging market, each with their own specific approach (custom products, services, etc.) and considerable financial resources. The Group's revenues and financial performance could be adversely affected.	To address these risks, the Group's different business lines continuously monitor the competition and analyze market developments to anticipate changes in the competition's policies, the emergence of new technologies and new business models. The Group regularly introduces innovations to satisfy customer expectations and to maintain and increase its market share. Claranova Group is already using artificial intelligence to improve the quality of service and user experience of some of its products, such as PlanetArt's InkCards application by for example integrating ChatGPT® technology to help users write card messages more easily. Claranova will continue to analyze the risks and opportunities associated with AI for its business.

4.1.6 Risks relating to attracting and retaining talent

Description of the risk	Risk management systems
Claranova's employees are its prime creators of value. Their technical and managerial expertise, impressive execution capacity and collective commitment are Claranova's most important asset. It is their capacity to innovate and take new technologies forward, both operationally and competitively that drive Claranova's growth and profitability. Claranova is attentive to the risks of insufficiently skilled and motivated employees. The development of its three divisions requires technical experts and talented managers able to keep pace with the Group's accelerated growth. During the remote working period it was difficult to integrate and train new employees. During such periods, new balances between private and work life and individual and collective activities must be developed accompanied by a long-term assessment on new working methods. A slowdown in the development of human resources (employee recruitment, integration, training and retention) or in individual or collective employee commitment or motivation would have an adverse effect on Claranova's earnings in the short to medium term.	To limit this risk, Claranova deploys both global and local HR strategies and policies for recruitment, retention and career development. With that objective, the Group strives to offer its employees a career path (recruitment, training policy, mobility policy, career management, life balance, etc.), build loyalty and promote team spirit based on a shared culture. One illustration of these policies is the introduction of share ownership schemes for key employees of certain Group subsidiaries. In addition, Avanquest has also started to focus on developing its employer brand which plays an important role in attracting and retaining employees.

4.1.7 Macroeconomic and political situation

Description of the risk	Risk management systems
The current situation of the world economy and the various conflicts in progress could jeopardize the Group's growth. Specifically, products sold by Claranova which are mainly destined for the consumer market represent non-essential products. The pressure on household budgets resulting from an unfavorable economic climate could result in lower revenue for the Group's business lines.	Claranova's global dimension as reflected by its geographical presence, diversified business portfolio and a worldwide customer base in the tens of millions represent strengths that mitigate the impacts of crises of this nature. The company's recurring revenue business models and digital profile provide additional structural ramparts that limit the impacts.

4.1.8 GAFAM strategy and traffic acquisition

Description of the risk	Risk management systems
For companies operating in the digital sector, risks linked to the dominant positions of the web giants, Google, Apple, Facebook, Amazon and Microsoft (GAFAM) must be constantly managed. The Claranova Group's photo printing, software publishing and distribution activities are strongly tied to the purchase of traffic, particularly *via* Google, Bing and Facebook. Any change in the business practices of the suppliers could adversely affect these activities. Indeed, Internet traffic disruptions or the blocking of the advertising accounts of the activities in question would limit the Group's ability to acquire new customers and in consequence increase their revenues. The software publishing and distribution businesses are also impacted by download rules set by Google (Chrome) or Microsoft (Edge / Internet Explorer / Windows Defender). A block on downloading software sold by Group entities would have a direct impact on Claranova revenue and its reputation. Apple's practices, and notably the ATT (App Tracking Transparency) feature, have an impact on the applications marketed by the Group. Specifically, this ad tracking and control functionality allows users of Apple-branded devices to restrict tracking in the applications they use. Its introduction in early 2021 has had a significant impact on the e-commerce sector, particularly Claranova's PlanetArt division (online platforms for creating and selling personalized products).	To combat these risks, each of the Group's businesses monitors the market on an ongoing basis to anticipate changes in the strategy of the industry's major players and constantly innovates to adapt their practices to these changes For several years now, the Group has been pursuing a strategy of diversifying its business partners as far as possible. By means of this strategy, Claranova has been able to develop new customer acquisition channels, and in that way significantly reduce its dependency on GAFAM policies. Efforts to rebuild customer acquisition channels paid off in the period, with FreePrints returning to customer acquisition levels similar to those experienced before the introduction of Apple's App Tracking Transparency.

4.1.9 Product development

Description of the risk	Risk management systems
The Group's different business lines develop systems and applications for their customers or for their operational needs. These developments are driven by a project-based approach. Non-optimized development processes could prevent the Group from developing products and services that meet market expectations, thus adversely affecting the Group's business and results.	To address this risk, Claranova Group's development teams apply a rigorous system for monitoring the progress of projects. Quarterly roadmaps are divided into development plans assigned to the project managers and reviewed on a regular basis. Claranova implements an innovation policy to monitor market developments and customer needs. For example, Claranova innovates by creating new products specifically tailored to customer needs. One illustration is the FreePrints Photobooks app, which makes it quick, easy and affordable to create photo albums directly on your smartphone. Another is InPixio photo software which just launched its online service, enabling online users to crop an image for free by simply dragging and dropping their photos, remove unwanted objects or even completely change the background of a photo in a matter of seconds. In addition, given the Group's highly diversified portfolio of products and services, a delay or quality issue experienced by a given project would not affect the other activities and products offered to clients.

4.2 Governance risk(s)

4.2.1 Shareholder relations risk

Description of the risk	Risk management systems
Claranova's shareholder base is characterized by a significant free float (over 70%). For this reason, clear and regular communications with its shareholders is vital to the Group to ensure their support of the deployment of Claranova's strategy. Conflictual relations with certain shareholders can adversely affect the Group's reputation and its ability to attract investors and maintain customer confidence. If shareholders do not have a proper understanding of the Group's operations and projects, they may reject resolutions, which could slow down operations and generate additional costs. Risks of this nature were indeed experienced by the company in 2022 (disagreement with minority shareholders and litigation - See Note 30 in Chapter 8 of this document).	To mitigate this risk, the Group created the Claranova Shareholders' Club for the purpose of developing lasting ties with all individual and institutional shareholders. Dedicated to shareholders with a particular interest in Claranova, this club gives an opportunity to more than 300 members to learn more about the Group and its activities. Through this exclusive forum, shareholders are able to participate in members-only events such as the presentation of the half-year and annual financial results. Membership of the Shareholders Club is available at no cost to any Claranova shareholder owning more than 100 Claranova shares. The number of meetings and events organized in connection with the Shareholders' Club has been increased which contributed to more regular exchanges and dialogue.

4.2.2 Key persons

Description of the risk	Risk management systems
Claranova's success depends largely on the involvement and expertise of its managers and qualified employees. The departure of one or more members of the management team of the Group or its subsidiaries could result in the loss of know-how and weaken certain activities, a less realistic medium- and long-term strategic vision and deficiencies in execution that could impair the Group's ability to implement its strategy, in addition to temporary uncertainties that could potentially impact the share price. Additionally, the Group would need to recruit new executives and qualified operational managers to develop its activities, in a highly competitive global context. The Group's inability to attract and retain key employees could affect its overall ability to attain its objectives and therefore have an adverse impact on its business, results, financial position, development and outlook.	To mitigate this risk, the Group has implemented employee motivation and retention measures in the form of performance-based variable compensation and awards of securities and other rights granting access to the share capital. For further details, see Note 25.2 of Chapter 2 of this document.

4.2.3 Management succession plan

Description of the risk	Risk management systems
Claranova's Chief Executive Officer is Pierre Cesarini. Should the Group's Chairman and Chief Executive Officer be temporarily or permanently prevented from performing their duties, certain activities or processes could be adversely affected and the resulting uncertainty could impact on the Company's share price.	To address this risk, the Group has adopted a number of measures for BU managers: a succession plan is currently being developed by the Board of Directors based on recommendations by the Appointments and Compensation Committee. A key person insurance policy is in the process of being set up. In addition, to reduce the risk of management changes, key personnel are deployed across the Group's various businesses and not just at senior management level.

4.2.4 Risk of non-compliance with ESG regulations

Description of the risk	Risk management systems
CSR regulations in Europe are evolving and becoming increasingly complex (European green taxonomy, CSRD). Failure to comply with these regulations could result in a loss of confidence by stakeholders and adversely affect the Group's image, its ability to raise new financing and share price. Indeed, the Group's stakeholders, and in particular investors, are increasingly taking into account extra-financial criteria when assessing the Group's performance. Failure to meet these standards could reduce the availability of financing for the Group, or increase its cost.	The Group has adopted an action plan to comply with changes in CSR regulations and produce the required information on schedule. To strengthen CSR governance, the Board of Directors has established a CSR Committee in FY 2022-2023. The missions of the CSR Committee are to: • assess the relevance of the Group's CSR commitments with respect to the challenges specific to its business; • oversee the implementation of the Group's CSR policy; • examine the Group's reporting procedures for non-financial information; • examine the reports of Claranova SE and all subsidiaries that meet legal and regulatory CSR obligations, and assess their consistency with the CSR commitments made by each entity.

4.3 Financial risks

4.3.1 Liquidity and debt management risk

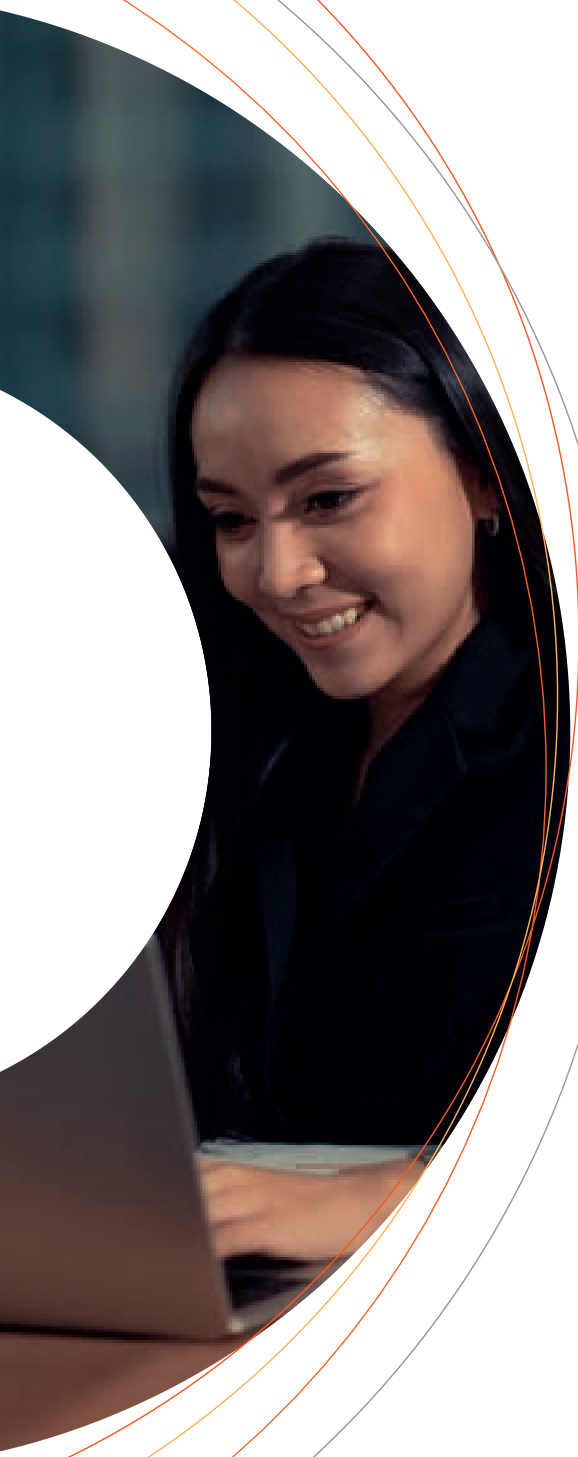
Description of the risk	Risk management systems
The Group's capacity to meet its repayment obligations, in particular for loans and commitments incurred by the parent company, is closely linked to cash flows generated by the subsidiaries operating the PlanetArt and Avanquest businesses. In consequence, an abrupt interruption in the growth of these activities or a sudden and significant deterioration in their profitability could adversely affect the Group's ability to make repayments and its debt. The Group's ability to repay its debt is directly linked to cash flows generated by the PlanetArt and Avanquest businesses. On the other hand, rising interest rates could increase financial expenses which would adversely affect the Group's net income.	The Group's cash position at June 30, 2023 amounted to €67 million. Borrowings and other financial liabilities totaled €179 million, including €70.9 million linked to the OCEANE bonds issued to Heights Capital Management Inc. On that basis, the Group's net debt at June 30, 2023 amounted to €112 million. The Group's capacity to meet its repayment obligations, in particular for loans and commitments incurred by the parent company, is closely linked to cash flows generated by the subsidiaries operating the PlanetArt and Avanquest businesses. In consequence, an abrupt interruption in the growth of these activities or a sudden and significant deterioration in their profitability could adversely affect the Group's ability to make repayments and its debt capacity. The Group is currently in discussions to restructure its OCEANE debt, subscribed in August 2021, which includes a prepayment option at the initiative of the investor on the third anniversary date of the issue (August 16, 2024) €93 million, in order to ensure its continuity as a going concern. These discussions were still in progress at the date of this document. These circumstances could potentially give rise to a material uncertainty as to the Group's ability to continue as a going concern.

4.3.2 Foreign currency risk

Description of the risk	Risk management systems
Because most of the Group's business is conducted outside the euro zone, its results may be affected by exchange rate fluctuations, particularly for the US dollar, the euro, the Canadian dollar and the British pound. However, operating income and expenses are mainly denominated in the same currencies, significantly reducing foreign exchange risk.	Claranova has improved the foreign exchange management since March 2023 by applying a policy that encourages internal foreign exchange transactions to reduce purchases of external currencies. It is still too early to assess the impact of this policy. A detailed analysis will be carried out during the FY 2023-2024.

4.3.3 Integration of activities acquired through mergers and acquisitions

Description of the risk	Risk management systems
The Group's strategy is now less focused on external growth. The inherent risks vary according to the size, activity and location of the acquired company. These include successfully integrating the company and its products, the retention of existing teams and customers, and the ability to develop synergies and business opportunities.	Although the Group's strategy has shifted away from external growth, it continues to make selected acquisitions. Acquisitions are an integral part of the Group's corporate culture. The Group has in consequence developed the ability to identify the risks and opportunities associated with investment projects and to ensure the proper integration of teams, the deployment of synergies and the control of integration costs. Furthermore, these investment projects concern companies based in markets where the Group has historically operated, namely Europe and the United States. In the short term, Claranova's strategy will focus on consolidating its acquisitions. As a result, the Group is not planning on making any significant acquisitions in the near future.



5

Information on the Company and its share capital

5.1 Information on the Company

5.1.1 Corporate name, trading name and head office

The corporate name of the Company is "Claranova".

The Company's website is: http://www.claranova.com

Claranova's head office is located at:

Immeuble Adamas, 2, rue Berthelot, 92400 Courbevoie, France, Telephone: +33 1 41 27 19 75

5.1.2 Legal form

Claranova is a European Company (Societas Europaea) with a Board of Directors, governed notably by the provisions of Book II of the legislative and regulatory sections of the French Commercial Code relating to commercial companies and economic interest groups. It has a share capital of €57,206,910.

5.1.3 Trade and Companies Register – Activity Code and LEI

The Company is registered in the Nanterre Trade and Companies Register under number 329 764 625. The Activity Code, corresponding to the Company's new Articles of Association, is 7010Z "Head office activities". The legal entity identifier (LEI) is 969500P3RUS57W9Z9Z70.

5.1.4 Date of incorporation and term

The Company was incorporated on May 28, 1984. The Company's term was extended to 99 years by a decision of the Extraordinary General Meeting of December 13, 2018, i.e. to May 28, 2083.

5.1.5 Fiscal year

Each fiscal year has a term of 12 months starting on July 1 and ending on June 30.

5.2 Articles of Association

5.2.1 Corporate purpose (Article 2 of the Articles of Association)

Pursuant to Article 2 of the Articles of Association the corporate purpose of the Company is to:

- *buy, subscribe, own, manage, sell or contribute shares or other securities of any entities;*
- guide businesses in which the Company invests, by actively participating in implementing the Group's policy and overseeing its subsidiaries;
- *provide any human resource, IT, management, communication, finance, legal, marketing and purchasing services and advice to its subsidiaries and direct or indirect equity interests;*
- act as a group finance company and, as such, provide all types of financial assistance to entities within the Group to which the Company belongs;
- take part, by any means, directly or indirectly, in any transactions potentially relating to its corporate purpose, notably by creating new companies, through acquisitions, contributions, mergers or otherwise in any existing or future entities, or by entering into any type of commercial contract; acquisition, use or transfer of any processes, trademarks or patents related to these activities;
- and, more broadly, carry out any and all industrial, commercial, economic, financial, civil, securities or real estate transactions related directly or indirectly to the corporate purpose or any similar, related or complementary purpose.

5.2.2 Governance bodies

Information relating to the governance bodies is presented in Section 3.1 of Chapter 3 "Corporate governance" of this document.

5.2.3 Rights, privileges and restrictions associated with each category of existing shares (Articles 11 and 23)

The voting right attached to shares is proportional to the share capital represented by those shares. At General Shareholders' Meetings, each share (excluding treasury stock) carries the right to one vote.

The Extraordinary General Meeting of June 7, 2017 decided, in accordance with Articles L. 225-123 and L. 22-10-46 of the French Commercial Code, to grant double voting rights:

(i) to fully paid-up Company shares which can be proved to have been registered in the name of the same shareholder for at least two years;

(ii) as well as to registered shares allocated as bonus shares to a shareholder, in the event of a capital increase by capitalizing reserves, profits or issue premiums.

As of September 30, 2023, there were a total of 55,667,491 exercisable voting rights of which 2,591,112 shares were with double voting rights.

Article 11 – Rights and obligations attached to shares:

11.1 – *Each share confers entitlement to the profits, Company assets and liquidation bonus in proportion to the percentage of capital it represents and shall confer the right to one vote.*

A share also gives the holder a right to vote or be represented at General Shareholders' Meetings, to be informed on the Company's progress and to receive certain Company documents at times and under conditions specified by legislation and the Articles of Association.

In accordance with Article L. 225-123, paragraph 3, of the French Commercial Code, a voting right equivalent to twice that attributed to other shares is attributed as of right to:

- fully paid-up shares for which it is established they were registered in the name of the same shareholder for at least two years;
- *registered shares allocated to a shareholder, in the event of a capital increase by capitalizing reserves, profits or issue premiums, by reason of existing shares held by the shareholder that benefits from this right.*

Double voting rights expire immediately for any registered shares converted to bearer shares on the transfer of ownership. However, if the transfer of ownerships results from succession, the dissolution of the joint property of spouses, or gift to a spouse or person in line of succession, double voting rights do not lapse and there is no interruption in the required period of two years. *This is also the case in the event of a transfer following a merger or de-merger of a shareholder company.*

11.2 – Shareholders are liable for corporate liabilities only up to the limit of their contributions.

The rights and obligations attached to the shares remain attached thereto irrespective of the holder.

Shareholders are automatically bound by the Articles of Association and by any decisions of the General Meeting.

11.3 – *Whenever it is necessary to own a certain number of shares in order to exercise any right whatsoever, the owners who do not possess the required number of shares must personally see to the pooling and, possibly, the purchase or sale of the necessary number of shares.*

In accordance with the provisions of Article 23 of the Company's Articles of Association, if the financial statements for the year approved by the General Meeting show distributable profit as defined by law, the Meeting shall determine whether this profit is to be allocated to one or more reserve accounts and whether it is to be carried forward or distributed. Following the approval of the accounts by the General Meeting, any losses shall be carried forward to be charged against profits of subsequent years until extinction.

Article 23 – Appropriation and distribution of profits:

In accordance with the Law, amounts are transferred to reserves from the profits of each year less prior losses. *Five percent (5%) is withdrawn to form the legal reserve fund.*

This obligation remains in force until the reserve amount equals one tenth of the share capital and resumes when, for any reason, the reserve amount falls below this fraction.

Distributable profits shall consist of net income for the fiscal year less prior year losses and amounts transferred to reserves pursuant to the Law or the Articles of Association, plus retained earnings.

Distributable profits are at the disposal of the General Meeting, which may, in part or in full, carry them forward, allocate them to general or special reserves or distribute them to shareholders, without distinction of category.

The General Meeting may decide to distribute sums withdrawn from reserves that are at its disposal. In such case, the decision shall expressly state the reserve accounts from which the amounts have been withdrawn.

Following the approval of the accounts by the General Meeting, any losses shall be entered in a special account to be charged against profits of subsequent fiscal years until the losses are cleared.

Share dividends shall be paid at the times and in the places determined by the General Meeting or the Board of Directors within a maximum period of nine months as of the year-end. This period may be extended by a court order.

5.2.4 Modification of shareholders' rights

Shareholders' rights as they appear in the Company's Articles of Association can only be modified by the Extraordinary General Meeting of the Company. Any increase in the commitments of shareholders must be decided under the terms and conditions and in accordance with the methods provided by law.

5.2.5 Clauses likely to have an impact on the control of the Company

The Company's Articles of Association do not contain any measures that would permit the delay, deferment or prevention of a change in control.

5.2.6 Provisions regarding the crossing of thresholds

Where an individual or corporate shareholder, acting alone or in concert, comes to own, directly or indirectly, within the meaning of Articles L. 233-7 et seq. of the French Commercial Code, one percent (1 %) or more of the share capital or voting rights, this shareholder must, on crossing this threshold and each additional threshold of one percent (1 %) of the share capital and voting rights, provide the Company the information set out in Article L. 233-7 of the French Commercial Code, and notably the total number of shares, voting rights and securities granting future access to shares to be issued and related voting rights held.

In determining these thresholds, account will also be taken of shares and/or voting rights held indirectly and shares and/or voting rights equivalent to shares and/or voting rights owned as defined by the provisions of Articles L. 233-7 and L. 233-9 of the French Commercial Code. This information must be sent to the Company's head office by registered letter with return receipt requested, within five (5) stock market days from the acquisition date of the shares or voting rights resulting in the crossing of one or more thresholds.

In the event of failure to comply with the provisions of this Article, at the request recorded in the minutes of the General Meeting of one or more shareholders with combined holdings representing at least five percent (5%) of the Company's share capital or voting rights, the shares or voting rights not disclosed within the above period will be deprived of voting rights. This sanction will apply for all General Meeting of the shareholders during a two-year period from the date on which the failure to disclose is rectified.

The above reporting obligation similarly applies when the amount of share capital and/or voting rights held falls below a one percent (1%) threshold.

During the fiscal year, Claranova was informed of the following notifications of the crossing of thresholds:

- the Assouline Family declared to the Company on November 30, 2022 that it had directly crossed below the 5%, 4%, 3%, 2% and 1% ownership threshold under the Company's Articles of Association on April 29, 2022, and that following the sale of all Claranova shares to Daniel Assouline, it no longer held any shares in Claranova;
- Daniel Assouline declared to the Company on November 30, 2022 for compliance purposes that on April 29, 2022, following the acquisition from the Assouline Family, he had directly crossed above the 1%, 2%, 3%, 4% and 5% ownership thresholds under the Company's Articles;
- Daniel Assouline declared to the Company on November 30, 2022 for compliance purposes that on April 29, 2022, he had directly crossed below the 5%, 4%, 3%, 2% and 1% ownership thresholds under the Company's Articles, and that following the sale of all Claranova shares to 10422339 Canada Inc., he no longer held any shares in Claranova;
- 10422339 Canada Inc. declared to the Company on November 30, 2022 for compliance purposes that on April 29, 2022, following the acquisition from Daniel Assouline, he had directly crossed above the 1%, 2%, 3%, 4% and 5% ownership thresholds under the Company's Articles;
- the Dadoun Family Trust, 6673279 Canada Inc. and Eric Gareau declared to the Company on November 30, 2022 that on April 29, 2022, following the sale by the Assouline Family Trust to Daniel Assouline of 2,694,598 shares, representing 5.86% of the capital, they had directly crossed below the 8%, 7%, 6%, 5%, 4% and 3% ownership thresholds under the Company's Articles. It should be noted that this transfer was followed, immediately thereafter, by a transfer of these same shares by Daniel Assouline to 10422339 Canada Inc.;
- The Dadoun Family Trust, 6673279 Canada Inc., Eric Gareau and 10422339 Canada Inc. declared to the Company on November 30, 2022 for compliance purposes that on April 29, 2022, following the acquisition by 10422339 Canada Inc. from Daniel Assouline of 2,694,598 shares, representing 5.86% of the capital, they had directly crossed above the 3%, 4%, 5%, 6%, 7% and 8% ownership thresholds under the Company's Articles;
- Charles André Normand declared to the Company on December 27, 2022 that he had crossed above the 1% ownership threshold under the Company's Articles and held 460,052 shares;
- DNCA Finance declared to the Company on February 17, 2023 that on February 14, 2023, it had crossed below the 1% ownership threshold under the Company's Articles;
- Charles André Normand declared to the Company on June 28, 2023 that he had crossed above the 2% ownership threshold under the Company's Articles and held 926,190 shares;
- Charles André Normand declared to the Company, on July 14, 2023, that as a result of the capital increase, he had crossed below the 2% ownership threshold under the Company's Articles and held 929,276 shares;

- 10422339 Canada Inc. declared to the Company, on July 21, 2023, that on July 17, 2023, as a result of the capital increase, it had crossed below the 5% ownership threshold under the Company's Articles;
- the concert party formed by 10422339 Canada Inc., the Dadoun Family Trust, 6673279 Canada Inc. and Eric Gareau, declared to the Company on July 21, 2023 that on July 17, 2023, as a result of the capital increase, it had crossed below the 8% ownership threshold under the Company's Articles and held 7.17% of the share capital;
- LIH Investment Holdings LLC declared to the Company on July 20, 2023 that as a result of the capital increase on July 17, 2023, it had crossed the ownership thresholds under the Company's Articles of 1% to 15%, and held 9,090,909 shares and 15.89% of the share capital;
- Pierre Cesarini declared to the Company on August 1, 2023 that as result of the capital increase of July 17, 2023 he had mechanically crossed below the 5% ownership threshold under the Company's Articles.

5.2.7 Rules governing amendments to the Articles of Association

The rules governing amendments to the Articles of Association are set out in prevailing legislation. The latest proposals to revise the Company's Articles of Association were adopted by the Extraordinary General Meeting on November 30, 2022.

5.3 Share capital

As of the filing date of this document, the share capital stood at €57,206,910 divided into 57,206,910 shares of the same class with a par value of €1 each, all entirely subscribed and fully paid up.

There are no specific provisions in the Articles of Association regarding the modification of the share capital or the voting rights associated with the securities that comprise it.

Please refer to Section 5.4.1 below regarding the distribution of the share capital and voting rights.

5.3.1 Changes in share capital since the beginning of the period

Date	Transaction	Number of shares issued	Par value	Number of shares comprising the share capital	Share capital amount
07/01/2022	**Opening share capital**		**€1**	**45,990,070**	**€45,990,070**
06/30/2023	**CLOSING SHARE CAPITAL(1)**		**€1**	**45,990,070**	**€45,990,070**
07/17/2023	Share capital increase(2)	11,216,840	€1	57,206,910	€57,206,910
10/31/2023	**CAPITAL ON THE DOCUMENT DATE**		**€1**	**57,206,910**	**€57,206,910**

(1) No movements during FY 2022-2023.
(2) Capital increase launched on July 3, 2023 by way of a public offering with a priority subscription period, on an irreducible basis (à titre irréductible) only, for its existing shareholders and a global offering for a total amount (including issue premium) of €18.51 million, of which €15 million by set-off against debt.

5.3.2 Other securities granting access to the share capital

Information relating to the other securities granting access to the share capital, either under currently active restricted stock unit, stock option, share subscription warrant or convertible bond plans, is presented in Note 25.2 in Chapter 2 of this document.

5.3.3 Pledging of share capital

To the best of the Company's knowledge, there are no pledges, guaranties or collateral affecting Claranova's share capital.

5.3.4 Securities not representing share capital

As of the date of this document, the Company has not issued any securities that do not represent share capital.

5.3.5 Information about and terms of any acquisition rights and/or obligations oversubscribed but unpaid capital or about any undertaking to increase the capital

None.

5.3.6 Information about any capital of any member of the Group which is under option or agreed conditionally or unconditionally to be put under option

Roger Bloxberg and Todd Helfstein (the respectively Chief Executive Officer and Chairman of PlanetArt LLC) own shares in the capital of PlanetArt LLC with no voting rights though with financial rights and a conversion option, exercisable in the event of a potential liquidity event or the departure of these directors under certain terms and conditions. For further information, please see Note 34.1 in Chapter 2 of this document.

The subsidiary myDevices Inc. set-up a stock option plan for its managers and employees (see Note 25.2 in Chapter 2 of this document).

myDevices Inc. has undertaken to grant share subscription warrants to a commercial partner; the number of the warrants is dependent on payments made by this partner to myDevices. For further information, please see Note 25.2 in Chapter 2 of this document.

myDevices entered into an agreement with Cathay General Bancorp enabling the latter to subscribe for up to 30,000 shares. See Note 1.5 in Chapter 2 of this document.

The subsidiary Avanquest Software SAS set-up a stock option plan for one of its managers (see Note 25.2 in Chapter 2 of this document).

5.3.7 Share buyback program

Under the terms of its 20th resolution, the Combined General Meeting of the shareholders of November 30, 2022 (the "General Meeting") authorized the Board of Directors to implement, for a period of 18 months from the meeting date, a share buyback program for the Company's shares in accordance with the provisions of Articles L. 225-206 et seq. of the French Commercial Code, Articles L. 22-10-62 et seq. of the French Commercial Code, Articles 241-1 to 241-7 of the AMF General Regulation and the provisions of the European regulations applicable to market abuse, replacing the previous authorization granted by the Extraordinary General Meeting of December 1, 2021.

The objectives of the share buyback program are to facilitate the following transactions:

- maintaining an orderly market in the company's shares under a liquidity contract entered into with an investment services provider that complies with the Conduct of Business Rules recognized by the AMF,
- the grant or sale of shares to employees and/or corporate officers of the Company or affiliated companies, under the terms and according to the methods provided by law, and notably with respect to the French statutory profit-sharing scheme;
- the retention of shares and their subsequent remittance in payment or exchange for future acquisitions, mergers, demergers or contribution transactions, occurring at the level of the Company or, where allowed by applicable regulation, of the companies that it controls;
- their use in any transaction to hedge the Company's commitments involving financial instruments notably covering changes in the Company's share price;
- the delivery of shares on the exercise of rights attached to securities granting access, immediately or in the future, by redemption, conversion, exchange, presentation of a warrant or any other means of awarding Company shares, and the performance of all hedging transactions relating to the issue of such securities, under the terms stipulated by the market authorities and at the times the Board of Directors sees fit;
- the cancellation of some or all of the shares through a share capital reduction (notably for the purpose of optimizing cash management, return on equity or earnings per share);
- the implementation of any market practice accepted or that may be accepted by the AMF and, more generally, carrying out of any transaction complying with prevailing regulations.

5.3.7.1 Terms and conditions of the share buyback program

The Ordinary General Meeting decided the maximum purchase price per share shall not exceed €20 (excluding execution fees), subject to adjustments to take into account the impact of new corporate actions by the Company, and notably in the event of a change in the par value of the share, a share capital increase by capitalizing reserves, a restricted stock unit award (attribution gratuite d'actions), a stock split or reverse stock split, a distribution of reserves or any other assets, a share capital redemption, or any other transaction impacting the share capital, within the limit of a maximum amount which may be paid by the Company in connection with this authorization equal to €22,000,000.

Claranova may acquire a maximum of 10% of the share capital. The number of shares that may be purchased by Claranova with a view to their retention and subsequent remittance in payment or exchange in connection with a merger, demerger or contribution, may not exceed 5% of its share capital. The buyback authorization was granted for 18 months, i.e. until May 30, 2024, subject to the adoption by the next General Meeting of a new buyback authorization that would render the current authorization ineffective.

5.3.7.2 Liquidity or share buyback contracts

Claranova (the "Group" or the "Company") entered into a liquidity contract with Kepler Cheuvreux for its ordinary shares admitted for trading on Euronext Paris, entering into effect on December 10, 2021 for a period of one year, renewable by tacit agreement.

5.3.7.3 Treasury shares

Treasury shares held by Claranova were as follows on June 30, 2023:

	Number of shares	% treasury shares	Gross carrying amount	Market value
Bearer shares	482,433	1.05%	€1,344,176.32	€814,346.90

Changes in treasury shares are largely attributable to the liquidity contract. Under this contract, between July 1, 2022 and June 30, 2023, 1,135,867 shares were acquired for 1,030,393 shares sold.

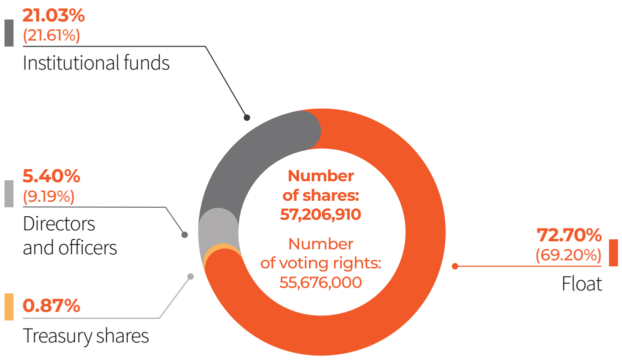
5.3.8 Employee share ownership

As of June 30, 2023, the employees of the Company, and of associated companies within the meaning of Article L. 225-180 of the French Commercial Code, held no Claranova shares under a company savings plan provided for in Articles L. 3331-1 et seq. of the French Labor Code. Likewise, no employees or former employees of Claranova held shares under a company investment fund governed by Articles L. 214-39 and L. 214-40 of the French Monetary and Financial Code.

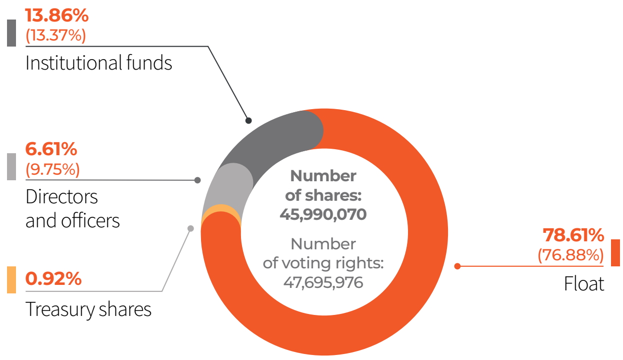
5.4 Major shareholders

5.4.1 Company shareholders

The Company's shareholder according to information available at the end of July 2023 has been estimated as follows:



Percentage of capital as of August 7, 2023[1] (%)
(Voting rights exercisable as of July 31, 2023[2] in %)



Percentage of capital as of September 9, 2022[1] (%)
(Voting rights exercisable as of August 31, 2022[2] in %)

(1) *TPI (Identifiable Bearer Security) survey conducted with Euroclear.*
(2) *Date of last voting right survey.*

To the best of the Company's knowledge, no shareholder directly or indirectly holds more than 5% of the capital or voting rights other than (i) Lafayette Investment Holdings LLC and (ii) the concert party consisting of 10422339 Canada Inc., The Dadoun Family Trust, 6673279 Canada Inc. and Eric Gareau.

5.4.2 Control

On the filing date of this document, the Company is not subject to any direct or indirect control within the meaning of Article L. 233-3 of the French Commercial Code.

5.4.3 Shareholders' agreement

As part of the finalization of the buyout of the Avanquest division's minority interests, a buyout of a percentage these interests was planned in exchange for Claranova SE shares. This acquisition was accompanied by the execution of a shareholders' agreement, dated October 29, 2021, between the sellers and Claranova for a period of four years.

The main provisions of this agreement are as follows:

- continuing to hold shares in registered form, with a switch to bearer shares to avoid triggering double voting rights, for the duration of the agreement;
- a lock-up clause prohibiting the sale of shares by minority shareholders for a period of 12 months, subject to certain market exceptions;
- post lock-up period, restrictions on the sale of all the shares, with maximum sales volumes;
- the Company's right of first refusal for any sale of a minority interest representing more than 2% of the share capital.

At September 4, 2023, the concert party declared holding 4,100,000 Claranova shares.

5.4.4 Summary of security transaction notifications

Between July 1, 2022 and the publication date of this document, the following dealings in the Company's shares (Article L. 621-18-2 of the French Monetary and Financial Code) were reported:

- Xavier Rojo, Deputy CEO, notified the AMF of a transaction completed on October 14, 2022 (published on October 16, 2022). Xavier Rojo on that basis acquired 19,000 shares on the market at a price of €2.629 per share.
- Ms. Viviane Chaine-Ribeiro, member of the Board of Directors, notified the AMF of a transaction completed on December 9, 2022 (published on December 11, 2022). Ms. Viviane Chaine-Ribeiro on that basis acquired 3,300 shares on the market at a price of €3.00 per share.
- Xavier Rojo, Deputy CEO, notified the AMF of a transaction completed on July 17, 2023 (published on July 19, 2023). Xavier Rojo acquired 5,007 shares at a price of €1.65 per share as part of the capital increase launched on July 3, 2023.
- Francis Meston, member of the Board of Directors, notified the AMF of a transaction completed on July 17, 2023 (published on July 21, 2023). Francis Meston acquired 22,890 shares at a price of €1.65 per share as part of the capital increase launched on July 3, 2023.
- Francis Meston, member of the Board of Directors, notified the AMF of a transaction completed on August 8, 2023 (published on August 14, 2023). Francis Meston on that basis acquired 5,838 shares on the market at a price of €1.88 per share.
- Francis Meston, member of the Board of Directors, notified the AMF of a transaction completed on September 8, 2023 (published on September 9, 2023). Francis Meston on that basis acquired 7,000 shares on the market at a price of €1.62 per share.

5.5 Dividend policy

The Company has never paid dividends on its shares. Pursuant to the policy it communicated at the time of its IPO, the Company continues to reinvest its profits in order to finance its growth and does not plan to pay dividends in the short term. This position may nevertheless be re-assessed annually.

5.6 Items likely to have an impact in the event of a public offer

The terms and conditions of the August 2021 OCEANE bond issue provide for prepayment of the bondholders in the event of a change of control of Claranova SE, and for early conversion by the bondholders specifically in the event of a takeover bid. In the case of a public offering, a request by the OCEANE bondholders for the repayment of all or part of their bonds would have a material impact on the Group's cash position.

In addition, certain commercial and financial agreements concluded by the Company, or certain Group companies include provisions provide for their termination in the event of a change in control. The provisions of these agreements, and indeed for some, their mere existence, are covered by confidentiality agreements whose violation would likely have a serious impact on the Company's interests due to the risk resulting from their termination for default. Nevertheless, in the case of a public offer, these items should have a relatively small impact.

5.7 Market for the security

5.7.1 General information

- ISIN code: FR0013426004.
- Listing market: Euronext Paris - Compartment C.
- Number of shares listed as of June 30, 2023: 45,990,070.
- Closing price as of June 30, 2023: €1.688
- Market capitalization as of June 30, 2023: €77.6 million.
- Initial listing on the Nouveau Marché of the Paris Bourse on December 5, 1996.

Share buyback program

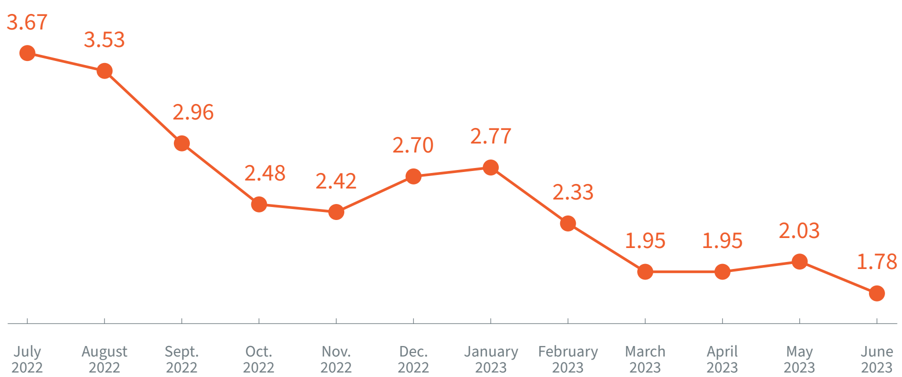
Information relating to the share buyback program is presented in Section 5.3.7 of this document.

5.7.2 Share price trends during the fiscal year

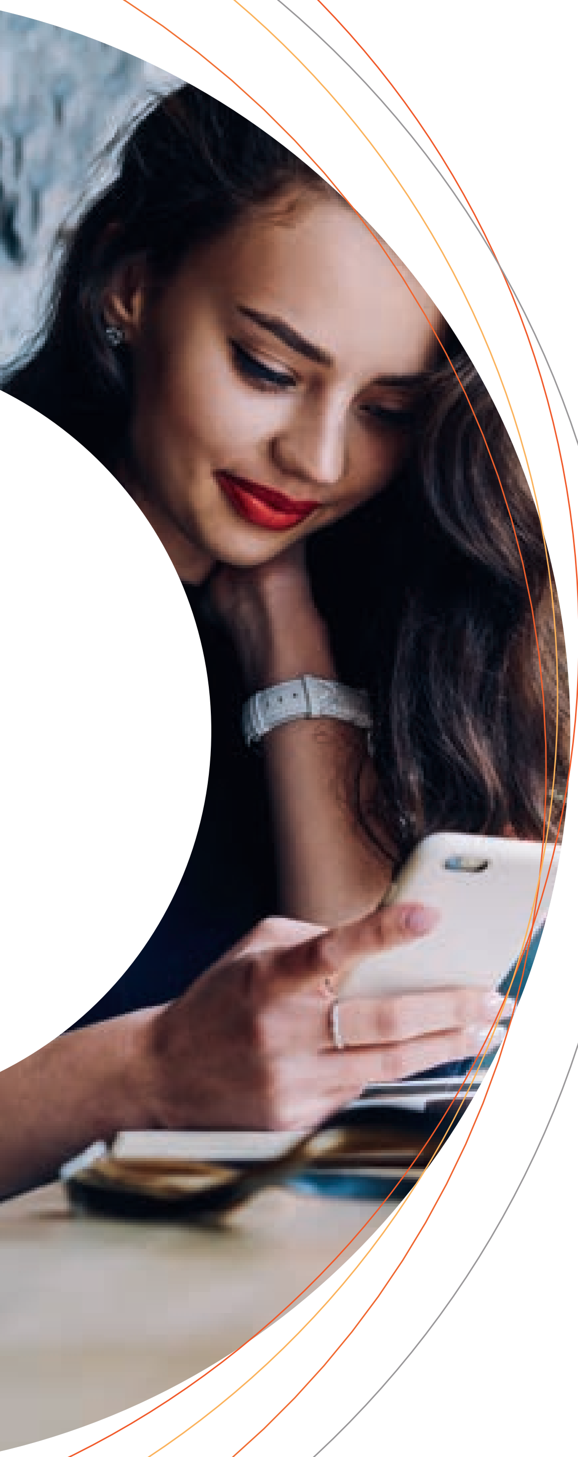
Month	Trading volume	Average price *(in €)*	High *(in €)*	Low *(in €)*
July 2022	1,785,585	3.67	4.03	3.37
August 2022	2,039,885	3.53	3.95	3.17
September 2022	1,515,305	2.96	3.43	2.59
October 2022	2,937,346	2.48	2.95	2.26
November 2022	1,975,300	2.42	2.86	2.22
December 2022	2,042,783	2.70	3.10	2.49
January 2023	1,312,335	2.77	2.95	2.56
February 2023	2,751,522	2.33	2.69	2.05
March 2023	2,805,387	1.95	2.20	1.82
April 2023	1,606,824	1.95	2.10	1.85
May 2023	1,919,623	2.03	2.42	1.86
June 2023	1,635,502	1.78	1.95	1.65

Source Euronext.

AVERAGE PRICE PER MONTH FOR THE YEAR
(in €)



Source: Euronext.



6

Group Corporate Social and Environmental Responsibility

6.1 Our responsibility

6.1.1 Our CSR approach

Record sales driven by fully-focused teams

As it pursues its growth trajectory, Claranova has continued to grow and achieved record sales of half a billion euros, while remaining fully committed to respecting its social and environmental values. With a diversified portfolio of activities and committed, highly-skilled teams, Claranova uses innovation to facilitate day-to-day tasks of its customers. Recognizing the importance of environmental issues, the Group is also committed to harnessing its culture of innovation to reduce its carbon footprint and that of the people who use its products. For this purpose, the Group has strengthened its CSR policy, notably by establishing a CSR committee to spearhead Claranova's environmental and social policy.

Developing a Group CSR approach

Claranova applies a CSR approach designed to generate growth and profitability that can be shared with stakeholders. Since 2019, the organization of Claranova's CRS approach at the Group level has involved:

- analyzing its CSR risks (See Paragraph 6.1.2);
- developing new CSR key performance indicators;
- creating CSR guidelines and a reporting tool;
- creating and mobilizing a network of CSR officers.

CSR advances in FY 2022-2023

The Group continued to implement its CSR approach in the period, in line with its different sustainability commitments (employment, society and the environment). Its policies and actions in this area are focused on three priorities: human resources, social impact and environmental footprint. In particular, Avanquest strengthened its human resources policy in 2023.

Reinforcing CSR governance

CSR is promoted at the highest level of Group management. The Board of Directors' Audit Committee ensures the relevance and integrity of the information published in the Group's NFS. It also validates the Group's risk mapping, which includes CSR risks. In October 2023, this Audit Committee, along with the CSR Committee, received training on the CSRD[1], which will come into force from 2024. Starting next year, the Audit Committee will also be responsible for monitoring sustainability reporting.

To strengthen CSR governance, the Board of Directors has established a CSR Committee in FY 2022-2023 (See section 3.1.3.5 of this document). The missions of the CSR Committee are to:

- assess the relevance of the Group's CSR commitments with respect to the challenges specific to its business;
- oversee the implementation of the Group's CSR policy;
- examine the Group's reporting procedures for non-financial information;
- examine the reports of Claranova SE and all subsidiaries that meet legal and regulatory CSR obligations, and assess their consistency with the CSR commitments made by each entity.

Double materiality assessment

In 2023, Claranova Group initiated its double materiality analysis, anticipating one of the major prerequisites of the CSRD.

Claranova has considered the entire spectrum of issues applicable to all sectors, as well as material sector-specific issues listed by SASB[2] for the software & IT and e-commerce sectors, sector-specific issues and issues arising from the Group's CSR risk mapping.

An analysis of the underlying impacts, risks and opportunities was carried out for each issue, to enable internal and external stakeholders to assess its materiality. Through individual interviews, stakeholders rated the impact materiality (impact of the Group's activities on people and the environment) and financial materiality (risks and opportunities generated by the environment and people on the Group's financial performance) of these issues. For this purpose, a scale for rating magnitude and occurrence was used, in conjunction with scales and criteria consistent with the Group's risk rating method.

The results of the double materiality analysis will be published in the Non-Financial Statement (NFS) for FY 2023-2024.

Carbon footprint

As another major step forward, the Group has started to produce its first carbon assessment report. The measurement of the Group's CO_2 emissions will be published in FY 2023-2024 NFS. This will make it possible to define policies, reduction targets and action plans at Group level.

By adopting these structural improvements to its CSR approach, Claranova confirms its determination to move forward with its roadmap. The Group will continue to roll out new policies and action plans, particularly in the areas of environmental protection and vigilance.

(1) The European Corporate Sustainability Reporting Directive (CSRD) and the European Sustainability Reporting Standards (ESRS) will be phased in starting in January 2024.

(2) The Sustainability Accounting Standards Board (SASB) is an American non-profit organization that develops sustainability accounting standards for non-financial reporting.

6.1.2 Our CSR risks

Major CSR risk identification methodology

Since 2020, the CSR Risk Assessment Committee has been comprised of members of the Finance, CSR, Legal, Communications, Operations and Data protection departments. This committee annually updates the CSR risk mapping method. In FY 2022-2023, this risk map was re-validated in accordance with the revised Group risk map.

The two scales for rating respectively the severity of impacts and their frequency of occurrence are based on quantitative and qualitative assessment criteria. Each scale has four levels. The severity rating scale includes impacts on:

- financial results and the Group's ability to finance its activities;
- customer relations and impact on revenue;
- human capital and the impact on employee engagement;
- relations with stakeholders and the environment, and remediation or repair costs for people or the environment.

The Committee established and updated a list of CSR risks specific to its activities, based on an analysis of Group businesses, the publicly reported risks within its competitive universe, its business model and its interactions with stakeholders. The Committee also ensures consistency between the Group risk universes (see Chapter 4 of the FY 2022-2023 universal registration document) and CSR risks. Committee members then produced a description and analysis of each risk: its nature and potential manifestations, factors relating to Claranova's business model and the Group's relations with stakeholders, its potential impacts for the Group and its stakeholders and the probability and frequency of occurrence. They also reviewed existing policies and processes in the company that could help control some or all of the risk or its consequences for the Group and its stakeholders.

Finally, the Committee has updated the method for rating net CSR risks with respect to impact and frequency for Claranova and its stakeholders. The development of this rating was based on a consensus building approach. In the event of diverging conclusions for short, medium and long-term timeframes, or depending on the assessment criteria, the Committee took a prudent approach by adopting the highest rating.

The CSR Committee meets annually to update the CSR risk map.

CSR risk mapping ranked by criticality

LOW — CRITICALITY → HIGH

G Non-compliance with international labor and human rights conventions in relations with employees and suppliers.	**C** Infringement of intellectual property. **D** Environmental degradation linked to climate change, pollution or resource depletion. **F** An uncertain global environment.	**B** Failure to guarantee health and safety at work. **E** Non-compliance with regulations and anti-corruption and CSR market practices.	**NFS A** Lack of adequate human resources, poor integration of new employees or insufficient employee training.	

MAJOR CSR RISKS

Claranova's rating system identified one major CSR risk:

NFS A **Lack of adequate human resources, poor integration of new employees or insufficient employee training.**

There were few changes to Claranova's CSR risk map in comparison with last year. Only the criticality of the risk "Non-compliance with regulations and anti-corruption and CSR market practices" was reassessed and raised by one level. This change reflects new European CSR requirements resulting from the introduction of the Corporate Sustainability Reporting Directive (CSRD) and corporate sustainability due diligence.

Presentation of risks

[Risk A]: Lack of adequate human resources, poor integration of new employees or insufficient employee training.

Claranova's employees are its prime creators of value. Their technical and managerial expertise, impressive execution capacity and collective commitment are Claranova's most important asset. It is their capacity to innovate and take new technologies forward, both operationally and competitively that drive Claranova's growth and profitability.

Claranova is attentive to the risks of insufficiently skilled and motivated employees. The development of its three divisions requires technical experts and talented managers able to keep pace with the Group's accelerated growth. During the remote working period it was difficult to integrate and train new employees, particularly at Claranova SE and Avanquest. During such periods, new balances between private and work life and individual and collective activities must be developed accompanied by a long-term assessment on new working methods. A slowdown in the development of human resources (employee recruitment, integration, training and retention) or in individual or collective employee commitment or motivation would have an adverse effect on Claranova's earnings in the short to medium term.

In particular, the departure of one or more members of the management team of the Group or its subsidiaries could result in the loss of know-how and weaken certain activities, a less realistic medium- and long-term strategic vision and deficiencies in execution that could impair the Group's ability to implement its strategy, in addition to temporary uncertainties that could potentially impact the share price.

[Risk B]: Failure to guarantee health and safety at work

Claranova's teams of highly competent and committed professionals are its most important asset. Guaranteeing their health and safety is therefore a key priority for the Group. A failure in these major areas would be detrimental to the Group. Given the marginal place of product manufacturing in Claranova's activities, the main health and safety risks primarily concern burnout, stress or musculoskeletal disorders. Claranova's growth is a product of the individual and collective efforts of its employees. A serious health or safety incident would adversely affect their well-being, motivation and commitment to the common project and, in so doing, reduce Group's growth momentum.

[Risk C]: Infringement of intellectual property

Claranova owns strong brands and intangible assets created by its IT developers and underpinning its growth in new markets and new regions. For that reason it is attentive to the risk of misappropriation of its brands or violation of its intellectual property rights. An infringement of the Group's intellectual property rights could lead to litigation while the fraudulent misappropriation of software could result in a loss in sales and reputational damage for Claranova.

Le détournement frauduleux d'un logiciel pourrait provoquer une perte de chiffre d'affaires et une atteinte à la réputation de Claranova.

[Risk D]: Environmental degradation linked to climate change, pollution or resource depletion

Claranova is fully aware of the risks of climate change, environmental pollution and resource depletion which currently concern all human activities and monitors developments in this area. The Group also considers that environmental responsibility provides an opportunity for innovation and growth. The Group's environmental impacts mainly relate to photo printing and the production of personalized products by third-party partners and their delivery. Poor control over these impacts would damage both Claranova's image and its commercial development and would likely trigger a loss in interest or even the rejection of Claranova by its stakeholders.

[Risk E]: Non-compliance with regulations and anti-corruption and CSR market practices.

Due to its international dimension and growth across all its markets, Claranova is exposed to the risk of corruption and failure to meet its corporate, social and environmental responsibilities (CSR). This is particularly true in Europe, where CSR regulations are evolving and becoming increasingly complex (European green taxonomy and the upcoming Corporate Sustainability Reporting and Corporate Sustainability Due Diligence directives) A failure would lead to a loss in confidence by third parties, adversely affect Claranova's image and generate potential remediation costs. Indeed, the Group's stakeholders, and in particular investors, are increasingly taking into account extra-financial criteria when assessing the Group's performance. Failure to meet these standards could reduce the availability of financing for the Group, or increase its cost.

[Risk F]: An uncertain global environment

Claranova does not exclude the materialization of a risk of a natural disaster, a health crisis or political upheaval. Such crises affect the private life and health of its employees and customers in addition to having a financial and stock market impact for the Group. In particular, the inflationary context may pose a risk to the growth of the Group as a provider in large part of discretionary consumer-products

[Risk G]: Non-compliance with international labor and human rights conventions in relations with employees and suppliers

Due to its global presence, Claranova does not exclude the risks of failure to comply with rules for protecting human rights or good labor law practices, and particularly cases of discrimination, contrary to its wishes and despite policies in place. This would result in the violation of the dignity and fundamental rights of the victims which could negatively impact the Group's image and stakeholder confidence.

NFS table

Business model	CSR risk mapping	Main CSR risks	Reasonable policies and procedures	Performance indicators
See Section 1.1 of this document	Major CSR risk identification methodology (See paragraph 6.1.2 of this document) CSR risk mapping (See paragraph 6.1.2 of this document)	Lack of adequate human resources, poor integration of new employees or insufficient employee training. NFS A	Employment (See paragraph 6.2.1 of this document) Training and career support (See paragraph 6.2.2 of this document)	Total workforce (See paragraph 6.2.1 of this document) Number of training hours (see section 6.2.2 of this document) Average number of training hours per employee (See Paragraph 6.2.2 of this document)

6.2 Being a responsible employer

The Claranova group can only succeed with the support of all the employees of its subsidiaries. Its employees are in consequence among its most valuable assets. And by promoting their personal growth as stakeholders in the Company's long-term project, it also contributes to the Group's success. In this regard, Claranova Management is convinced that good working conditions, skills and career development, recognizing talent, fair treatment, and equal opportunity are vital to the success of the Group's strategic plan. These practices are vectors for the innovation, responsiveness, reliability and expertise that benefit our customers.

In 2023, Avanquest ramped up efforts to strengthen its human resources policy by focusing on harmonizing and continuously improving talent management, creating links between teams and promoting the application of best practices throughout the network. For FY 2023-2024, Avanquest has established three key priorities: compensation, performance management and the employer brand.

6.2.1 Recruitment, employment and diversity NFS A

Recruitment and employer branding

In a tight job market, particularly in IT, attracting and retaining talent is a top priority. With that objective, the Group strives to ensure that its subsidiaries offer their employees a genuine career path (recruitment, training policy, mobility policy, career management, life balance, etc.), build loyalty and promote team spirit based on a shared culture.

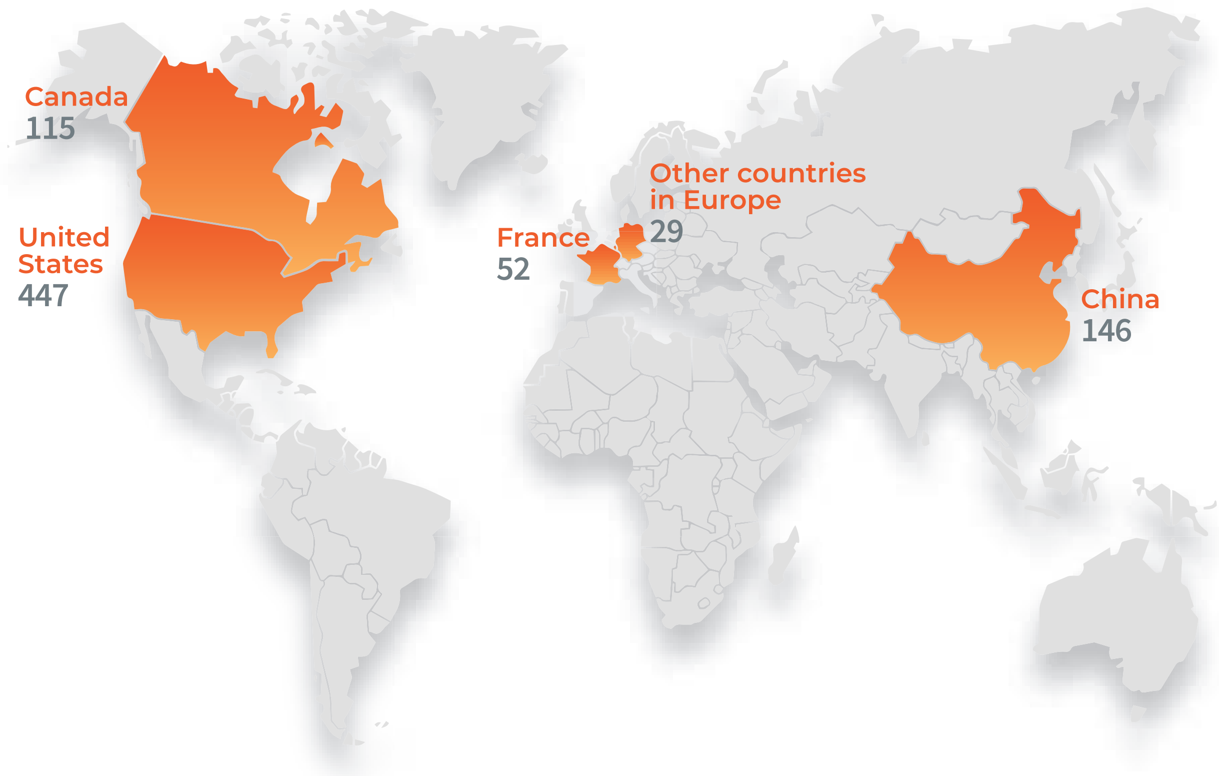
In FY 2022-2023, for example, Avanquest defined four key values: collaboration, innovation, respect and a " solution-focused " mindset. Avanquest has also started to focus on developing its employer brand which plays an important role in attracting and retaining employees.

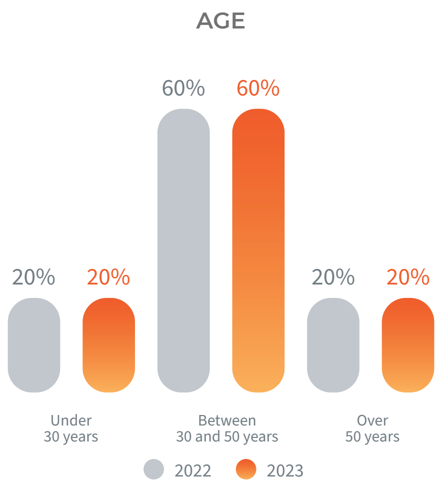
Employment

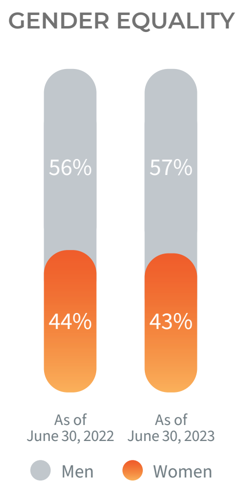
At June 30, 2023, Claranova Group counted 789 employees.

The personalized e-commerce business experiences a sales peak during the end-of-year holiday season (Thanksgiving, Halloween, Black Friday, Christmas) and large numbers of temporary staff are hired to help the Company provide the best customer service possible.

GEOGRAPHIC BREAKDOWN







Work-Life balance

A proper use of mobile tools helps achieve a good work-life balance. These tools help to improve the quality of life at work by giving workers more flexibility in the management of their schedules. Each entity adapts this vision to the specific needs of its business and its employees.

In France, telecommuting practices are governed by the **Remote Work Charter**, which allows each employee to work remotely not more than two or three days a week, depending on the company.

Also in France, a **Charter on the right to disconnect**, seeks to ensure that rest and vacation time are respected, the proper balance between professional, personal and family life is maintained and employee health is protected. To this purpose, it defines working hours and periods for disconnection, issues recommendations to prevent information overload, defines the employer's commitment and employee awareness initiatives and establishes a whistleblowing right.

This year, Avanquest led the way in making progress in this area by adopting a remote work charter in France and a hybrid working policy in Canada requiring employees to be physically present two days a week, and available and reachable between 10 am and 4 pm.. The purpose of this hybrid approach is to give employees flexibility, while maintaining human contact.

Working hours

Working hours and measurement methods vary according to the country and the level of responsibility of each employee.

In France, for example, Avanquest reevaluated working hours for each position, and adapted employment contracts accordingly (introduction of a collective work schedule for non-management employees, and a fixed number of working days for management employees). For Avanquest employees in Canada, all work contracts are annualized while in Germany a tool is in the process of being developed to monitor working hours.

DIVERSITY

Fair treatment and equal opportunity are fundamental values for the Group. Claranova does not tolerate any inequality of treatment based on discrimination, in accordance with the French Labor Code[(1)]. By cultivating diversity, the Group creates value and fosters innovation.

Over and above compliance with regulations, Claranova promotes measures in favor of:

- parenthood and gender equality;
- intergenerational transmission of know-how;
- integration and continuing employment of people with disabilities.

Each year, the Group's Board of Directors confirms continued action in these priority areas. Systems are implemented in the subsidiaries, in line with local expectations and challenges.

The Group also promotes the complementarity of cultures. This is essential for Claranova, which, as a French company with an international presence, earns 95% of its revenue outside France. Group entities favor expertise and development potential on recruitment to encourage team diversity.

In the U.S., for example, PlanetArt offers the widest possible range of skills-based job interviews. PlanetArt also provides information on public holidays specific to each culture, particularly in the United States. To the extent possible, the aim is to enable employees to take their vacations on the days they choose, even on days other than public holidays observed by the company.

In Germany, Avanquest has developed a recruitment specifically designed to meet candidates with a variety of profiles, and to introduce them to the company's inclusive culture.

Parenthood and gender equality

Claranova supports parenthood and promotes gender equality. The Group does not tolerate stereotypes which continue to exist in the digital sector. In a climate of confidence between the Company and its employees, Claranova integrates parenthood imperatives in the organization of work time. The ability to occasionally work from home, for example, is explicitly proposed as a way of improving the work-life balance. In accordance with French regulations, maternity and paternity are not an obstacle to promotion. Quite the contrary, Claranova recognizes that one of its duties is to support parenthood by ensuring that promoted staff are able to assume their roles as parents. Claranova is also attentive to strengthening the role of women through recruitment. 44 % of our employees are women.

(1) Pursuant to Article L. 1132-1 of the French Labor Code: "No individual may be excluded from a recruitment process or denied access to an internship or training period in a company, and no employee may be sanctioned, dismissed or be the subject of discriminatory measures, directly or indirectly, as defined in Article 1 of French Act°2008-496 of May 27, 2008 concerning various measures to adapt community law designed to combat discrimination, notably in terms of compensation, within the meaning of Article L. 3221-3, profit-sharing or share-based compensation, training, reclassification, posting, qualification, classification, professional promotion, transfer or contract renewal based on their origin, gender, customs, sexual orientation, gender identity, age, family situation or pregnancy, genetic profile, a particular vulnerability resulting from their economic situation, apparent or known to the perpetrator, actual or assumed affiliation/non affiliation with a specific ethnic group, nation or race, their political opinions, union or mutualist activities, elective office, religious convictions, physical appearance, their family name, place of residence or bank account, or because of their state of health, loss of autonomy or disability, or ability to express themselves in a language other than French."

Intergenerational transmission of know-how

Claranova Group has developed and maintained know-how in all its areas of activity for many years: a precise understanding of all digital technology sectors (Software, Photo printing, Internet of Things), an ability to innovate in any technological sector, with new products, services and technologies, as well as the ability to implement a variety of different models, by finding the right business model, from a new concept. Through their organization and collaborative working methods, Claranova's teams are committed to transferring their know-how, particularly to the younger generation, through work-study programs and apprenticeships across all areas of activity. For example, the Group's entities in France maintain relations with schools and regularly employ five or six interns or work-study students.

Integration and continuing employment of people with disabilities.

Claranova's disability policy promotes job integration and the continuing employment of people with disabilities, in compliance with the legal requirements applicable in the countries where the Group's subsidiaries operate.

In France, for example, job offers expressly indicate the policy of non-discrimination in employment for people with disabilities.

For several outsourced services, the Group's head office calls on sheltered-sector or job-integration companies. The annual office cleaning collects computer equipment and data storage devices. This equipment is either recycled or securely destroyed by a disabled-friendly company committed to sustainable development. Paper collection and recycling is also managed in part by job-integration companies. Moreover, for many years now, the packaging of certain products distributed or produced by Avanquest Software in France has been chiefly handled by a work-based support organization (ESAT).

6.2.2 Training and career development NFS A

Training

The personal qualities of our employees, their ability to innovate and execute are the Group's main growth drivers. Operating in a constantly changing technology sector, Claranova's subsidiaries strive to offer their employees training and skills development programs. Each person deploys its own training approach founded on a dual objective: considering each employee as an actor in his or her own career path and sharing the internal knowledge and strategic vision of each subsidiary.

Claranova encourages every employee to adopt a proactive approach to training. This means that each employee is responsible for his or her own training requests communicated directly during the course of the year or during individual annual appraisals.

In the United States, PlanetArt offers both compulsory and optional training courses, including some specifically designed for managers. Training opportunities are identified by both managers and employees during annual performance reviews.

At Avanquest in France, a meeting is organized every year between management and employee representatives to discuss the economic and social database (BDES), including the training plan.

In Germany, Avanquest regularly organizes in-house training courses introducing its teams to new technologies, practices and methods. The entity also encourages its employees to participate in external conferences and training courses.

KEY PERFORMANCE INDICATORS

	FY 2020-2021(1)	FY 2021-2022(2)	FY 2022-2023(2) (3)
Number of training hours	880	1,746	4,160
Average number of training hours per employee	4.71	9.81	6.65

Consolidation scope: (1) all subsidiaries except US and China. (2) all subsidiaries except myDevices and China. (3) reporting for the PlanetArt subsidiary in the US includes training hours for all employees present over the period, including seasonal and temporary staff (206 people).

In FY 2022-2023, the number of training hours per employee declined after the post COVID-19 recovery in FY 2021-2022 (reflecting the resumption of training interrupted during the health crisis in Canada and France plus the acceleration of training programs).

Career development

In these constantly changing digital and technology sectors, Claranova seeks to conserve the excellence of its employees and attract new talent, both young and experienced, to support its growth. For that reason, Claranova proposes attractive career opportunities and encourages employees to design their own career development projects and paths for advancement within their subsidiary. In this same spirit, at the Group level, Claranova supports internal promotions, personalized career paths, annual performance reviews and the creation of clearly documented job descriptions.

In anticipation of European Corporate Sustainability Reporting Directive (CSRD), Claranova measured the number of employees having completed an annual appraisal which amounted to 751 employees or 95% of the Group's workforce. Considering that only the myDevices business in the USA did not provide figures for annual appraisals, the survey covered 98% of the workforce. For those companies that contributed to this survey, 97% of employees had an annual appraisal.

6.2.3 Health and safety at work

Occupational health and safety prevention

Health, safety and quality of life at work are a priority for Claranova, with protecting its employees a constant concern. The Group adopts a preventive approach as part of its responsibility to employees and its belief in the effectiveness of precautionary measures.

Management of the Group's subsidiaries have identified the main health hazards to which employees are exposed. They concern workstations, the use of screens and office activities and mainly include stress, psychosocial risks and musculoskeletal disorders.

Committees have been set up in France and the United States to prevent these risks, with particular attention paid to psychosocial risks. In Germany, they are monitored by a health and safety officer.

A health insurance plan is offered to full-time employees in all Group subsidiaries.

In 2023, Avanquest adopted a reporting system for all employees on matters relating to workload and moral and sexual harassment. A number of initiatives were implemented to prevent psychosocial risks, including training courses to combat moral harassment.

In France, identified stress factors include the fast pace of the Group's growth, working with subsidiaries in different time zones, the quantity of information processed and the workload. Claranova takes these factors into account individually and with compassion.

In Canada, Avanquest provides employees access to the services of an external company that proposes an integrated approach to mental, physical, social and financial well-being of employees. Each employee is entitled to five sessions per year with a psychologist, lawyer, psychotherapist, dietician, etc. Sports memberships are also reimbursed according to a flat rate amount.

KEY PERFORMANCE INDICATORS

	FY 2020-2021	FY 2021-2022	FY 2022-2023
Workplace accident frequency rate	0	0	0.6481

Frequency rate (FR) = (number of accidents/hours worked) x 1,000,000.

6.2.4 Employee relations and compliance with conventions

Promotion of social dialog

Claranova undertakes to encourage freedom of association and promotes social dialog taking into account the interests of all its subsidiaries' employees. Led by the human resources teams at local level, social dialog aims to respond as best as possible to the needs of employees, while complying with regulations, laws and local culture.

In France, formal meetings are held with employee representatives at the legally required intervals. Regular meetings are held in France between the Social and Economic Committee (SEC) and Management, offering meaningful interactive sessions during which all issues may be examined and discussed. A collective agreement, covering the organization of working time and professional equality, was signed in December 1999, in compliance with French law on employee representation.

In Germany, the absence of employee representatives is explained by the small size of the workforce (less than thirty employees). Mediators", appointed on a voluntary basis, act as employee representatives, conveying the concerns of employees when necessary.

In Canada, advisory committees which are not required by law are not very common. Instead, employees formulate their requests directly through a confidential, anonymous web platform. They are invited to freely share their opinion on all issues they consider important.

PlanetArt and Avanquest North America in the United States and China do not monitor issues relating to freedom of association and employee relations.

Compensation and employee shareholding

In FY 2022-2023, the Group payroll (salaries and bonuses, excluding employer social security contributions and expenses relating to share-based payments) amounted to €76.1 million. To promote employee commitment and motivation, individual wage increases are based on annual performance appraisals for each employee.

Restricted stock unit (actions gratuites) and stock option grants were introduced to motivate and build commitment in employees worldwide. In this way, a certain number of the Group's employees are shareholders of the Company or one of its subsidiaries.

In 2023, Avanquest published its new compensation policy based on the principles of fairness and transparency. Completing this global compensation policy, Avanquest's local salary scales define competitive and fair salaries in each market (by country or by office).

6.3 Having a positive social impact

As a global Internet company, Claranova facilitates access to technologies by offering solutions that combine innovation and ease of use. The Group is committed to having a positive impact on society, based on the quality of its solutions and the benefits they provide, such as preventing accidents and ensuring personal safety by means of connected sensors. Claranova is also responsible for guaranteeing the security of the personal data it collects.

6.3.1 Simple and secure digital access

Innovation: a service for our customers and a benefit to society

Claranova implements an innovation policy to monitor market developments and customer needs. These innovations promote employment and social benefits with a focus on four categories:

- **Creation of new products** tailored to customer needs. One illustration is the FreePrints Photobooks app, which makes it quick, easy and affordable to create photo albums directly on your smartphone. Another is InPixio photo software, enabling online users can now crop an image for free by simply dragging and dropping their photos, remove unwanted objects or even completely change the background of a photo in a matter of seconds. And finally, the myDevices platform which offers businesses an infinite number of IoT *PnP*[1] solutions to simplify the management of their connected objects, regardless of their manufacturer or the network used.
- **Incremental or breakthrough innovation.** This makes it possible to constantly improve products keeping pace with developments in the highly competitive markets in which Claranova is positioned, and to create new services, such as PlanetArt's InkCards application by for example integrating the ChatGPT ® technology to help users write card messages more easily;
- **development of new models.** Claranova was notably behind a major breakthrough when it proposed the digitalization of photo printing and then developed access to this service by smartphones and tablets;
- **Innovation in marketing and selling.** In the software business for example, the percentage of digital sales has increased from 10 % to 80 % in 10 years. Solutions previously sold primarily in stores can now be purchased together with maintenance contracts on a SaaS (Software as a Service) or PaaS (Platform as a Service) basis.

Claranova is also constantly innovating to improve its control of social media as well as constantly changing search engine algorithms and to develop its cross-selling techniques.

Accessibility and safety: the social benefits of our solutions

With more than 500 software products available in up to 16 languages, Avanquest is one of the world's 10 leading consumer software developers. Avanquest designs simplified functionalities, offers wide price ranges and optimizes the functionality/price ratio of its software in order to make its solutions available to all, individuals, freelancers and small businesses.

It also helps extend the life of computers by providing a range of utility solutions to update and maintain IT tools. Antivirus software protects users and their personal data. Avanquest is also developing an innovative solution to protect Internet users that includes microphone and camera control, VPN and a priori reporting of potentially malicious Internet sites.

Finally, Avanquest helps its customers learn how to use the software. The customer support service identifies customers with potential installation problems who are contacted directly to propose solutions. Numerous tutorial videos are shared with customers, both embedded in products or posted on social networks. The customer support service shares tips and best practices for using the software on social networks, on the Avanquest blog, the software's built-in chat functionality, and through private messaging in response to user requests.

The Group's IoT business constantly proposes new applications through its unique platform, myDevices, compatible with over 450 different connected devices. Among the current infinite uses, the majority present a recognized societal and environmental benefit. They improve consumption monitoring, product quality and the reliability of installations and much more. The IoT division's innovation also focuses on the myDevices platform itself, which Claranova wants to keep as scalable and secure as possible. Avanquest's software and services offer a line of defense against hackers, cyberthreats and malware, as well as securing online payment systems.

Personal data protection

Protecting personal data is a top priority for Claranova. On that basis, the Group implements compliance and personal data protection measures for its customers and employees in all its subsidiaries.

All subsidiaries address these issues with the support of a Data Protection Officer (DPO) located in France, at the level of the holding company. This DPO is in direct contact with the compliance and IT security managers, as well as with local Data Protection Coordinators (DPC). The goal is to ensure the Group's compliance with the European General Data Protection Regulation (GDPR), the California Consumer Privacy Act (CCPA) and Law 25 with respect to companies collecting data from Quebec citizens.

In the United States, the Claranova Group adapts the specific regulations of individual states, by carefully assessing the corresponding risks.

(1) *plug and play*

2023 marked a milestone with the introduction of global governance for personal data policy, spearheaded by Claranova SE, with the support of its senior management.

The DPO is supported by a network of legal experts in the various territories in which the Group operates, who assist with regulatory oversight and compliance issues requiring specialized regulatory expertise. The DPO also continuously monitors technological and legal developments with a view to bringing practices into line with the most up-to-date standards which are promoted throughout the Group.

A unified portal now exists providing a common reference for personal data-related guidelines and information for all Avanquest subsidiaries' online platforms.

By centralizing governance and procedures for personal data management, the Group has strengthened its intelligence capabilities and ability to anticipate future regulatory developments.

In France, the IT charter has now integrated a critical component covering the protection of personal data. Since FY 2020-2021, the Group has implemented a specific training program for all its employees to inform them about the data protection issues relating to their respective activities. This training, provided in the form of an online video module, is followed by a questionnaire-based assessment to ensure that the content has been fully understood.

Claranova also continues to remain committed to confidentiality and compliance. For example, Group software and websites are regularly audited to ensure compliance with European and international personal data protection policy. The Group's DPO also audits selected subcontractors to ensure their strict compliance with the RGPD and other international personal data protection regulations.

And to further reinforce the Group's internal procedures and their consistent application across all subsidiaries, the DPO is in the process of developing Binding Corporate Rules (BCR). These guidelines are intended to ensure a common methodology and procedures for the processing and protecting of personal data across all Group entities.

In line with the strategic priorities that have been set, the subsidiaries are continuing to roll out their roadmaps, including:

- regular intrusion tests for online platforms integrating payment solutions. These systems are fully compliant with the Payment Card Industry Data Security Standard (PCI DSS), a global benchmark for secure credit card transactions;
- optimizing the management and security of personal data by gradually centralizing the databases;
- the adoption of a leading SaaS platform for personal data protection management and compliance (ONETRUST™) which facilitates the harmonization of tools and procedures across the entire Group;
- a proactive, integrated approach to encryption, security and compliance integrated into the design phase for all developments. This approach covers communications, data management both internally and externally, and the systematic solicitation of consent;
- ongoing efforts to raise awareness and inform employees of their rights and responsibilities with regard to data protection.

In addition, a GDPR dedicated hotline team answers questions about personal data processing from private individuals. Each request is handled with the greatest care and within the time frames imposed by regulations (i.e. a maximum of 30 days).

In 2023, myDevices obtained SOC 2 certification[1], confirming the robustness of its security processes. This certification is testimony to the company's ongoing efforts in the areas of data protection, transparency and secure connections for its users and employees.

KEY PERFORMANCE INDICATORS

	FY 2020-2021	FY 2021-2022	FY 2022-2023
% of subsidiaries with a Data Protection Coordinator (DPC)	80%	80%	100%
% of subsidiaries covered by the GDPR risk mapping	100%	100%	100%
% of customer inquiries concerning personal data	3%	0.38%	0.55%

(1) SOC 2(System and Organization Controls 2) is the data management security compliance standard.

6.3.2 Fair practices and anti-corruption measures

Claranova and its managers are committed to preventing all forms of corruption and influence peddling in its commercial operations. Group management is implementing an anti-corruption program to anticipate and detect acts of corruption and influence peddling in France and other countries in accordance with Article 17 of the French Sapin II law[(1)]. Due to its rapid development and growth in recent years, Claranova group is now subject to these regulations.

Claranova developed a **corruption and influence peddling risk map**. Specific maps, for the head office and for each business unit, were produced by Claranova's Executive Management, the Legal Department, managers and employees on the basis of interviews and questionnaires. These cover on this basis all Group businesses, geographic areas and procedures.

Local analysis of gross and net risks focused on around 15 potential corruption instruments and controls with respect to implementation were assessed including notably gifts, invitations, facilitation payments, sponsoring activities, charitable works, favors on recruitment or the selection of service providers and suppliers, acts of corruption and influence peddling performed by intermediaries, joint venture or consortium partners, contracts with multiple obligations, royalties, discounts and rebates, free gifts and sales, sales with right of return or repayment, merger-acquisition transactions and financial instruments. This took into account various quantitative data.

The risk map made it possible to develop remediation plans capable of being adapted to the level of residual risk It is updated annually.

Claranova is in the process of adopting an Anti-Corruption Code of Conduct and an internal whistleblowing system, in accordance with the recommendations of the French Anti-Corruption Agency (AFA). The Code of Conduct is intended to provide a general framework for all Group employees on issues related to corruption, with specific and illustrative examples specifically designed to help develop a concrete understanding of the issues. The internal whistleblowing system will also ensure that each Group employee has a secure and independent framework to report any incident of corruption within the Group.

6.3.3 Regional, economic and social impact of the Company's business activities

Outsourcing and supplier relations

Claranova Group's main suppliers are printers, software developers and logistics service providers.

Claranova gives preference to local suppliers whenever possible, particularly for general purchases. The Group also wishes to gradually incorporate environmental and social criteria in the selection of suppliers and service providers.

In France, for many years now, Claranova has called on the services of ESAT Suzanne Lawson, a sheltered-work organization managed by the Association des Papillons Blancs des Rives de Seine. This organization, which employs people with disabilities, performs a large amount of packaging work for Avanquest Software. The Group's head office also outsources the recycling of its IT equipment (computers, magnetic media, batteries, etc.) to the sheltered services company, APR2. Tricycle Environnement, a recycling and re-employment company, also collects and sorts the other materials.

War in Ukraine

The Group adopted strong measures to ensure the safety of its subcontractors working in Ukraine as soon as the war was declared. Avanquest has communicated with its Ukrainian partners almost every day, answering questions and ensuring transparency with regard to the initiatives and decisions taken by the Group. A crisis management committee was formed consisting of members of management and the head of the Kharkiv office in Ukraine. The Group immediately took steps to find a safe location in Poland, while opening temporary facilities in Lviv (an area in Ukraine considered to represent a lower risk), for its partners wishing to leave Kharkiv. Subcontractors able to leave Ukraine were eventually relocated to Krakow, where around 40 of them have been working since July 2023.

Supporting community-based organizations and local education

As an engaged corporate citizen, Claranova concretely contributes to the regions where it operates through partnerships with the community-based organizations.

This year, in Canada, Avanquest participated in financing the Leucan Foundation, which provides support for children with cancer and their families. Avanquest has also supported the Cancer Research Society.

(1) Article 17 of Law No. 2016-1691 of December 9, 2016 on transparency, the fight against corruption and the modernization of the economy, also known as the Sapin II law.

6.4 Limiting our environmental footprint

6.4.1 Managing the environmental impact of our business

The service activities provided by Claranova group subsidiaries have a limited direct impact on the environment, compared to industrial activities. On the other hand, technological innovation reduces, in certain activities, the environmental impact of products, their logistics chain or the activities of its customers (See Section 6.4.2 of this document).

In the medium-term, Claranova's goal is to develop a Group-wide environmental strategy. This approach is designed to harmonize the ecological initiatives of our subsidiaries, particularly in terms of sustainable sourcing, eco-responsible manufacturing and virtuous shipping practices.

Climate change – Carbon footprint

Mindful of its responsibility in contributing to the fight against climate change, Claranova seeks to control and reduce its CO_2 emissions by closely monitoring the various sources as close as possible.

Initiated this year, the Group's carbon assessment report will be completed by the end of 2023.

This first carbon assessment report will provide the Group with a baseline year for its $C0_2$ emissions, and enable it to build a carbon trajectory with specific reduction targets.

Greenhouse gas emissions of the Group are linked to producing and shipping personalized photo products sold by the PlanetArt division. Most of the production and all transport for this business is assured by subcontractors. These suppliers are selected in accordance with a strict Code of Conduct that imposes exacting environmental standards.

Finally, because of the Group's international dimension which requires frequent meetings and exchanges with all subsidiaries and other stakeholders, travel represents one of the main environmental impacts. To reduce the impact of such meetings, the Group has adopted several rules of conduct:

- reduce travel in favor of videoconferencing and telephone meetings; and
- or, where this is not possible, give preference to travel by train.

The level of CO_2 emissions is a selection criteria when renewing the vehicle fleet. No vehicles powered exclusively by fossil fuel have been ordered in the last five years in France, with preference given to hybrid and electric vehicles, which now make up the entire fleet. Electric car charging stations are in consequence available at the Group's headquarters. Parking spaces for bicycles and two wheels are also available, in addition to electric recharging stations.

The Group's French premises are equipped with motion-sensor LED lighting, and the heating and air-conditioning systems are carefully managed. The building is HQE™ certified, which recognizes the environmental performance of the building, its maintenance and upkeep, and the use of its occupants. This certification confirms a commitment to reduce consumption by precisely monitoring consumption and technical management of the building.

Simple rules are in place to comply with the French government's energy conservation plan launched on October 6, 2022 (heating set at 19°C in office spaces when occupied, lowering the temperature when unoccupied, air-conditioning set at 26°C and above at workstations, occupancy sensors for lighting).

The environmental addendum to the lease for these premises, more commonly referred to as the green lease, establishes a partnership between the tenant and the lessor to evaluate energy consumption and implement an energy savings program.

KEY PERFORMANCE INDICATORS

In France and Luxembourg, the only entities using a business travel agency, the carbon footprint of each employee's business travel is measured and an annual report on CO_2 emissions has been published for over seven years:

	FY 2016-2017	FY 2017-2018	FY 2018-2019	FY 2019-2020	FY 2020-2021	FY 2021-2022	FY 2022-2023
CO_2 emissions relating to travel *(kg CO_2)*	180,000	162,000	295,000	160,000	5,000	37,000	52,000

Following the resumption of face-to-face meetings and exhibitions, even though there has been an upturn in travel, CO_2 emissions since 2022 remain well below the levels of previous years before the COVID-19 health crisis and lockdown measures. This year as well, the large majority of team, board and partner meetings continued to be held through videoconferencing.

Optimized management of energy consumption, energy efficiency and the use of renewable energies represent key elements of the Group's strategy. Although each Claranova subsidiary is independent with respect to energy initiatives, and has its own specific indicators, the Group is planning to adopt a global approach. This aim will be achieved by means of incentives and awareness-raising initiatives designed to harmonize practices and optimize the Group's energy footprint.

Other environmental impacts of our activities

The Group does not produce or sell any toxic products. Moreover, the services provided are located in offices, with very limited risks in this regard. Most of the Group's environmental impacts are indirect, generated by subcontractors who manufacture and distribute the products of the PlanetArt division.

The Group is in the process of formalizing its environmental policy, in accordance with CSRD requirements. No site-specific or consolidated data are available in the absence of a centralized data collection system.

Nonetheless, Claranova monitors the environmental impact of its own activities. In this respect, the majority of the Group's servers are hosted by Amazon Web Services (AWS) or Microsoft (Azure) which will be powered entirely from renewable energy sources by 2025. The Group also attaches considerable importance to the environmental impact of its suppliers during the selection process, notably by giving preference to FSC® certified suppliers when the offering is available, which is the case for the majority of the paper sales by Avanquest and above all for PlanetArt's photo printing and photo album activities in Europe.

6.4.2 Factoring in the environmental impact of our activities

The Group also pays considerable attention to environmental impact when selecting suppliers, and in particular hosting service providers or printers. Because PlanetArt's production and shipping are outsourced, the environmental impact of this business is largely indirect and for the most part dependent on subcontractors. The migration of selected Avanquest software to the SaaS model means that software no longer needs to be installed on one's computer and can be operated entirely on the web. And by adopting PaaS and SaaS solutions, the customer pays only for the amount of services actually used.

The number of software services leased is thus adapted to the number of users in real time. As a result, when this number decreases, so does the number of subscriptions. This means that energy consumption related to data storage and downloading remains proportional to the level of software usage. The myDevices solutions contribute to a better resource use, waste and emissions reduction and a longer equipment life. Measuring these impacts enhances the environmental management of business and is being extended to more and more activities.

Internet of Things: solutions to reduce our customers' environmental impact

The **myDevices platform**, Claranova's IoT activity, simplifies the management of connected devices for professionals. This platform is based on a catalog of **over 1,000 connected devices** produced by 175 different manufacturers. It enables companies of all sizes to connect and interact with their pool of connected devices, irrespective of the type of sensor, its manufacturer or the communication network used (LoRaWan, Sigfox, Bluetooth, 5G, NB IoT, LTE-M, etc.). The myDevices platform offers a quick and easy way to deploy an infinite range of IoT solutions in any business sector (hospitality, retail, manufacturing, chemicals, agriculture, logistics, services, etc.) or application field.

myDevices' IoT solutions and connectivity contribute to a better environmental management of economic activity and facilitate reporting of company energy data. In particular, they make it possible to monitor and analyze consumption based on activity and occupancy data, extend equipment service life, ensure the proper functioning of servers, rationalize travel, etc. These functionalities and mixed applications offer concrete environmental benefits:

- energy efficiency;
- the reduction of greenhouse gas emission;
- optimization of water consumption;
- better use of resources;
- the reduction of waste.

Occupancy measurements and presence detection capabilities ensure the accurate account of the actual occupancy of a given space (office, meeting room, etc.). This makes it possible to analyze data on consumption or define a service policy, in particular for cleaning, according to the level of use. The **occupancy measurement** application also facilitates compliance with health standards and identifies the occupancy rate of company spaces, a particularly useful feature in a period of remote working practices in order to adapt services to usage and occupancy, and to manage building operations based on data (cleaning, heating, lighting, etc.).

The **meter reading solution** provides for online metering and facilitates the declaration of consumption data on the ADEME platform. A sub-metering functionality identifies major consumption aggregates, and analyzes the consumption data with respect to data from the occupancy and luminosity sensors.

Remote real estate management helps optimize maintenance interventions, communicate good practices to occupants through detailed reporting, and detect leaks.

With SimplySense (temperature monitoring) a **connected cold room** allows a restaurant manager to act very quickly when there is a breakdown, preventing the loss of foodstuffs stored. In addition, food safety is improved by ensuring cold chain continuity which is more reliable than one-off or manual verifications. Monitoring the humidity and temperature of a datacenter helps prevent costly repairs or replacement of equipment in case of failure.

The **predictive maintenance of industrial equipment** gathers data on the performance of industrial equipment (such as hydraulic pumps in water treatment plants) and produces a dashboard on the state of operation of the various machines. This makes it possible to anticipate breakdowns and equipment orders, save on maintenance costs and maintain systems in optimal working order.

Air quality monitoring solutions (remoteaq.com) are in particular demand for public areas, such as schools. These provide real-time information on air quality and the containment level: temperature, hygrometry, rate of CO_2 and volatile organic compounds (VOCs). Through these indicators, it is possible to adopt corrective measures when necessary to ensure good air quality.

Finally, connected rodent traps placed in grain warehouses, for example, can be used to detect the rodent populations before they attain sizes that are difficult to manage, offering a **non-toxic solution of fighting infestations.**

Convinced of the positive environmental impact of these solutions, myDevices works with specialized companies to quantify the resulting reductions in CO_2 emissions.

6.5 EU Taxonomy Indicators

6.5.1 General background and scope for FY 2022-2023

In 2018, the European Commission launched the Sustainable Finance Action Plan (SFAP) establishing a framework to encourage sustainable investments in the European Union, to achieve the goals of the European Green Pact and a carbon neutral Europe by 2050. In June 2020, the European Parliament adopted Regulation (EU) 2020/852, known as the European Taxonomy, as part of this broader effort. As a company registered and headquartered in the European Union, this new regulation thus applies to Claranova. The European Taxonomy is a system for classifying economic activities according to their contribution to six environmental objectives:

- climate change mitigation;
- climate change adaptation;
- sustainable use and protection of water and marine resources;
- transition to a circular economy;
- pollution prevention and control;
- protection and restoration of biodiversity and ecosystems.

According to Article 8 of the Climate Delegated Act formally adopted in 2021, for the first year of the European Taxonomy's application, disclosure of key performance indicators is required only for the first two objectives relating to climate change. This delegated act defines the content, required information and calculation method for the indicators associated with this disclosure. The required indicators are limited respectively to the percentages of revenue, capital expenditure (CAPEX) and operating expenditure (OPEX) associated with EU Taxonomy-eligible economic activities and covering the fiscal year..

An economic activity is eligible when explicitly described in the list included at this stage in the Regulation and likely to contribute substantially to at least one of the 6 environmental objectives. Whenever these activities comply with the technical screening criteria, cause no significant harm to any of the other environmental objectives and comply with the minimum social safeguards that will be defined by the European Commission, they will be considered as aligned EU Taxonomy-aligned.

6.5.2 EU Taxonomy indicators methodology

Key methodological steps to identify eligible revenue

Among the 13 sectors covered, two were identified as relevant revenue generating business lines at Group level:

- Information and communication:
  - Activity 1: Data-driven solutions for GHG emissions reductions (climate change mitigation, Activity 8.2);
- Professional, scientific and technical activities:
  - Activities 2: Professional services related to energy performance of buildings (climate change mitigation, activity 9.3).

These two activities are exercised by the myDevices division. Based on the total weight of this activity in the Claranova Group's consolidated revenue (less than 2% of FY 2022-2023 consolidated revenue), these activities are deemed non-material at the Group level. The impact of these two activities on the Group's revenue is regularly reassessed.

Main methodological steps for identifying eligible operating expenses

Operating expenses for Taxonomy-eligible economic activities include only the following types of direct costs not capitalized as assets:

- research and development;
- building renovation measures;
- short-term leases (less than one year in accordance with IFRS 16);
- maintenance and repair;
- any other direct expenditures relating to the day-to-day servicing of assets of property, plant and equipment by the Undertaking necessary to ensure the continued and effective functioning of such assets;
- training and other human resources adaptation needs.

The other indirect costs such as general expenses, sale, marketing or administration costs, staff costs and depreciation and amortization are excluded from eligible operating expenses.

The delegated act defines three types of operating expenses to be considered as potentially eligible:

- operating expenses related to assets or processes associated with EU Taxonomy-eligible economic activities;
- operating expenses part of the capital expenditures plan to expand EU Taxonomy-eligible economic activities or allow EU Taxonomy-eligible economic activities to become Taxonomy-eligible within a predefined timeframe;
- operating expenses related to the purchase of outputs from EU Taxonomy-eligible economic activities.

As eligible economic activities are not significant at the Group level as indicated above, the assessment of EU Taxonomy-eligible economic activities has focused on those measures that may have an impact on the operating expenses mentioned above.

Key methodological steps to identify eligible capital expenditures

EU Taxonomy-eligible capital expenditures, are defined as additions to tangible and intangible assets during the year under review, before depreciation, amortization and any remeasurements accounted in compliance with relevant IAS and IFRS standards.

The delegated act defines three types of capital expenditures considered as potentially eligible:

- capital expenditures related to assets or processes that are associated with EU Taxonomy-eligible economic activities;
- capital expenditures that are part of a plan to expand EU Taxonomy-aligned economic activities or allow EU Taxonomy-eligible economic activities to become EU Taxonomy-aligned within a predefined timeframe;
- capital expenditures related to the purchase of output from EU Taxonomy-eligible economic activities, and individual measures enabling the target activities to become low-carbon or to lead to greenhouse gas reductions, (…) provided that such measures are implemented and operational within 18 months.

Among the 13 sectors of the EU Taxonomy, two categories of capital expenditures have been identified as relevant:

- section 6: Transport (long-term vehicle leasing);
- section 7: Construction and real estate (long-term offices and building leasing).

6.5.3 Quantitative indicators

EU Taxonomy-eligible and aligned revenue for FY 2022-2023

Eligible revenue and aligned revenue represent the proportion of Claranova's revenue-generating activities that are EU Taxonomy eligible and aligned (See Paragraph 6.5.2 of this Chapter).

Claranova's EU Taxonomy-eligible revenue for FY 2022-2023 is zero.

				Substantial contribution criteria						DNSH criteria (Do No Significant Harm)										
		Absolute turnover	Proportion of turnover	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Minimum safeguards	Taxonomy-aligned proportion of turnover year N	Taxonomy-aligned proportion of turnover year N-1	Category (enabling)	Category (transitional)
Economic activities	**Codes**	**Currency** *(€m)*	*%*	*%*	*%*	*%*	*%*	*%*	*%*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*%*	*%*	**E/T**	
A. TAXONOMY-ELIGIBLE ACTIVITIES																				
A.1. Environmentally sustainable activities (Taxonomy-aligned)																				
Revenue of taxonomy-aligned activities (A.1.)	NA	0	0%	0%	0%	0%	0%	0%	0%	NA	NA	NA	NA	NA	NA	NA	0%	0%	NA	NA
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
Revenue of not Taxonomy-aligned activities (A.2.)	NA	0	0%																	
Total A (A.1. + A.2.)	NA	0	0%														0%	0		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																				
Revenue of Taxonomy-non-eligible activities (B)	NA	507	100%																	
Total A + B	NA	507	100%																	

Eligible and aligned operating expenses for FY 2022-2023

Eligible and aligned capital expenditures represent the proportion of Claranova's operating expenses that are EU Taxonomy eligible and aligned (See Paragraph 6.5.2 of this Chapter).

It should be noted that these are capital expenditures in EU Taxonomy-eligible and aligned activities, whether or not produced by the Group (this includes, for example, car rentals, even though Claranova does not generate transport revenues). Capital expenditures from the Group's eligible revenue-generating activities (Activities 1 and 2) for the period are not significant.

				Substantial contribution criteria						DNSH criteria (Do No Significant Harm)										
		Absolute Capex	Proportion of turnover	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Minimum safeguards	Taxonomy-aligned proportion of Capex year N	Taxonomy-aligned proportion of Capex year N-1	Category (enabling)	Category (transitional)
Economic activities	**Codes**	**Currency** *(€m)*	*%*	*%*	*%*	*%*	*%*	*%*	*%*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*Y/N*	*%*	*%*	**E/T**	
A. TAXONOMY-ELIGIBLE ACTIVITIES																				
A.1. Environmentally sustainable activities (Taxonomy-aligned)																				
None		0	0%	0%	0%	0%	0%	0%	0%	NA	NA	NA	NA	NA	NA	NA	0%	0%	NA	NA
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1.)	NA	0	0%	0%	0%	0%	0%	0%	0%								0%	NA	NA	NA
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
None	NA	0	0																	
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2.)	NA	0	0%														0%			
Total A (A.1. + A.2.)	NA	0	0%														0%	NA		
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																				
CapEx of Taxonomy-non-eligible activities (B)	NA	5.9	100%																	
Total A + B	NA	5.9	100%																	

Eligible operating expenses (OPEX) for FY 2022-2023

In FY 2022-2023, total EU Taxonomy eligible operating expenses represent less than 10% of the Group's total consolidated operating expenses. For that reason, the Company has applied the materiality exemption provided for under European Taxonomy rules and chosen not to present this indicator.

				Substantial contribution criteria						DNSH criteria (Do No Significant Harm)										
Economic activities	Codes	Absolute Opex	Proportion of Opex	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Climate change mitigation	Climate change adaptation	Water and marine resources	Circular economy	Pollution	Biodiversity and ecosystems	Minimum safeguards	Taxonomy-aligned proportion of Opex year N	Taxonomy-aligned proportion of Opex year N-1	Category (enabling)	Category (transitional)
		Currency (€m)	%	%	%	%	%	%	%	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	%	NA	NA
A. TAXONOMY-ELIGIBLE ACTIVITIES																				
A.1. Environmentally sustainable activities (Taxonomy-aligned)																				
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1.)	NA	0	0%	0%	0%	0%	0%	0%	0%	NA	NA	NA	NA	NA	NA	NA	0%	0%	NA	NA
A.2. Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities) (A.2.)	NA	0	0%														0%	0%	NA	NA
Total A (A.1. + A.2.)	NA	0	0%														0%	0%	NA	NA
B. TAXONOMY-NON-ELIGIBLE ACTIVITIES																				
OpEx of Taxonomy-non-eligible activities (B)	NA	470.5	100%																	
Total A + B	NA	470.5	100%																	

6.6 Methodology

Corporate social responsibility data or non-financial indicators are reported by all Group entities (presented in Note 3.2 "Scope of consolidation as at June 30, 2023" in Chapter 2 of the Universal Registration Document 2022-2023) to Executive Management, which centralizes this information. In line with the Group’s decentralized organization model, the data is not always consolidated as the regulations and definitions (notably for employment-related information) can vary between regions. Operational effectiveness at a local level is prioritized.

Group scope

As a diversified international technology Group, Claranova manages and coordinates a portfolio of majority interests in digital companies with strong growth potential.

The Group's companies operate in international markets (for further information, please refer to the legal organization chart published in Section 1.1 of this document), and their employees can be found as follows:

- PlanetArt, the personalized objects e-commerce business: United States, China;
- Avanquest, the software publishing business: France, Germany, Canada, United States;
- myDevices, an Internet of Things business: United States;
- Claranova, the holding company: France, Luxembourg.

Note on the employment reporting scope

Data for the following indicators include all subsidiaries except myDevices in the United States and PlanetArt in China, which represented 21% of the Group's workforce at June 30, 2023: number of training hours, average number of training hours per employee. Data for the following indicator include all subsidiaries except myDevices, USA, which accounted for 2% of the workforce in FY 2022-2023: number of employees having completed an annual performance appraisal.

To ensure a comprehensive coverage of its subsidiaries, Claranova has strengthened its CSR governance in FY 2022-2023. In particular, the Group has set up a CSR Committee within the Board of Directors (See Paragraph 6.1.1. of this Chapter).

The CSR Committee assists the Board of Directors and its specialized committees in defining, reviewing and monitoring the Company's strategy and policies in the areas of employee-related, social and environmental responsibility. The Committee's mission is to ensure that the Company's policy in these areas is gradually implemented and ramped up.

As a result of its central role and direct links with the Human Resources Department and other Operational Departments of the Geographical Entities, Group Executive Management is ideally positioned to collect and verify the data circulated by the local entities. It provides a list of the data and indicators to be supplied.

Employment-related, environmental and social data is requested from the subsidiaries each year by Group Management at the end of each fiscal year. Data consistency (compared with data from prior years and financial management data) is verified locally and then centrally.

6.7 Report of the independent third-party entity on the consolidated non-financial statement

Fiscal year ended June 30, 2023

This is a free English translation of the Independent third party's report issued of the original report issued in the French language 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 General Meeting,

In our capacity as an independent third party, accredited by the COFRAC under number No. 3-1681 (scope of accreditation available on the website www.cofrac.fr), and as a member of the network of one of the statutory auditors of your company (hereinafter "entity"), we conducted our work aiming at providing a conclusion expressing a limited level of assurance on the compliance of the consolidated non-financial statement for the year ended June 30, 2023 (hereinafter the "Statement") with the provisions of Article R. 225-105 of the French Commercial Code (Code de Commerce) and on the fairness of the historical information (whether observed or extrapolated) provided pursuant to 3° of I and II of Article R. 225-105 of the French Commercial Code (hereinafter the "Information") prepared in accordance with the entity's procedures (hereinafter the "Guidelines"), included in the management report pursuant to the requirements of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code (Code de Commerce).

Conclusion

Based on our procedures as described in the section "Nature and scope of the procedures" and the evidence we have obtained, no material misstatements have come to our attention that cause us to believe that the non-financial statement does not comply with the applicable regulatory provisions and that the Information, taken as a whole, is not fairly presented in accordance with the Guidelines.

Comments

Without modifying the above conclusion and in accordance with the requirements of Article A. 225-3 of the French Commercial Code, we have the following comments:

China, which accounts for 19% of the total workforce, is excluded from the reporting scope for the number of training hours.

For the United States, which accounts for 75% of the total workforce, the reporting scope for the number of training hours includes training hours attended by temporary personnel, accounting for 46% of total employees in this country.

Preparation of the non-financial statement

The absence of a generally accepted and commonly used reference framework or established practices on which to base the assessment and measurement of the Information enables the use of different but acceptable measurement techniques that may impact comparability between entities and over time.

In consequence, the Information should be read and understood with reference to the Guidelines, the material elements of which are set out in the Statement.

Limitations inherent in the preparation of information

The Information may be subject to uncertainty inherent in the state of scientific or economic knowledge and in the quality of the external data used. Certain information is sensitive to the methodological choices, assumptions and/or estimates made in preparing it and presented in the Statement.

The entity's responsibility

The Board of Directors is responsible for:

selecting or determining the appropriate criteria for the preparation of the Information;

- preparing a Statement in accordance with legal and regulatory requirements, including a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks as well as the results of these policies, including key performance indicators and, in addition, the information required by Article 8 of Regulation (EU) 2020/852 (green taxonomy);
- and implementing the internal control procedures it deems necessary to ensure that the Information is free from material misstatement, whether due to fraud or error.
- The Statement has been prepared by applying the Company's Guidelines as referred to above.

Responsibility of the independent third party

Based on our work, our role is to formulate a reasoned opinion expressing moderate assurance as to:

- the Statement's compliance with the provisions of Article R. 225-105 of the French Commercial Code;
- the accuracy of the historical information (observed or extrapolated) provided in accordance with 3° of I and II of Article R. 225-105 of the French Commercial Code, i.e. the outcomes, including key performance indicators, and the measures implemented considering the principal risks (hereinafter the "Information").

As it is our responsibility to issue an independent conclusion on the Information prepared by management, we are not authorized to participate in the preparation of the Information, as this could compromise our independence. It is not our responsibility to provide a conclusion on:

It is not our responsibility to provide a conclusion on:

- the Company's compliance with other applicable legal and regulatory provisions (particularly with regard to the information set out in Article 8 of Regulation (EU) 2020/852 (green taxonomy), the duty of vigilance and the fight against corruption and tax evasion);
- the fairness of information set-out in Article 8 of Regulation (EU) 2020/852 (green taxonomy); and tax evasion;
- compliance of products and services with 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, the professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) relating to this engagement and acting as the verification program and with the international standard ISAE 3000 (revised)[1].

Independence and quality control

Our independence is defined in the provisions of L. 822-11 of the French Code of Commerce and the profession's Code of Conduct. We have also implemented a quality control system comprising documented policies and procedures for ensuring compliance with the codes of ethics, professional doctrine and applicable legal and regulatory texts.

Means and resources

Our work was carried out by a team of four people between September and October 2023 over a period totaling three weeks.

In the performance of this engagement, we obtained assistance from our specialists in the fields of sustainable development and social responsibility. We met with the individuals responsible for preparing the Statement representing in particular the human resources, health and safety departments.

Nature and scope of our work

We planned and performed our work taking account of the risk of material misstatement of the Information.

In our opinion, the procedures we have performed in the exercise of our professional judgment enable us to provide a limited level of assurance conclusion:

- we obtained an understanding of the entity's activities and the description of the principal risks associated;
- we assessed the appropriateness of the Guidelines regarding their relevance, exhaustiveness, reliability, neutrality and comprehensibility, taking into account, where applicable, best practices in the sector;
- we verified that the Statement includes each category of social and environmental information set out in Article L. 225-102-1-III;
- we verified that the Statement provides the information required under Article R. 225-105-II of the French Commercial Code, where relevant with respect to the principal risks, and includes, where applicable, an explanation for the absence of the information required under Article L. 225-102-1-III, paragraph 2 of the French Commercial Code;
- we verified that the Statement presents the business model and a description of principal risks associated with the entity's activity, including where relevant and proportionate, the risks associated with their business relationships, their products or services, as well as their policies, measures and the outcomes thereof, including key performance indicators associated to the principal risks;

(1) ISAE 3000 (revised)- ISAE 3000 - Assurance engagements other than audits or reviews of historical financial information

- we referred to documentary sources and conducted interviews to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented,
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Appendix 1. For certain risks (lack of adequate human resources, poor integration of new employees or inadequate training of employees and inadequate health and safety measures in the workplace), our work was carried out on the consolidating entity. For the other risks, our work was carried out on the consolidating entity and on a selection of entities listed hereafter: PlanetArt China;
- we verified that the Statement covers the scope of consolidation, i.e. all the consolidated entities in accordance with Article L. 233-16 of the French Commercial Code within the limitations set out in the Statement;
- we obtained an understanding of internal control and risk management procedures the entity has put in place and assessed the data collection process to ensure the completeness and fairness of the Information;
- for the key performance indicators and other quantitative outcomes that we considered to be the most important presented in Appendix 1, we implemented:
  - analytical procedures consisting in verifying the correct consolidation of collected data as well as the consistency of changes in them,
  - substantive tests, based on sampling or another means of selection, that consisted in verifying the proper application of definitions and procedures and reconciling data with supporting documents. This work was carried out on a selection of contributing entities listed above and covers 19% of the consolidated data selected for these tests (19% of the workforce at June 30, 2023);
- we assessed the overall consistency of the Statement in relation to our knowledge of the company.

The procedures performed for a limited assurance engagement are less extensive than those required for a reasonable assurance engagement performed in accordance with the professional doctrine whereas a higher level of assurance would have required more extensive audit work.

Paris-La Défense, October 31, 2023

Independent third party

Ernst & Young et Associés

Christophe Schmeitzky

Partner, Sustainable Development

Appendix 1: Most important Non-Financial information

EMPLOYEE INFORMATION

Quantitative information (including key performance indicators	Qualitative information (measures and outcomes)
Number of employees • Breakdown by gender • Breakdown by age • Employees working from home (partial and total) • Number of training hours • Hours worked • Number of lost-time accidents • Number of occupational diseases • Number of lost days due to workplace accidents	Measures implemented for the employment and recruitment of employees - Training program for Canadian employees - Measures relating to health and safety at work

SOCIAL INFORMATION

Quantitative information (including key performance indicators	Qualitative information (measures and outcomes)
• Percentage of subsidiaries with a Data Processing Coordinator (DPC) • Percentage of subsidiaries covered by the GDPR risk mapping • Percentage of customer inquiries concerning personal data	Personal data protection roadmap and measures implemented matière de protection des données personnelles

7

Additional information

7.1 Persons responsible for the original French language version of the Universal Registration Document

Person responsible for the original French language version of the Universal Registration Document:

Pierre Cesarini,

Chief Executive Officer, Chairman of the Board of Directors

Claranova

Immeuble Adamas

2, rue Berthelot, CS 80141

92414 Courbevoie Cedex, France

Tel.: +33 (0)1 41 27 19 5

7.1.1 Responsibility statement

I declare that the information contained in this universal registration document is, to the best of my knowledge, in accordance with the facts and that there is no omission likely to affect the fairness of the presentation.

I certify that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable accounting standards and give a true and fair view of the assets and liabilities, financial position and results of the company and all the companies included in the consolidation, and that the management report included in this document, as specified in the table of concordance on pages 212 to 213, presents a true and fair view of the development of the business, results and financial position of the company and all undertakings included in the consolidation taken as a whole as well as a description of the main risks and uncertainties to which they are exposed.

Courbevoie, October 31, 2023

Pierre Cesarini

Chief Executive Officer, Chairman of the Board of Directors

7.1.2 Persons responsible for the financial information

Pierre Cesarini,

Chief Executive Officer,
Chairman of the Board of Directors

Claranova

Immeuble Adamas

2, rue Berthelot, CS 80141

92414 Courbevoie Cedex, France

Tel.: +33 (0)1 41 27 19 5

Xavier Rojo

Deputy Chief Executive Officer with responsibility for Group administration and finance

Claranova

Immeuble Adamas

2, rue Berthelot, CS 80141

92414 Courbevoie Cedex, France

Tel.: +33 (0)1 41 27 19 5

7.2 Persons responsible for auditing the financial statements

7.2.1 Principal Statutory Auditors

Ernst & Young Audit

Tour First. 1/2, place des Saisons, 92400 Courbevoie.

On expiry of the term of office of Ernst & Young et Autres, the Combined Shareholders' Meeting of November 29, 2018 appointed Ernst & Young Audit for a term of six fiscal years ending at the close of the Ordinary General Meeting called to approve the financial statements for the year ending June 30, 2024. Ernst & Young Audit previously served as Statutory Auditor from 2006 to 2012 and Ernst & young et Autres previously served as statutory auditor from 2013 to 2018.

Ernst & Young Audit is represented by Jean-Christophe Pernet. The company is a member of the Association of Chartered Accountants of Versailles.

Mazars

Tour Exaltis, 61, rue Henri Regnault, 92400 Courbevoie.

Mazars was appointed at the end of Aplitec's term of office by the Combined General Meeting of November 30, 2022, for a term of six years, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the fiscal year ending June 30, 2028.

Mazars is represented by Bruno Pouget. The company is a member of the Association of Chartered Accountants of Versailles.

7.2.2 Alternate Statutory Auditors

The term of office of the alternate Statutory Auditors expired at the Ordinary General Meeting called to approve the financial statements for the fiscal year ended June 30, 2022.

7.3 Statutory Auditor fees

	Ernst & Young Audit				Mazars				Aplitec			
	Amount *(in €)*		%		Amount *(in €)*		%		Amount *(in €)*		%	
	FY 2022-2023	FY 2021-2022	FY 2022-2023	FY 2021-2022	FY 2022-2023	FY 2021-2022	FY 2022-2023	FY 2021-2022	FY 2022-2023	FY 2021-2022	FY 2022-2023	FY 2021-2022
AUDIT SERVICES (STATUTORY AUDIT, REVIEW AND CERTIFICATION OF SEPARATE AND CONSOLIDATED FINANCIAL STATEMENTS)												
Issuer	557,609	351,422	61%	56%	391,000		77%			217,998		71%
Fully consolidated subsidiaries	247,769	259,993	27%	42%	45,000		9%			62,700		21%
Sub-total	**805,378**	**611,415**	**89%**	**98%**	**436,000**		**86%**			**280,698**		**92%**
NON-AUDIT SERVICES												
Issuer	102,852	12,436	11%	2%	70,637		14%			12,500		4%
Fully consolidated subsidiaries				0%			0%			13,000		4%
Sub-total	**102,852**	**12,436**	**11%**	**2%**	**70,637**		**14%**			**25,500**		**8%**
TOTAL	**908,230**	**623,851**	**100%**	**100%**	**506,637**		**100%**			**306,198**		**100%**

7.4 Auditors who resigned or were dismissed during the period covered by the historical financial information

None.

7.5 Material contracts

No major contracts, other than those signed in the normal course of business, have been signed in the two years preceding the publication of this document.

7.6 Documents available to the public

7.6.1 Availability of the Universal Registration Document

The Universal Registration Document is available at the Company's head office at Immeuble Adamas, 2, rue Berthelot, CS 80141, 92414 Courbevoie Cedex – France, as well as on the Claranova group's website at www.claranova.com. It is also available, in French, on the French Financial Markets Authority's website (www.amf-france.org).

The following documents may be consulted at the Company's head office during the validity period of this document:

- the Company's Articles of Association;
- all reports, correspondence and other documents, historical financial information, evaluations and statements prepared by experts at the request of Claranova, certain of which are included or referred to in this document;
- the historical financial information of the issuer and its subsidiaries for each of the two fiscal years preceding the publication of the Registration Document.

Pursuant to Article 221-3 of the AMF's General Regulation, all regulatory information referred to in Article 221-1 of this regulation is available on the Company's website (www.claranova.com).

7.6.2 List of press releases

Please find below a list of the press releases published online by the Company since the 2021-2022 Registration Document was made available, i.e. since October 31, 2022 (excluding monthly disclosures of the number of shares and voting rights):

11/10/2022	Q1 2022-2023 revenue:
12/08/2022	2023 financial calendar
12/13/2022	Report on Claranova's Ordinary and Extraordinary General Meeting of November 30, 2022
01/06/2023	Half-year report on the liquidity contract for the six-month period ended December 31, 2023
02/07/2023	PlanetArt launches first-of-its-kind ChatGPT technology integration® with its Ink Cards App®
02/08/2023	H1 2022-2023 revenue:
03/29/2023	H1 2022-2023 results:
05/10/2023	Q3 2022-2023 revenue:
05/11/2023	Corrigendum to the report on the General Meeting of the shareholders of November 30, 2022 and to the Shareholders' Newsletter of December 22, 2022
06/06/2023	Discussions in progress to divest Avanquest's non-core activities in Europe
06/09/2023	Redemption of the ORNANE bonds
06/15/2023	Launch of a €20 million capital increase open to the public, with a priority subscription period for existing shareholders
06/20/2023	Temporary suspension of Claranova SE's share capital increase launched on June 16, 2023
06/26/2023	Information on the summary proceedings hearing of June 23, 2023 before the Nanterre Commercial Court
06/30/2023	Lifting of the suspension of the capital increase launched on June 16, 2023
07/04/2023	Half-year report on the liquidity contract for the six-month period ended June 30, 2022
07/06/2023	Avanquest enters into exclusive discussions with Encore Software for the sale of its Home Design business
07/12/2023	Claranova completes its capital increase and reinforces its equity capital by raising €18.51 million
07/24/2023	Ruling of the Commercial Court of Nanterre
07/31/2023	Information relating to the General Meeting of September 4, 2023
08/02/2023	FY 2022-2023 revenue
08/18/2023	Ordinary Annual General Meeting of September 4, 2023
09/01/2023	Ordinary General Meeting of September 4, 2023 - Questions & Answers
09/07/2023	Report on Claranova's Ordinary General Meeting of September 4, 2023
10/05/2023	InPixio launches a new web-based service and mobile photo editing app
10/11/2023	FY 2022-2023 annual results: Improved profitability for the full year confirmed
10/19/2023	Avanquest completes the disposal of its non-core activities in Europe and accelerates its growth as a provider of SaaS software solutions
10/25/2023	Ordinary and Extraordinary Annual General Meeting of November 29, 2023
10/26/2023	PlanetArt Launches Photo Calendars™ Mobile App, turning memories into timeless treasures

8

Annual financial statements

8.1 Income statement for the year ended June 30, 2023

(in € thousand)	Notes	FY 2022-2023	FY 2021-2022
Net revenue	**Note 4**	**7,435**	**3,765**
Operating subsidies		-	-
Reversals of amortization, depreciation, provisions, and expense transfers		25	3,840
Other income		93	13
Operating revenue		**7,554**	**7,618**
Other purchases and external expenses		4,421	8,722
Taxes, duties and similar payments		52	18
Wages and salaries		832	1,102
Payroll tax expenses		415	530
Depreciation and amortization on non-current assets		1,775	1,516
Provisions for current assets		5	22
Provisions for contingent liabilities		254	52
Other expenses		333	356
Operating expenses		**8,087**	**12,318**
Net income (loss) from operations		**(534)**	**(4,700)**
Dividends		22,300	-
Income from other securities and real estate loans		2,123	1,166
Other interest and similar income		123	14,633
Reversals of provisions and expense transfers		4,248	2,089
Foreign exchange gains		65	1,165
Financial income		**28,858**	**19,054**
Amortization and charges to provisions for financial items		15,888	15,420
Interest and similar expenses		6,413	6,509
Foreign exchange losses		2,226	530
Financial expenses		**24,527**	**22,459**
Net financial income (expense)	**Note 5**	**4,332**	**(3,406)**
Net income (loss) from ordinary activities before tax		**3,798**	**(8,106)**
Reversals of provisions and expense transfers		64,384	62
Extraordinary income		**64,384**	**62**
Extraordinary expenses on management transactions		65,596	1,235
Extraordinary amortization, depreciation and provisions		-	131
Extraordinary expenses		**65,596**	**1,366**
Net exceptional items	**Note 6**	**(1,212)**	**(1,304)**
Income before tax		**2,585**	**(9,409)**
Income tax	Note 9	-	(18)
Net income (loss) for the year		**2,585**	**(9,392)**

8.2 Balance sheet assets as of June 30, 2023

(in € thousand)	Notes	Gross amount	Depreciation, amortization and provisions	Net 06/30/2023	Net 06/30/2022
Intangible assets		11		11	11
Property, plant and equipment		17	7	10	12
Equity interests	Note 10	193,652	148	193,504	188,870
Other long-term financial assets	Note 10	62,188	274	61,913	39,824
Non-current assets		**255,868**	**430**	**255,438**	**228,717**
Inventories					
Receivables	**Notes 12 to 14**				
Trade receivables		3,958		3,958	843
Other receivables		2,491	8	2,483	1,648
Cash				**0**	**0**
Marketable securities		775	255	520	587
Cash at bank and in hand		9,991		9,991	6,117
Prepayments and accrued income				**0**	**0**
Prepaid expenses	Note 15	1,488		1,488	217
Current assets		**18,702**	**263**	**18,439**	**9,413**
Deferred loan issue costs	Note 16	1,564		1,564	4,016
Bond redemption premiums	Note 16	16,266		16,266	30,676
Unrealized foreign exchange losses	Note 24	703		703	2,157
GRAND TOTAL		**293,103**	**693**	**292,410**	**274,978**

8.3 Balance sheet equity and liabilities as of June 30, 2023

(in € thousand)	**Notes**	**06/30/2023**	**06/30/2022**
Share capital		45,990	45,990
Share and merger premiums		162,353	162,353
Legal reserve		688	688
Other reserves		3,768	3,768
Retained earnings		(121,456)	(112,064)
Net income (loss) for the year		**2,585**	**(9,392)**
Regulated provisions		326	131
Equity	**Note 18**	**94,256**	**91,475**
Provisions	**Note 19**	**1,024**	**3,568**
Financial liabilities	**Note 21**		
Convertible bond issues		94,633	94,094
Other bond issues		51,284	51,285
Bank borrowings		23,260	4,003
Other financial liabilities		20,460	26,307
Operating liabilities	**Note 20**		
Trade payables and related accounts		4,335	3,167
Tax and employee-related liabilities		948	671
Other liabilities			
Other payables		2,200	0
Deferred income		9	0
Liabilities		**197,130**	**179,527**
Unrealized foreign exchange gains	Note 22		408
GRAND TOTAL		**292,410**	**274,978**

8.4 Notes to the annual financial statements

Claranova SE's share capital at June 30, 2023 amounted to €45,990,070, divided into 45,990,070 fully paid-up shares with a par value of €1 per share. Claranova SE shares are listed on Euronext under ISIN code FR0013426004. They are not listed on any other exchanges. Claranova SE is the only listed company of the Group. Total assets for the fiscal year ended June 30, 2023 amounted to €292.41 million. Claranova SE reported a profit of €2.58 million. The financial year runs for 12 months, from July 1, 2022 to June 30, 2023.

Note 1 Annual highlights

Subscription of a €20 million loan

On July 1, 2022, Claranova SE obtained a 5-year €20 million acquisition financing agreement divided into two tranches as follows:

- tranche A: a €15 million variable interest loan. For the first year, this loan will bear interest of 2.30%.
- tranche B: a €5 million loan at a fixed interest rate of 4.50%.

This loan was used to finance the planned acquisition of pdfforge GmbH by Avanquest Software SAS.

Claranova also benefits from an additional credit line of €15 million under the terms of this loan agreement. This credit line remained undrawn at June 30, 2023.

Transfer of PlanetArt Holdings Inc. (ex-Avanquest America Inc.) and myDevices shares

Avanquest America Inc., a wholly-owned subsidiary of Claranova SE, paid €4,300,000 in dividends on January 12, 2023. This distribution was paid out in kind by the transfer of 100% of the shares in myDevices Inc.

On January 13, 2023, Claranova SE contributed in kind 3,000 shares representing its entire shareholding in Avanquest America Inc. to Claranova Development. The contribution resulted in an increase in Claranova Development's capital of nineteen million nine hundred and forty-one thousand four hundred and eighty-six euros (€19,941,486) and contribution premium of thirty-nine million eight hundred and eighty-two thousand nine hundred and seventy-three euros and nineteen cents (€39,882,973.19). Claranova Development's share capital was accordingly increased to €20,275,486.

On February 15, 2023, Claranova SE made a contribution in kind of its entire shareholding in myDevices Inc. to Claranova Development. The contribution resulted in an increase in Claranova Development's capital of one million four hundred and thirty-three thousand three hundred and thirty-three euros (€1,433,333) and a contribution premium of two million eight hundred and sixty-six thousand six hundred and sixty-seven euros (€2,866,667). Claranova Development's share capital accordingly increased to €21,708,819.

Amendment to the financing terms of the Promissory Notes

The four Promissory Notes issued on October 29, 2021 to the Daniel Assouline Family Trust, the Dadoun Family Trust, 6673279 Canada Inc. and Eric Gareau were sold by the latter to Lafayette Investment Holdings LLC on December 13, 2021.

The four Promissory Notes were thereafter combined into a single Promissory Note on June 22, 2022 in favor of Lafayette Investment Holdings LLC.

The financing rate and maturity of the Promissory Notes were renegotiated on July 1, 2022. The initial rate of 4.50% was reduced to 3.50% and the maturity date, originally set at 10 years, was amended to October 31, 2025: Interest is payable annually.

Refer to the subsequent events section (Note 32) for details regarding the offsetting of the Promissory Note in connection with the capital increase of July 17, 2023.

Note 2 Accounting principles, rules and methods

The financial statements for the year ended June 30, 2023 have been prepared, adopted and presented in accordance with the principles of French GAAP (and notably, regulation No. 2016-07 of the French accounting standards authority (Autorité des Normes Comptables or ANC) of 4 November 2016, amending regulation No. 2014-03 of June 5, 2014 relating to French generally accepted accounting principles ("Plan Comptable Général").

General accounting conventions have been applied, in accordance with the principle of prudence, based on the following basic assumptions of:

- going concern;
- the consistency of accounting policies;
- and the principle of the independence of fiscal years.

The conditions underlying these principles are detailed in Note 21.7 relating to the liquidity risk, which refers to material uncertainties with respect to the Group's continuity as a going concern.

The annual financial statements have been prepared in euros in accordance with the provisions of French law and with generally accepted accounting principles in France. Financial data in this chapter is presented in thousands of euros unless otherwise indicated.

2.1 Intangible assets

Intangible assets are comprised mainly of brands. In accordance with the provisions of the French General Chart of Accounts (PCG), brands are recognized at acquisition cost and are not subject to amortization.

2.2 Property, plant and equipment

Property, plant and equipment are measured at acquisition cost (purchase price plus related costs included).

Economically justified depreciation is determined based on the estimated useful life. Depreciation periods are as follows:

- office furniture, straight-line: 5 years;
- computer hardware, straight-line: 3 years.

Additional impairment is booked in the event of a loss in value or a change in the useful life.

2.3 Long-term financial assets

2.3.1 Equity interests and receivables from equity interests, including subsidiary current accounts

Equity interests are measured at acquisition or contribution value, including acquisition-related costs.

The value of equity interests, receivables from equity interests and current accounts is reconciled with their estimated value in use at the reporting date.

This value in use is reviewed on an annual basis in light of:

- equity;
- unrealized capital gains;
- return on investment;
- forward-looking information;
- utility for the Company;
- market value.

When the value in use calculated in this way is lower than the acquisition value (including receivables from equity interests), an impairment is booked for the difference.

2.3.2 Other long-term financial assets

These assets are measured at acquisition cost, and correspond mainly to Claranova's treasury shares, the liquidity contract and the French employers' contribution to the construction effort (CEP).

2.4 Receivables

Receivables are measured at nominal value. They are assessed individually and, where appropriate, a provision is recorded to cover potential collection difficulties.

2.5 Foreign currency transactions

Income and expenditure denominated in foreign currencies are recorded at their euro equivalent using the exchange rate applicable in the month of the transaction. Foreign currency bank accounts are translated at the prevailing rate at the reporting date.

Translation gains and losses are recorded depending on the type of risk hedged using the matching principle, in accordance with the French accounting standards authority (Autorité des Normes Comptables or ANC) Regulation 2015-05. Translation differences on receivables and commercial debt are recognized in Net income from operations, under "Other income" and "Other expenses".

Translation differences on receivables and financial liabilities are recognized in financial results under "Foreign exchange gains" and "Foreign exchange losses" respectively.

At the reporting date, translation differences resulting from the translation of foreign currency-denominated receivables or payables at the year-end exchange rate are recorded in accruals and deferred income. A provision is recognized in respect of unrealized foreign exchange losses.

2.6 Marketable securities

Marketable securities are measured at acquisition price, on a first in, first out (FIFO) basis.

Where relevant, a provision for impairment is recognized to take account of any loss in value that may arise at the reporting date.

2.7 Provisions for expenses

Provisions for charges are intended to cover probable or certain expenses that the Company will incur in the future. Provisions are recorded, reviewed, and adjusted to reflect the Company's best estimate of the expense at the reporting date.

2.8 Net share-settled bonds convertible into new shares and/or exchangeable for existing shares (ORNANE)

The ORNANE bonds were issued at par and will be redeemable at par. They are therefore recorded in "Other bond issues".

The issue costs were capitalized and spread over the loan term.

Accrued interest is recognized at the period-end.

2.9 Euro Private Placement (Euro PP) bond issue

This debt issue comprises 19,655 bonds with a nominal value of €1,000.

The issue costs were capitalized and spread over the loan term.

Accrued interest is recognized at the period-end.

2.10 French State guaranteed loan (PGE)

This facility enabled Claranova to obtain a State guaranteed bank loan of €4 million.

As part of the COVID-19-relief measures available for businesses, Claranova SE applied in March 2021 for an additional amortization period of five (5) years. The Company was granted in this way an extension for repayment of the principal for an additional year followed by an amortization period over the four following years, i.e. from May 22, 2023 to May 22, 2026.

Accrued interest is recognized at the period-end.

2.11 Senior, unsecured bonds convertible into new shares and/or exchangeable for existing shares (OCEANE)

In August 2021, Claranova SE successfully launched an OCEANE bond issue for €50 million, comprising 3,846,154 bonds with a nominal value of €13.

The 5-year bonds bearing 4.5% annual interest will be redeemed on maturity on August 1, 2026.

The OCEANE bonds have been accounted for using the following accounting policies:

- the bond debt was recorded at face value;
- bond issuance expenses (€3.6 million) were amortized over the term of the bond. In accordance with the terms of the contract, the amortization period for these costs was set at three years from the subscription date;
- the redemption premium (€43.2 million) payable upon redemption requested by the investor (put) as from the third anniversary was recognized as a bond liability, for the nominal value less interest due, and amortized over three years.

2.12 A €20 million bank loan from Landesbank SaaR

To finance the acquisition of pdfforge GmbH, the Group obtained a €20 million loan on July 1, 2022 from a group of banks consisting of Landesbank SaaR, CE Ile de France, Banque Populaire Alsace Lorraine Champagne and Delta AM.

The issue costs were capitalized and spread over the loan term.

Accrued interest is recognized at the period-end.

2.13 Revenue recognition

Revenue comprises the sale of administrative, legal, regulatory, financial and strategic development services to Group subsidiaries as part of Claranova SE's coordination activity.

Revenue is recognized based on the nature of services. In the case of administrative services, revenue is recognized when the service is performed.

2.14 Provision for post-employment obligations

Post-employment obligations, calculated using the retrospective method (projected unit credit method), amounted to €24,600 as of June 30, 2023 and were fully accrued for. Their impact on the fiscal year was an expense of €5,000. The underlying actuarial assumptions are as follows:

- discount rate: 3.60%;
- retirement age: 65 years;
- salary escalation rate: 3%-6%, depending on age.

Note 3 Main judgments and estimates used in preparing the annual financial statements

The FY 2022-2023 annual financial statements were approved by the Board of Directors on October 20, 2023.

The financial statements were prepared on a going concern basis. The conditions underpinning this principle are described in Note 21.7 to this Chapter on the liquidity risk, which refers to material uncertainties with respect to the Group's continuity as a going concern.

In preparing the Company's financial statements, management uses judgments, estimates, and assumptions that have an impact on the amounts recognized in the financial statements as assets, liabilities, income and expenses.

The Company's management regularly reviews its estimates and assessments based on past experience and other factors it considers reasonable, which constitute the basis for its assessments of the carrying amount of assets and liabilities. These estimates are prepared using information available when the accounts were being prepared. The estimates can be revised if new information becomes available. Actual results may differ from these estimates if actual experience or conditions are different from the assumptions made.

The main assumptions and estimates with an impact on the financial statements for the fiscal year ended June 30, 2023 concern:

- the measurement of investments in subsidiaries and affiliates (See Note 10 of this Chapter);
- the estimation of the redemption premium for the OCEANE bonds (See Note 2.11 of this Chapter);
- the measurement of certain managers' bonuses based on the attainment of annual objectives (See Note 20 of this Chapter);
- the calculation of provisions for contingencies and expenses (See Note 2.7 and Note 19 of this Chapter).

Notes to the income statement

Note 4 Revenue

Breakdown by region *(in € thousand)*	**Amount**
France	4,444
Other European countries	2,991
United States	0
TOTAL	**7,435**

Note 5 Analysis of net financial income / (expense)

Net financial income amounted to €4.3 million, up from a loss of €3.4 million last year. The change reflects mainly dividend distributions by the subsidiaries Avanquest America Inc. (€4.3 million) and Avanquest Software SAS (€18 million).

Net financial expenses for the year included mainly:

- €6.4 million in interest expense from financing activities;
- €14.4 million for the amortization of the redemption premium on the OCEANE bonds;
- €2.2 million for the provision for foreign exchange risks;
- €22.3 million in income from investments;
- €2.1 million in interest income on loans and advances;
- €4.2 million from reversals of provisions and impairments.

Note 6 Analysis of net exceptional items

Net exceptional items represent a net expense of €1.2 million, down from €1.3 million last year.

Exceptional items included mainly legal expenses incurred in connection with Claranova's legal disputes during the year (shareholder claims, suspension of the capital increase by the Commercial Court), losses recognized in connection with the liquidity contract, and transactions relating to the contribution in kind to Claranova Development at the carrying value of all the equity interests in the subsidiaries Avanquest America Inc. and myDevices Inc. (see note 1 of this chapter).

Note 7 Sumptuary costs and expenses (Article 39-4 of the French General Tax Code)

Claranova SE's annual financial statements show no costs or expenses covered by Article 39, Section 4, of the French General Tax Code, corresponding in consequence to a zero theoretical tax expense.

Note 8 Add-back of overheads in taxable profits (Articles 39-5 and 223 *quinquies* of the French General Tax Code)

To comply with legal requirements, during the fiscal year ended June 30, 2023, our Company did not incur any non-tax deductible costs and expenses within the meaning of Article 39-5 of the French General Tax Code.

Note 9 Income tax

As Claranova SE reported a tax loss, a tax expense was not recorded. As of June 30, 2023, Claranova SE's loss carry-forward amounted to €63.5 million.

Notes to balance sheet assets

Note 10 Long-term financial assets

(in € thousand)	Gross 07/01/2022	Acquisitions	Mergers, disposals, transfers between line items	Gross 06/30/2023	Amort. and provisions 06/30/2023	Net 06/30/2023	Net 06/30/2022
Equity interests	189,352	68,424	64,124	193,652	148	193,504	188,870
Receivables from equity interests	38,640	38,704	16,275	61,069		61,069	38,640
Loans	92			92		92	92
Loans, other long-term financial assets	1,092	3,128	3,194	1,026	274	752	1,092
TOTAL	**229,176**	**110,256**	**83,593**	**255,840**	**422**	**255,417**	**228,694**

Changes in the "Equity interests" line item are the result of two transactions:

- distribution of a dividend in kind by PlanetArt Holdings Inc. (formerly Avanquest America Inc.) in the form of shares in the subsidiary myDevices, valued at €4.3 million;
- transfer of PlanetArt Holding Inc. shares (ex-Avanquest America Inc.) and myDevices shares to the Claranova Development subsidiary, for an amount totaling €64.12 million.Inc.) This transfer was carried out pursuant to the reorganization of the Group as from July 1, 2022. This transfer has resulted in greater clarity in the organization of the Group's activities by separating the myDevices and PlanetArt divisions.

Changes in in "Receivables from equity interests" are mainly related to:

- a €20 million loan to the subsidiary, Avanquest Software SAS, in connection with the acquisition of pdfforge;
- an €18 million receivable from Avanquest Software SAS resulting from the dividend payment by the latter in May 2023.

In accordance with the principles described above and in Note 2.3 of this Chapter,

Claranova performed an impairment test on the Avanquest division based on the cash flows generated by its activities, discounted at the weighted average cost of capital (WACC) of 14.4%. Cash flows generated by the activities of the Avanquest division are calculated based on a two-year budget forecast considered by management as the optimal period for ensuring the reliability of forecasts, in light of the characteristics of the market in which this division operates, growth trends and the maturity of its activities. Cash flows resulting from this 2-year budget forecast were extended for an additional three years (i.e. a total of five years) based on perpetuity growth rate integrating a normative inflation rate to identify normative "perpetual" cash flow of 2% at the end of the period.

Claranova concluded that the recoverable amount of the CGU tested exceeded its carrying value. Management believes that no reasonable change in the above-mentioned key assumptions would result in the recoverable amount of the CGU significantly lower than its carrying value. To validate these conclusions, Claranova performed sensitivity tests on the main assumptions used to calculate the recoverable amount of the CGU, namely the discount rate, the operating margin rate and the perpetuity growth rate. On that basis, a combined 2.5% increase in the discount rate, a 2.0% decrease in the EBITDA margin after allowances for amortization and depreciation, and a 1.5% decrease in the perpetuity growth rate would not result in an impairment of goodwill of the Avanquest division.

Impairment losses on equity investments in Claranova Development, with a gross value of €64.46 million, were fully reversed at June 30, 2023.

The "Loans" item refers to the French housing levy contribution (known as the effort construction).

"Other financial assets" relates to treasury shares held under the liquidity contract (See Note 1).

Note 11 Fixed assets, amortization and impairment

Fixed assets

(in € thousand)	Gross 07/01/2022	Acquisitions	Disposals/ transfer between line items	Gross 06/30/2023	Amort. and provisions 06/30/2023	Net 06/30/2023	Net 06/30/2022
Intangible assets							
Licenses, patents	11	0	0	11	0	11	11
Property, plant and equipment							
Office and IT furniture and equipment	16	1	0	17	7	10	12
TOTAL	**27**	**1**	**0**	**28**	**7**	**21**	**23**

Amortization

(in € thousand)	Amortization 07/01/2022	Provisions for the period	Reversals, transfer between line items	Amortization 06/30/2023
Intangible assets				
Licenses, patents	0	0	0	0
Property, plant and equipment				
Fixtures, improvements and fittings	0	0	0	0
Office and IT furniture and equipment	4	3	0	7
TOTAL	**4**	**3**	**0**	**7**

Impairment

(in € thousand)	Provisions 07/01/2022	Provision	Reversal	Provisions 06/30/2023
Intangible assets				
Licenses, patents	0	0	0	0
Long-term financial assets				
Equity interests	482	0	334	148
TOTAL	**482**	**0**	**334**	**148**

Note 12 Breakdown of other receivables

(in € thousand)	As of 06/30/2023
Employees and social welfare bodies	0
Income tax[(1)]	8
Value added tax	832
Other taxes, duties and similar payments	0
Group and associate current accounts	530
Miscellaneous[(2)]	1,113
TOTAL OTHER RECEIVABLES	**2,483**

(1) The "Income Tax" line item comprises the tax reductions for corporate sponsorship initiatives in FY 2019-2020 and FY 2021-2022 and the family tax credit for 2022.
(2) The "Miscellaneous" line item consists mainly of credit notes receivable from Claranova Development in the amount of €1,005,000.

Note 13 Accounts receivable maturity schedule

(in € thousand)	As of 06/30/2023	Less than 1 year	More than 1 year
Non-current receivables			
Receivables from equity interests	61,069	43,569	17,500
Loans and other long-term financial assets	844	752	92
Current receivables			
Trade receivables	3,958	3,958	0
Social security and other social welfare bodies	0	0	0
State and other public bodies	849	849	0
Group and associates	530	530	0
Miscellaneous	1,113	1,113	0
Prepaid expenses	1,488	1,468	20
TOTAL	**69,851**	**52,239**	**17,612**

Note 14 Accrued income

(in € thousand)	As of 06/30/2023
Long-term financial assets	
Receivables from equity interests	0
Trade receivables and related accounts	
Sales invoice accruals	0
Other receivables	
VAT receivable	304
Other receivables	1,020
Marketable securities	
Interest receivable	25
TOTAL	**1,350**

Note 15 Prepaid expenses

(in € thousand)	As of 06/30/2023
Maintenance	0
Fees	1,411
Contributions/subscriptions	13
Others	63
TOTAL PREPAID EXPENSES	**1,488**

Note 16 Deferred charges

(in € thousand)	Net amount as of 07/01/2022	Increases	Amortization during the fiscal year	Net amount as of 06/30/2023
Debt issue costs	4,016	0	2,451	1,565
Bond redemption premiums	30,676	75	14,485	16,266

This item comprises loan issue costs for the ORNANE, Euro PP and OCEANE bond issues. The corresponding expenses are amortized on a straight-line basis over the term of the bonds' terms as follows:

- ORNANE: from June 19, 2018 to July 1, 2023;
- EURO PP: from June 27, 2019 to June 27, 2024; and
- OCEANE: from July 30, 2021 to August 1, 2024.

Note 17 Provisions for current assets

(in € thousand)	Provisions as of 06/30/2022	Provision	Reversal	Provisions as of 06/30/2023
Trade receivables and related accounts	0		0	0
Other receivables	4	4	0	8
Marketable securities	188	0	(67)	255
TOTAL	**192**	**4**	**(67)**	**263**

Notes to balance sheet liabilities

Note 18 Equity

18.1 Share capital

As of June 30, 2023, the share capital of Claranova SE was made up of 45,990,070 shares with a par value of €1 each, all of the same class. As of the filing date of this document, the share capital stood at €57,206,910 divided into 57,206,910 shares of the same class with a par value of €1 each, all entirely subscribed and fully paid up.

18.2 Changes in the number of shares and share capital

Date	Transaction	Number of shares issued	Par value	Number of shares comprising the share capital	Share capital amount
07/01/2022	Opening share capital		€1	45,990,070	€45,990,070
06/30/2023	**CLOSING SHARE CAPITAL** (1)		**€1**	**45,990,070**	**€45,990,070**

(1) No movements during FY 2022-2023.

Treasury shares

	Number of shares
As of June 30, 2022	**376,959**
Liquidity contract	105,474
AS OF JUNE 30, 2023	**482,433**

18.3 Other securities granting access to the share capital

Stock option plan

On November 30, 2015, Claranova's General Meeting authorized the Management Board to implement a grant plan for options to subscribe for or purchase new or existing shares of Claranova SE and its subsidiaries.

The General Meeting of November 30, 2015 authorized the issue of 18,765,927 stock options and at June 30, 2022, 245,100 of these stock options had not yet been exercised. The exercise of these 245,100 stock options would confer a right to 24,510 new Claranova SE shares.

At June 30, 2023, 245,100 stock options remained unexercised.

Share subscription warrant plans

Share subscription warrant plan of June 7, 2017

On June 7, 2017, Claranova's General Meeting authorized the Management Board to implement a grant plan for warrants to subscribe for, or purchase, new or existing shares of Claranova SE and its subsidiaries.

On November 13, 2017, the Management Board set up a subscription warrant plan, assigning 3,752,224 shares to members of Claranova's Management Board and Supervisory Board. Following the reverse stock split decided by the Extraordinary General Meeting of June 11, 2019, 3,752,200 warrants are exercisable and will result in 375,220 shares. Each warrant may be purchased for a value of €0.36 and gives entitlement to purchase one Claranova share for €6.1, during a period of ten years from the date of grant, namely until November 13, 2027.

As of June 30, 2023, no subscription warrants had been exercised by beneficiaries.

Claranova net share settled bonds convertible into new shares and/or exchangeable for existing shares (ORNANEs)

On June 19, 2018, Claranova SE issued 26,363,636 net share-settled bonds convertible into new shares and/or exchangeable for existing shares (ORNANE), maturing on July 1, 2023. As of June 30, 2023, no ORNANE bonds had been converted early. The ORNANE bonds were redeemed in cash on July 4, 2023, as the maturity date of July 1, 2023 fell on a Saturday.

Since December 28, 2018, Claranova SE has held 455,000 ORNANE bonds.

Assuming that all the rights attached to the stock options and warrants become exercisable and are exercised, Claranova SE's share capital would increase by €399,730.

The share capital would therefore increase from €45,990,070 to € 46,389,800, an increase of 0.87%, spread over the period from 2023 to 2027.

	06/30/2023
Number of shares existing as of 06/30/2023	45,990,070
Of which treasury shares	482,433
Number of shares outstanding	**45,507,637**
Dilutive effect of stock options	24,510
Dilutive effect of warrants	375,220
THEORETICAL WEIGHTED NUMBER OF SHARES	**46,389,800**

18.4 Change in equity

(in € thousand)	As of 06/30/2023
Equity as of 06/30/2022	91,475
Share capital increase and issue premium	0
Increase in regulated provisions	196
Net income (loss) for the period	2,585
EQUITY AS OF 06/30/2023	**94,256**

Note 19 Provisions

(in € thousand)	Provisions 06/30/2022	Operating provision	Financial provision	Exceptional provision	Operating reversal	Financial reversal	Exceptional reversal	Used	Provisions 06/30/2023
Provisions for foreign exchange risk	2,157	2	665		18	2,103		0	703
Provision for contingencies	1,340		36		1,376		0		0
Provisions for expenses	52	244					0		296
Provisions for retirement termination benefits	19	10		0	5				24
TOTAL	**3,568**	**256**	**702**	**0**	**1,398**	**2,103**	**0**	**0**	**1,024**

Reversals of provisions for contingencies concerned mainly the provision linked to the net equity of the subsidiary, Claranova Development.

Note 20 Evaluation of bonuses paid to corporate officers

Attainment of performance criteria for the payment of performance-based variable compensation for officers and, where applicable, share-based payments, is assessed by the Board of Directors, based on the recommendations of the Appointments and Compensation Committee.

Note 21 Financial liabilities

As of June 30, 2023, financial liabilities fall due as follows:

(in € thousand)	Notes	As of 06/30/2023	Less than one year	One to five years
Convertible bond issues	Note 21.1	94,633	1,402	93,231
Other bond issues	Note 21.1	51,284	51,284	0
Bank borrowings	Note 21.2	23,260	3,754	19,506
Other financial liabilities	Note 21.3	20,460	14,536	5,925
Bank account overdrafts		0		
Financial instruments – Liabilities		0		
Accrued interest not yet due		0	0	
TOTAL		**189,638**	**70,976**	**118,662**

Current debt consists mainly of ORNANE bonds, the EURO PP and the LIH Promissory Note.

The ORNANE bonds were redeemed in full in cash on July 4, 2023 using the Company's own capital resources in the amount of €30.45 million.

The LIH Promissory Note in the amount of €15 million contributed to the capital increase of July 17, 2023 by offset.

21.1 Bonds

ORNANE – June 2018

Claranova SE issued €29 million in bonds in June 2018, with the option for redemption in cash and/or new shares and/or existing shares maturing on July 1, 2023.

The bonds bear interest at a fixed rate of 5% payable annually and have a nominal value of €1.10. The bond issue was fully repaid in cash on July 4, 2023.

Euro PP – June 2019

In June 2019, Claranova SE successfully completed a Euro PP bond issue for €19.7 million, comprising 19,655 bonds with a nominal value of €1,000.

The 5-year bonds bearing 6 % annual interest will be redeemed on maturity, i.e. on June 27, 2024.

This loan is subject to covenants relating to:

- annual consolidated net financial debt/EBITDA ratio (“Leverage Ratio”) strictly less than three and a half (3.5) per year; and
- annual EBITDA that is strictly positive.

However, this loan includes a cross-default clause (including a 30-day grace period) that was impacted by a breach of financial ratios at the end of the reporting period on the loan with SaaR (See Note 21.1). However, in view of its initial maturity, this debt is already included in current liabilities.

OCEANE – August 2021

3,846,154 senior, unsecured bonds convertible into new shares and/or exchangeable for existing shares (obligations convertibles échangeables en actions nouvelles ou existantes - OCEANE) were issued on August 16, 2021 for an amount totaling €50 million or €13 per bond subscribed in full by the investment fund Heights Capital Management Inc.

Characteristics

- Maturity at 5 years, i.e. August 16, 2026
- Coupon (interest) at 4.5 % per annum payable in cash every six months.
- Current parity: 1 share for 1 bond.
- Conversion option (in whole or in part): at any time at the investor's initiative in the event of a public tender offer for Claranova SE shares, or from the 2nd anniversary of the issue at the investor's initiative until the maturity date of the bonds, or from the 3rd anniversary at the investor's initiative until the maturity date of the bonds if the Claranova share price exceeds €27 for at least 30 consecutive business days.
- Prepayment option:
  - At the initiative of the investor (put right) from the 3rd anniversary of the issue for a maximum amount of 2 times the amount of the initial investment (including all interest already paid);
  - At the initiative of Claranova (call right), before the 2nd anniversary of the issue for a maximum amount of 1.75 times the initial investment (including all interest already paid), between the 2nd and 3rd anniversary of the issue for a maximum amount of twice the initial investment (including all interest already paid), or after the 3rd anniversary of the issue for a maximum amount of 2.25 times the initial investment (including all interest already paid).

Unless converted, redeemed or repurchased and cancelled prior to maturity, the bonds are redeemable at par on August 16, 2026.

As of June 30, 2023, the financial impacts were as follows:

- bond debt: €93.2 million, including €50 million in nominal value and €43.2 million in redemption premium;
- the balance of issuance costs to be amortized: €1.4 million;
- the balance of redemption premium to be amortized: €16.3 million;
- accrued interest: €0.9 million.

21.2 Bank borrowings

French State guaranteed loan

In the context of the COVID-19 pandemic, Claranova SE secured a €4 million French state guaranteed loan (Prêt Garanti par l'Etat) on May 22, 2020, bearing interest at 0.50% and repayable on maturity in 12 months from the date of signature. This loan included an additional amortization option enabling Claranova SE to extend the loan maturity for an additional period of one (1), two (2), three (3), four (4) or five (5) year(s), with the desired repayment period (monthly, quarterly, half-yearly or annually) and at an interest rate equal to the bank financing rate plus the State guarantee premium.

In March 2021, Claranova SE exercised an additional amortization option which extended the loan maturity for an additional term of five (5) years. The Company was granted in this way an extension for repayment of the principal for an additional year followed by an amortization period over the four following years.

This amount is subject to annual interest of 0.30% to which is added the cost of the State Guarantee (€0.2 million) spread over the lifespan of the loan.

A €20 million bank loan obtained by Claranova SE

To finance the acquisition of pdfforge GmbH, the Group obtained a €20 million loan on July 1, 2022 from a group of banks consisting of Landesbank SaaR, CE Ile de France, Banque Populaire Alsace Lorraine Champagne and Delta AM.

Characteristics

The loan is repayable over six (6) years and divided into two tranches as follows:

- tranche A: a €15 million variable interest loan. For the first year, this loan will bear interest of 2.30% plus the 3-month Euribor rate;
- tranche B: a €5 million loan at a fixed interest rate of 4.50% repayable in full on maturity.

This loan is subject to covenants relating to:

- A ratio of consolidated net financial debt to annual ROC of less than three (3) as of June 30, 2023 and less than two and a half (2.5) at the end of each financial year as of June 30, 2024 until maturity; and,
- A ratio of consolidated free cash flow to consolidated debt servicing of more than 1 at fiscal year-end. The Group also benefits from an additional credit line of €15 million under the terms of this loan agreement. A pledge on the shares of Avanquest Software SAS and Claranova Development SARL was granted in connection with this financing. Having contracted the above-mentioned loans on behalf of Avanquest Software, a loan agreement, mirroring the commitments made by Claranova to the banking pool, has been concluded between Claranova SE and Avanquest Software.

At June 30, 2023, the ratio of consolidated free cash flow to consolidated debt servicing was greater than 1. Commitment respected for FY 2022-2023

The ratio of consolidated net financial debt to EBITDA was greater than 3 at June 30, 2023 and as such in breach. The company recalculated post-capital increase in accordance with the remediation clause provided for in the loan agreement. Based on this new calculation, the Company's commitment to the ratio of consolidated net debt to EBITDA was once again in compliance.

21.3 Other financial liabilities

PlanetArt Ltd loan

Claranova SE has a loan capped at €5.7 million, to be draw in monthly tranches, granted by PlanetArt Ltd on April 13, 2020. The loan agreement, which initially expired on July 11, 2023, was extended to July 1, 2024. The loan bears interest at the lower of 2% and the maximum rate authorized by Californian law. It may be mobilized and/or repaid at any moment within the limit of the cap.

Claranova requests advances according to its needs within the limit of the cap. As of June 30, 2023, Claranova SE had drawn down the full amount of the €5.7 million loan. Interest on this loan amounted to €0.2 million.

Promissory Notes

Claranova SE issued Promissory Notes in the amount of €27.6 million on October 29, 2021 with an annual coupon of 4.5%. At fiscal year-end, total debt including accrued interest amounted to US$20.6 billion or €19.8 million.

The interest rates of four (4) of the Promissory Notes, as well as their maturity, was renegotiated with Lafayette Investment Holdings (LIH) in July 2022, with the total principal amounting to US$18.2 million.

The new Promissory Note is subject to interest of 3.5% after renegotiation and is repayable over four (4) years, with the first installment payable on July 15, 2022.

On June 16, 2023, LIH entered an irrevocable commitment to subscribe to the capital increase launched by Claranova SE. The €15 million amount under this commitment will be paid by offsetting the debt on the Promissory Note held by LIH. Refer to the subsequent events section (Note 32) for details regarding the offsetting of the Promissory Note in connection with the capital increase of July 17, 2023.

Current account balances

As of June 30, 2023, there were no current account debts.

21.4 Foreign currency risk

The company has adopted intra-group offset measures to minimize the risks associated with intra-group transactions (sales of services in foreign currencies, investments, loans and borrowings in foreign currencies). The effects of these measures will not be measurable until the end of the 2024 fiscal year.

The Company may have foreign exchange hedge facilities depending on their short-term hedging requirements. No hedging instruments were in place as of June 30, 2023.

21.5 Interest rate risk

On July[1,] 2022, the Company obtained a loan from Landesbank. Because this represents a floating rate loan indexed to the 3-month Euribor, the Group is subject to a risk of fluctuating interest rates. At the end of the reporting period, no interest-rate hedging instruments had been put in place by the Company.

21.6 Equity risk

Equity risk is limited to the Company's own ORNANE bonds and shares that it holds. The Company's cash is mainly invested in risk-free money market investments.

Portfolio securities as of June 30, 2023 are presented in Note 31 of this Chapter.

21.7 Liquidity risk

The Group's capacity to meet its repayment obligations, in particular for loans and commitments incurred by the parent company, is closely linked to cash flows generated by the subsidiaries operating the PlanetArt and Avanquest businesses. In consequence, an abrupt interruption in the growth of these activities or a sudden and significant deterioration in their profitability could adversely affect the Group's ability to make repayments and its debt capacity.

The Group is currently in discussions to refinance or restructure its OCEANE debt, subscribed in August 2021, which includes a prepayment option at the initiative of the investor on the third anniversary date of the issue (August 16, 2024) of €93 million, to ensure its continuity as a going concern. These discussions were still in progress at the end of the reporting period.

These circumstances could potentially give rise to material uncertainty as to the Group's ability to continue as a going concern.

Current debt of €70.976 million consists mainly of ORNANE bonds, the EURO PP and the LIH Promissory Note.

The ORNANE bonds were paid back in full in cash on July 4, 2023 using the Company's own capital resources.

The LIH promissory note was part of the capital increase completed on July 13, 2023.

Note 22 Supplier payment period disclosures

In accordance with the provisions of Article L. 441-14 of the French Commercial Code, the following table provides a breakdown of trade payables and trade receivables by maturity as of June 30, 2022 and June 30, 2023.

22.1 Accounts payable as of June 30, 2023

	Article D. 441-I-1: Invoices received and not settled on the closing date and past due					
(amount in euros)	**0 days**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and over)**
(A) Late payment period						
Number of invoices concerned	42	13	16	10	2	41
Total amount of invoices concerned (incl. tax)	1,001,091.60	259,185.73	538,782.85	143,981.42	32,723.54	974,673.54
Percentage of the total amount of purchases for the fiscal year (incl. tax)	19.04%	4.93%	10.24%	2.74%	0.62%	18.53%
(B) Invoices excluded from (A) relating to disputed or unrecognized liabilities and receivables						
Number of invoices						0

Accounts payable as of June 30, 2022

(amount in euros)	Article D. 441-I-1: Invoices received and not settled on the closing date and past due					
(A) Late payment period						
Number of invoices concerned	2	22	13	5	5	45
Total amount of invoices concerned (incl. tax)	95,199.00	526,388.37	356,577.13	64,232.16	35,877.79	983,075.45
Percentage of the total amount of purchases for the fiscal year (incl. tax)	0.91%	5.03%	3.41%	0.61%	0.34%	9.39%
(B) Invoices excluded from (A) relating to disputed or unrecognized liabilities and receivables						
Number of invoices						0

22.2 Trade receivables as of June 30, 2023

	Article D. 441-I-1: Invoices issued and not settled on the closing date and past due					
(amount in euros)	**0 days**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and over)**
(A) Late payment period						
Number of invoices concerned	11	0	2	0	0	2
Total amount of invoices concerned (incl. tax)	756,021.39	0	326,274.42	0	0	326,274.42
Percentage of revenue for the fiscal year (incl. tax)	9.86%	0.00%	4.26%	0.00%	0.00%	4.26%
(B) Invoices excluded from (A) relating to disputed or unrecognized liabilities and receivables						
Number of invoices						0

Trade receivables as of June 30, 2022

	Article D. 441-I-1: Invoices issued and not settled on the closing date and past due					
(amount in euros)	**0 days**	**1 to 30 days**	**31 to 60 days**	**61 to 90 days**	**91 days and over**	**Total (1 day and over)**
(A) Late payment period						
Number of invoices concerned	5	1	0	1	1	2
Total amount of invoices concerned (incl. tax)	684,060.01	180	0	2,798.10	5,409.37	8,387.47
Percentage of revenue for the fiscal year (incl. tax)	18.16%	0.00%	0.00%	0.07%	0.14%	0.22%
(B) Invoices excluded from (A) relating to disputed or unrecognized liabilities and receivables						
Number of invoices						0

Revenue for the fiscal year (including VAT) used for comparison purposes includes transfers of expenses. These solely concern intercompany receivables.

Note 23 Accrued expenses

(in € thousand)	As of 06/30/2023
Other bond issues	
Accrued interest	1,402
Bank borrowings	
Accrued interest	255
Loans and borrowings	
Accrued interest	2,629
Trade payables	
Purchase invoice accruals	2,183
Tax and employee-related liabilities	545
Other financial liabilities	
TOTAL	**5,612**

Note 24 Translation adjustments on receivables and liabilities denominated in foreign currencies

Type of difference *(in € thousand)*	Assets – unrealized loss	Offset by foreign exchange hedges	Provision for foreign exchange losses	Liability – unrealized gain
On non-financial assets				
On long-term financial assets	692		692	
On receivables	6		6	
On financial liabilities	3		3	
On operating liabilities	2		2	
On fixed asset liabilities				
TOTAL	**703**		**703**	

Note 25 Off-balance sheet commitments

25.1 Earn-out clauses on acquisitions and equity interests

There are no earn-out clauses relating to acquisitions in prior periods applicable as of June 30, 2023 for Claranova SE.

25.2 Commitments and guarantees given

Beneficiaries	Company	Date	Type	Amount	Limits	Period
Acquirer of Avanquest Software Publishing Ltd	Claranova SE	04/30/2016	Share transfer agreement	Guarantee granted for the amount of losses, guarantees, costs and expenses provided for in some cases by the transfer agreement.	£ 750,000, plus the amount of the earn-out clause. Floor: • £ 2,500 if called for a single claim; • £25,000 if called for several claims.	Tax receivables: 7 years from the transaction completion date, i.e. until 4/30/2023.
Euro PP bondholders	Claranova SE	06/25/2019	Claranova commitments to maintain the annual consolidated net financial debt/ EBITDA ratio strictly below 3.5 and annual EBITDA above zero.	In the event of non-compliance with its financial commitments, bond holders could demand early redemption.	Bond issue of € 19,655,000.	For as long as the bonds are outstanding, i.e. until 06/27/2024, at the latest.
Partner of Upclick Malta Ltd (C 42231)	Claranova SE	05/27/2020	Parent company guarantee with Paysafe Group, the payment partner of these subsidiaries.	Should the subsidiaries fail to reimburse the sums paid by their customers in the event of a refund/ chargeback request.	Customer Application Opportunity Legally Limited to 180 Days in Canada	As long as the underlying contracts between the subsidiaries and Paysafe are in force
Partner of Upclick Malta Ltd and UC Distribution LLC (9213015 Canada Inc.)	Claranova SE	12/14/2021	Parent company guarantee with Adyen NV, a service provider for the Avanquest division.	Relating to the effective fulfillment of all obligations and responsibilities of the Group entities concerned in connection with the service contract.	Up to €2.5 million.	Until such time as the contract is terminated.
Lafayette Investment Holdings LLC	Claranova SE	07/01/2022	Liquidity, change of control and change of CEO clauses.	Net proceeds received > US$20m from (i) the issue of (x) shares, (y) debt securities giving access to shares in the Company, or (z) debt securities, or (ii) drawing down a bank credit line (excluding in particular any proceeds resulting from an agreement to finance acquisitions excluded from the calculation of this threshold), sale of assets in return for total proceeds > US$40m, departure of the CEO.		Until the contract maturity date.

Beneficiaries	Company	Date	Type	Amount	Limits	Period
Landesbank SaaR	Claranova SE		Claranova undertakes to maintain an annual consolidated net financial debt/ EBITDA ratio (R2) strictly lower than three and a ratio of consolidated free cash flow to consolidated financial debt service (R1) greater than 1.	Should Claranova fail to comply with the R2 ratio, it will be required to provide compensation in the form of an unlimited amount of capital.	€20 million loan.	Until the contract maturity date.

25.3 Pledges granted

The shares of Avanquest Software and Claranova Development have been pledged under the financing arrangement for the proposed acquisition of pdfforge GmbH. As a reminder, the acquisition of pdfforge GmbH by Avanquest Software SAS was completed on July 1, 2022, on the basis of cash consideration of €19 million, plus contingent consideration of €5.5 million on July 1, 2023, subject to non-compete or non-solicit obligations on the part of the sellers. Claranova SE is providing part of the financing by means of a €20 million arranged with a group of five banks on behalf of its subsidiary.

25.4 Lease financing commitments

Claranova SE has no lease financing commitments.

25.5 Retirement termination benefits

Provisions for retirement termination benefits amounting to €24,600 were recognized in the financial statements for the fiscal year ended June 30, 2023

25.6 Commitments and guarantees received

Credit line from Landesbank SaaR

Claranova borrowed €20 million from Landesbank SaaR to finance the acquisition of pdfforge GmbH. Claranova also had access to an acquisition line of credit in the amount of €15 million that remained undrawn at the end of the reporting period.

Commitment received from Lafayette Investment Holdings (LIH)

Claranova has received an irrevocable undertaking from Lafayette Investment Holdings to subscribe for €15 million by set-off against debt, representing 75% of the initial amount of the offering or €20 million.

Note 26 Statutory Auditor fees

As the Claranova Group publishes consolidated financial statements, please refer to Section 7.3 of this document. Information on associates and companies in which the Company has an equity interest.

Note 27 Information on associates and companies in which the Company has an equity interest

(in € thousand)	Associates as of 06/30/2023	Equity interests as of 06/30/2023
Net long-term financial assets	255,324	0
Net receivables	5,492	0
Liabilities	2,561	0
Financial income	24,544	0
Financial expenses	114	0

Note 28 Subsidiaries and associates

Companies	Share capital	Equity excluding share capital and before net income	Share of dividends	Gross value of securities; Net value of securities	Loans, advances, sureties	Revenue	Net income
Avanquest Software SAS Adamas building, 2 rue Berthelot CS 90142, 92414 Courbevoie Cedex – France	€71,956,691	17,155,180	100%[1]	129,045,319 129,045,319	20,354,593	116,722,348 [2]	- 6,236,534 [1]
Claranova Development SARL 47 Côte d'Eich, 1450 Luxembourg – Luxembourg	€21,708,819	41,043,395	100%	64,458,459 64,458,459		4,332,502	+ 35,562
EQUITY INTERESTS							
Antvoice SAS 28, rue du Sentier 75002 Paris – France	NA		1.7%	148,000 -			

(1) *100% less one share held by Pierre Cesarini.*
(2) *Consolidated data for the group including Avanquest North America LLC, Avanquest pdfforge GmbH, EMME Deutschland GmbH, Avanquest Iberica SL, Lulu Software Holding (7104189 Canada Inc.), Avanquest Canada Management (6785719 Canada Inc.) and Avanquest Software (7270356 Canada Inc.). Aggregate data for revenue and net income.*

Claranova SE is the consolidating entity of the Claranova Group.

Note 29 Taxes: Change in future tax liabilities

(in € thousand)	As of 06/30/2023	Income tax and corresponding contributions*
Retirement termination benefits	5	1
Financial expenses	4,909	1,227
Unrealized foreign exchange gains	(408)	(102)
Provisions for impairment of investments	(334)	(84)
Provision for current accounts	0	0
Tax losses available for carry forward	63,501	15,875
NET DEFERRED TAX ASSET	**67,673**	**16,918**

* ** Income tax rate adopted: 25%*

Note 30 Legal proceedings and disputes

On June 16, 2023, the Company launched a capital increase authorized by the Board of Directors on June 14, 2023, in accordance with the delegation of authority granted to it by the 21st resolution of the General Meeting of December 1, 2021, and subject to a prospectus approved by the AMF on June 15, 2023 under number 23-219 (the "**Initial Offer**"), which was suspended on June 20, 2023 by a ruling of the President of the Commercial Court of Nanterre rendered on the same day as a precautionary measure on an ex parte basis at the request of 6673279 Canada Inc. and the Dadoun Family Trust governed by the laws of Quebec, as shareholders of the Company, who requested the suspension of the capital increase until a decision on the merits of the rights issue had been rendered. This suspension of the Initial Offering was the subject of an inter partes summary hearing held on June 23, 2023 before the Nanterre Commercial Court. The President of the Nanterre Commercial Court issued a summary judgment on June 30, 2023 which unequivocally ruled the absence of any grounds for suspending the capital increase launched on June 16, 2023, and accordingly rescinded the interim order of suspension of June 20, 2023 issued as a precautionary measure on an ex parte basis. On this occasion, the Commercial Court of Nanterre ordered the plaintiffs jointly and severally to pay €60,000 to CLARANOVA, €5,000 to BRYAN GARNIER SECURITIES, and €2,000 to LAFAYETTE INVESTMENTS HOLDING, a U.S. company, in addition to legal costs. However, because this summary order was issued the day after the expiration date of the prospectus relating to the Initial Offer, the Company had no choice but to declare the Initial Offer null and void. In order to strengthen its shareholders' equity, a new capital increase was launched under conditions similar to the Initial Offer, by way of offer to the public with cancellation of shareholders' preferential subscription rights and a priority period for its existing shareholders on an irreducible basis only (the "**Reinitiated Offer**"). The Reinitiated Offering is described in greater detail in the corresponding securities note ("Note d'Opération)) filed with the AMF on June 30, 2023. Despite the ruling in Claranova's favor by the Nanterre Commercial Court, in the Company's view these legal proceedings have caused considerable damage, and namely a Reinitiated Offer out at a price lower than initially planned resulting in greater dilution for all existing shareholders, the Company was prevented from reconstituting its shareholders' equity at June 30, 2023, it has incurred significant legal costs in defending itself in these proceedings, an adverse impact on the normal use of its resources and reputational damage.

Note 31 Portfolio securities

Type of security	Quantity as of 06/30/2023	Total purchase value in € thousand	Market value in € thousand as of 06/30/2023
Treasury shares	37,044	318	63
Claranova ORNANE bonds	455,000	432	514
TOTAL	**492,044**	**750**	**577**

Note 32 Subsequent events

Share capital increase

On July 17, 2023, Claranova SE completed a capital increase of €18.51 million, including issue premium, involving the issue of 11,216,840 new shares, representing 24.39% of the company's share capital.

ORNANE bond redemption in cash

Claranova has redeemed the ORNANE bonds in cash for an amount totaling €30.451 million (including interest for the period).

Legal proceedings

In a ruling issued on October 12, 2023 on a motion filed by the Dadoun Family Trust, 6673279 Canada Inc. and 10422339 Canada Inc. Claranova SE and the officers of the Shareholders' Meeting of November 30, 2022 were summoned by the President of the Nanterre Commercial Court to appear at a hearing on October 26, 2023. The plaintiffs have requested that the Nanterre Commercial Court:

- find unlawful the deprivation of a portion of the plaintiffs' voting rights on decision of the officers of the General Meeting on November 30, 2022;
- render void all resolutions approved by the General Meeting on September 4, 2023 and order all necessary restitutions;
- order the officers of the General Meeting of November 30, 2022 to compensate the plaintiffs for the moral and financial loss they claim to have suffered estimated by them at €180,000; and
- order Claranova SE to pay compensation for the reputational damage allegedly sustained by the plaintiffs, which they claim amounts to €500,000.

Pending the outcome of these proceedings, the same plaintiffs, namely the Dadoun Family Trust, 6673279 Canada Inc. and 10422339 Canada Inc., obtained permission on October 17, 2023 from the President of the Commercial Court to summon Claranova SE to appear in summary proceedings at the time indicated, at a hearing on October 24, 2023, which was ultimately postponed to November 6, 2023. The plaintiffs have requested President of the Nanterre Commercial Court, inter alia, to:

- find that the deprivation of a portion of the plaintiffs' voting rights observed by the officers of the General Meeting of November 30, 2022 represents a blatant infringement of the law and an imminent threat of damage;
- suspend the effects of the deprivation of voting rights established by the officers of the General Meeting on November 30, 2022 in respect of the plaintiffs;
- order the appointment of an ad hoc representative to ensure that the plaintiffs can exercise their full voting rights at the forthcoming General Meeting on November 29, 2023.

Note 33 Other information

33.1 Workforce

The Company had an average headcount of four (4) persons over the year, compared with eight (8) in the previous period, all of whom were qualified as Engineers and Managers.

33.2 Compensation of senior management

Fees paid to the members of Claranova SE's executive and management bodies for the performance of their services amounted to €180,000.

Members of the Board of Directors received total compensation of €293,000 for their service on the Board. The following table provides a summary of the compensation of corporate officers:

Gross annual amounts *(in €)*	**FY 2022-2023**	**FY 2021-2022**
Pierre Cesarini	100,000	41,600
Viviane Chaine-Ribeiro	44,800	42,442
Christine Hedouis	44,800	44,800
Francis Meston	39,200	39,200
Jean-Loup Rousseau	36,622	31,733
TECH-IA IMPACTINVEST SASU	28,000	26,000
Former Board members	-	40,353
TOTAL COMPENSATION	**293,422**	**266,128**

33.3 Related-party transactions

Apart from compensation paid to members of the management and administrative bodies (regulated agreements detailed in Note 33.2 of this document), there are no transactions with related parties in progress or at the date of closing of the accounts or influencing the financial year of material importance and not entered into under normal market conditions.

8.5 Statutory Auditors' report on the annual financial statements

Fiscal year ended June 30, 2023

This is a free translation into English of the issued in French and is provided solely for the convenience of English speaking readers. It includes information specifically required by French law in such reports, whether qualified or not. This information is presented below in the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. This report also includes information relating to the specific verification of information given in the management report and in the documents addressed 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 Claranova SE General Meeting,

Opinion

In compliance with the engagement entrusted to us by your general meetings we have audited the accompanying consolidated financial statements of Claranova for the year ended June 30, 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 June 30, 2020 and of the results of its operations for the year then ended in accordance with French accounting principles.

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

Basis for Opinion

Audit framework

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

Our responsibilities under 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 in compliance with independence rules applicable to us in accordance with the French commercial code (code de commerce) and the French code of ethics for statutory auditors, for the period from July 1, 2022 to the issue date of our report and in particular we did not provide any non-audit services prohibited by Article 5 (1) of Regulation (EU) No 537/2014.

Material uncertainty with respect to the assumption of going concern

Without qualifying the opinion expressed above, we draw your attention to the material uncertainty relating to events or circumstances that may affect the assumption of going concern described in note 21.7 to the annual financial statements.

Justification of our assessments – Key Audit Matters

In accordance with the requirements of Articles L. 823-9 and R. 8237 of the French Commercial Code (Code de commerce) relating to the justification of our assessments, and in addition to the matter described in the section "Material uncertainty relating to the going concern assumption", 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 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 annual financial statements as a whole, and in forming our opinion thereon. We do not provide a separate opinion on specific items of the annual financial statements.

Valuation of equity interests, related receivables and current accounts

Risk identified	Our response
As of June 30, 2023, the net value of equity interests, related receivables and current accounts was €255,298,000. As indicated in Section 2.2 "Long-term financial assets" of Note 2 "Accounting principles, rules and methods," to the annual financial statements, equity interests are valued at their acquisition cost or their contribution value. At the reporting date, the value of equity interests, related receivables and current accounts is reconciled with an estimated value in use. When the value in use is lower than the acquisition value (including receivables from equity interests), a provision for impairment is recorded for the difference. The value in use is estimated taking into account equity, unrealized capital gains, forecast items, etc. The valuation of equity interests and related receivables therefore requires the exercise of management's judgment in its choice of the items to be considered according to the relevant interests. In our opinion, therefore, the correct valuation of equity interests, related receivables and current accounts constituted a key audit matter.	Our audit procedures consisted in verifying the value in use of the main components of the securities portfolio. Accordingly, our work consisted of: ● obtaining an understanding of the process adopted by management to estimate the value in use of equity interests, related receivables and current accounts and of the documentation of items selected by management to be considered according to the relevant interests; ● assessing the consistency of key assumptions used to determine cash flows and long-term growth rates underlying these flows with regard to historical performance and operating budgets approved by management for the coming year, integrating growth forecast for subsequent years; ● reviewing the report of your company management's valuation expert and analyzing the assumptions and models used with the assistance of our own valuation experts; ● verifying the calculation formulas used and the accounting recognition of provisions where the value in use is lower than the acquisition value; ● assess the appropriateness of the disclosures provided in the notes to the annual financial statements.

Specific verifications

We have also performed the other specific procedures required by French law and regulations, in accordance with professional practice standards applicable in France.

Information given in the management report and other documents addressed to the shareholders with respect to the financial position and the financial statements

We have no matters to report as to the fair presentation and the consistency with the financial statements of the information given in the Board of Directors' management report and in the other documents with respect to the financial position and the financial statements provided to shareholders.

We attest the fair presentation and the consistency with the financial statements of the information relating to payment terms, mentioned in Article D. 441-6 of the French Commercial Code.

We attest that the non-financial statement required by Article L. 2251021 of the French Commercial Code is included in the management report, it being specified that, in accordance with the provisions of Article L. 82310 of the Code, we have verified neither the fair presentation nor the consistency with the annual financial statements of the information contained therein which should be reported on by an independent assurance services provider.

Information on corporate governance

We attest that the section of the Board of Directors' report devoted to corporate governance contains the disclosures required by Articles L. 225-37-4, L. 22-10-10 and L. 22-10-9 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L. 22-10-9 of the French Commercial Code relating to remunerations and benefits paid or granted to the directors and any other commitments made in their favor, we have verified its consistency with the financial statements, or with the underlying information used to prepare these financial statements and, where applicable, with the information obtained by your company from controlled companies included in the scope of consolidation. Based on this work, we attest to the accuracy and fair presentation of this information.

Other information

In accordance with French law, we have verified that the required information concerning the purchase of investments and controlling interests has been properly disclosed in the management report.

Other verifications or information required by law and regulations

Format of the presentation of the annual financial statements included in the annual financial report

We 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 consolidated financial statements 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 responsibility of the Chairman-CEO, complies with the 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 annual financial statements included in the consolidated financial report complies, in all material respects, with the European single electronic format.

Appointment of Statutory Auditors

We were appointed as statutory auditors of Claranova by the Annual General Meeting held on November 30, 2022 for APLITEC and on November 29, 2018 for ERNST & YOUNG Audit.

At June 30, 2023, MAZARS was in the first year and ERNST & YOUNG Audit in the fifth year of their respective uninterrupted engagements.

Ernst & Young Audit previously served as statutory auditor from 2006 to 2012 and Ernst & Young et Autres previously served as statutory auditor from 2013 to 2018.

Responsibilities of management and those charged with governance for the annual financial statements

Management is responsible for the preparation and fair presentation of the annual financial statements in accordance with French accounting principles, and for such internal control as management determines as necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the annual 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 annual financial statements have been approved by the Board of Directors.

Statutory Auditors' responsibilities for the audit of the annual financial statements

Objective and audit approach

Our role is to issue a report on the annual financial statements. Our objectives are to obtain reasonable assurance about whether the annual 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 taken on the basis of these financial statements.

As specified by Article L. 823-10-1 of the French Commercial Code (Code de Commerce), the scope of our statutory audit does not include assurance on the future viability of the Company or the quality with which Company's management has conducted or will conduct the affairs of your company.

As part of an audit conducted in accordance with professional standards applicable in France, the statutory auditors exercise professional judgment throughout the audit and furthermore: They also:

- Identify and assess the risks of material misstatement of the annual financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Obtain an understanding of 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;
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management in the annual financial statements;

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. This assessment is based on the audit evidence obtained up to the date of the audit report. However, future events or conditions may cause the Company to cease to continue as a going concern. If we conclude that a material uncertainty exists, we draw attention in our audit report to the related disclosures in the annual financial statements or, if such disclosures are not provided or inadequate, we modify our opinion;
- Evaluate the overall presentation of the financial statements and assess whether these statements represent the underlying transactions and events in a manner that achieves fair presentation.

Report to the Audit Committee

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

Our report to the Audit Committee includes information about the risks of material misstatement that, in our professional judgment, were of most significance in the audit of the annual financial statements of the current period and which are therefore the key audit matters. We describe these matters in the audit report.

We also provide the Audit Committee with the declaration referred to in Article 6 of Regulation (EU) No. 537/2014, confirming our independence within the meaning of the rules applicable in France as defined in particular by articles L. 822-10 to L. 82214 of the French commercial code ("code de commerce") and in the French Code of ethics for statutory auditors. Where appropriate, we discuss with the audit committee the risks that may reasonably be thought to bear on our independence, and where applicable, the related safeguards.

Paris-La Défense, October 31, 2023

The Statutory Auditors

French original signed by:

Mazars	**Ernst & Young Audit**
Bruno Pouget	Jean-Christophe Pernet

8.6 Five-year financial summary

Fiscal year ended	06/30/2023	06/30/2022	06/30/2021	06/30/2020	06/30/2019
Length of fiscal year	12 months	12 months	12 months	12 months	12 months
SHARE CAPITAL AT END OF FISCAL YEAR					
Share capital *(in €)*	45,990,070	45,990,070	39,728,654	39,442,878	39,442,879
Number of					
• ordinary shares	45,990,070	45,990,070	39,728,654	39,442,878	394,428,788
• preferred dividend shares					
Maximum number of new shares to be issued					
• by converting bonds (1)	-	-	-	-	-
• by exercising subscription rights	419,289	419,289	419,289	705,065	7,050,694
TRANSACTIONS AND RESULTS *(in €)*					
Revenue (excl. taxes)	7,435,436	3,764,616	1,467,243	1,689,477	1,777,820
Net income before income tax, profit-sharing, depreciation, amortization and provisions	16,432,679	5,521,511	(7,899,550)	(6,524,584)	(4,972,569)
Income tax	-	(17,530)	(10,500)	(12,350)	(9,602)
Employee profit-sharing	-	-	-	-	-
Depreciation, amortization and provisions	13,847,236	14,931,231	2,611,588	984,900	307,250
Net income (loss)	+2,585,444	(9,392,190)	(10,500,638)	(7,497,134)	(5,270,217)
Dividend distribution					
EARNINGS PER SHARE *(in €)*					
Net income after income tax and profit-sharing but before depreciation, amortization and provisions	0.36	0.12	(0.2)	(0.17)	(0.01)
Net income after income tax, profit-sharing depreciation, amortization and provisions	0.06	(0.20)	(0.26)	(0.19)	(0.01)
Dividends paid	-		-	-	-
EMPLOYEES					
Average workforce	4	8	8	6	6
Payroll *(in €)*	831,556	1,102,374	968,591	563,328	2,534,487
Total employee benefits *(in €)* (social security, other employee welfare payments)	414,644	530,189	437,049	300,887	(2,233,957)

(1) As indicated in Note 18.3 of this Chapter, the June 2018 ORNANE issue is not taken into account here, as at the date of this document, the Company had decided to redeem the bonds in full. These ORNANE bonds mature on July 1, 2023.

Concordance tables

Table of concordance with FY 2022-2023 Universal Registration Document (URD)

Information required by Annexes 1 and 2 of Delegated Regulation (EU) 2019/980 of March 14, 2019 in accordance with the URD model.

		Pages	Sections
8.	**Capital resources**		
8.1	Information concerning capital resources	29; 31; 57-63; 141-143; 189-190	2.4; 2.5 note 25; 5.3; 8.4 note 18
8.2	Cash flows	23-24; 30; 71-72	1.3; 2.3; 2.5 note 33
8.3	Borrowing requirements and funding structure	24-25; 64-68; 70; 72; 184; 191-192	2.5 notes 27, 32 and 33.3; 8.4 notes 2.8 to 2.12 and 21
8.4	Restrictions on the use of capital resources	25	1.4
8.5	Anticipated sources of funds	25	1.4
9.	**Regulatory environment**		
	Description of the regulatory environment that may affect the Company's business	99	3.2.3
10.	**Trend information**		
10.1	Description of the most significant trends and any significant change in the financial performance of the Group since the end of the last fiscal year	25-26; 76	1.5; 2.5 note 36.2
10.2	Events that are likely to have a material effect on the issuer's prospects	25 to 26	1.5
11.	**Profit forecasts or estimates**	**25 to 26**	**1.5**
12.	**Administrative, management, and supervisory bodies and senior management**		
12.1	Members of the administrative, management or supervisory bodies	85-87; 88-92; 92-93	3.1.1; 3.1.2; 3.1.3
12.2	Conflicts of interest	87	3.1.1
13.	**Compensation and benefits**		
13.1	Compensation paid and benefits in-kind	108-112; 200	3.3.2.1; 8.4 note 33.2
13.2	Provisions for pensions, retirements and other similar benefits	116; 184; 197	3.3.3; 8.4 notes 2.12 and 25.5
14.	**Functioning of administrative and governance bodies**		
14.1	Expiry date of terms of office	85	3.1.1
14.2	Information about members of the administrative, management or supervisory bodies' service contracts	87; 117; 123-126	3.1.1; 3.4.1; 3.5.
14.3	Information about the audit committee and compensation committee	85; 96 -97	3.1.1; 3.1.3.3; 3.1.3.4
14.4	Statement of compliance with the applicable corporate governance regime	84; 95	Introduction of 3; 3.1.3.2
14.5	Potential future changes in corporate governance	86-87; 92	3.1.1; 3.1.3.1
15.	**Employees**		
15.1	Number of employees	76; 151-152; 200	2.5 note 36.1; 6.2.1; 8.4 note 33.1
15.2	Profit-sharing and stock options	58-63; 116	2.5 note 25.2; 3.3.4
15.3	Arrangements for involving the employees in the capital of the issuer	77; 143	2.5 note 36.5; 5.3.8
16.	**Major shareholders**		
16.1	Shareholders holding more than 5% of the share capital	143	5.4.1
16.2	Existence of different voting rights	57; 139	2.5 note 25.1; 5.2.3
16.3	Direct or indirect control	143	5.4.2
16.4	Agreements that if implemented could result in a change of control	n/a	n/a
17.	**Related-party transactions**	**77; 123-126; 177; 198; 200**	**2.5 note 36.6; 3.4.1; 3.5; 8.4 notes 27 and 33.3**

Table of concordance of the annual financial report

To facilitate the reader's understanding of this document, the following concordance table identifies the information in this universal registration document that constitutes the annual financial report that must be published by listed companies in accordance with articles L. 451-1-2 of the French Monetary and Financial Code and 222-3 of the AMF's General Regulation.

1.	Annual financial statements	178 to 200	8.1 to 8.4
2.	Consolidated financial statements	28 to 77	2.1 to 2.5
3.	Statutory Auditors' report on the annual financial statements	201 to 204	8.5
4.	Statutory Auditors' report on the consolidated financial statements	78 to 81	2.6
5.	Management report	See the table of concordance of the management report	
6.	Statutory Auditor fees	173	7.3
7.	Report on corporate governance	See the table of concordance for the report on corporate governance	
8.	Statement of the person assuming responsibility for the annual financial report	172	7.1.2

Table of concordance of the management report

In order to facilitate the reading of this document, the concordance table below identifies the information that must be included in the management report, in accordance with the provisions of the French Commercial Code applicable to public limited companies with a Board of Directors.

Reference texts		Comments on the fiscal year	Page No.	Section No.
1. SITUATION AND ACTIVITY OF THE COMPANY				
French Commercial Code	Articles L. 225-100-1, I.,1°, L. 232-1, II. and L. 233-6 and L. 233-26	Situation of the company and an objective and exhaustive analysis of the development of the business, and notably with respect to its debt, position with regard to the size and complexity of the business	2; 19-25	Introduction; 1.2-1.4
French Commercial Code	Article L. 225-100-1, I., 2°	Key performance indicators of a financial nature	3 and 8 to 9	Introduction
French Commercial Code	Article L. 225-100-1, I., 2°	Key non-financial performance indicators relating to the company's specific activity	3; 151-161	Introduction; 6.2-6.4
French Commercial Code	Articles L. 232-1, II and L. 233-26	Material events occurring between the closing date and the date of the Report	75-76; 199-200	2.5 notes 35 and 36.2; 8.4 note 32
French Commercial Code	Article L. 232-1, II	Existing branch offices	n/a	n/a
French Commercial Code	Article L. 233-6 al. 1	Investment in a company with its head office in France on French territory	n/a	n/a
French Commercial Code	Articles L. 233-29, L. 233-30 and R. 233-19	Dispositions of cross-holdings	n/a	n/a
French Commercial Code	Articles L. 232-1, II and L. 233-26	Future operating trends and outlook of the company	25 to 26	1.5
French Commercial Code	Articles L. 232-1, II and L. 233-26	Research and development	52; 72; 77	2.5 notes 17, 33.2 and 36.3
French Commercial Code	Article R. 225-102	Company five-year financial summary	205	8.6
French Commercial Code	Articles L. 441-14 and D. 441-6	Statutory information on aged accounts receivable and payable trial balances	193 to 194	8.4 notes 22.1 and 22.2
French Monetary and Financial Code	Articles L. 511-6 and R. 5112-1-3	Amounts of intercompany loans granted and the auditors' statement	198	8.4 note 28
2. INTERNAL CONTROL AND RISK MANAGEMENT				
French Commercial Code	Article L. 225-100-1, I., 3°	Main risks and uncertainties faced by the company	128 to 135	4
French Commercial Code	Article L. 22-10-35, 1°	Financial risks linked to the effects of climate change and presentation of measures taken to reduce them	149-150; 159-161	6.1.2; 6.4
French Commercial Code	Article L. 22-10-35, 2°	Main features of internal control and risk management procedures relating to the preparation and processing of accounting and financial information	98 to 99	3.2
French Commercial Code	Article L. 225-100-1, I., 4°	Hedging objectives and policy for each transaction category and the company's exposure to price, credit, liquidity and cash flow risks. The information includes the company's use of financial instruments	67-68; 134; 193	2.5 note 27.4; 4.3; 8.4 notes 21.4 to 21.7
Law No. 2016-1691 of December 9, 2016 ("Sapin 2")		Anti-corruption system	158	6.3.2
French Commercial Code	Article L. 225-102-4	Vigilance plan and report on its implementation	n/a	n/a
3. SHAREHOLDING AND CAPITAL				
French Commercial Code	Article L. 233-13	Structure, changes in the company's capital and crossing of thresholds	57-58; 140-141; 141	2.5 note 25.1; 5.2.6; 5.3

Reference texts		Comments on the fiscal year	Page No.	Section No.
French Commercial Code	Articles L. 225-211 and R. 225-160	Acquisition and disposal by the company of its own shares	58; 142-143	2.5 note 25.1; 5.3.7
French Commercial Code	Article L. 225-102 paragraph 1	Employee profit-sharing	77; 143	2.5 note 36.5; 5.3.8
French Commercial Code	Articles L. 228-90 and D. 228-91	Possible adjustments for securities giving access to capital in the event of repurchase of shares or financial transactions	n/a	n/a
French Monetary and Financial Code	Article L. 621-18-2	Information on transactions in the company's shares by executives and related parties	144	5.4.4
French General Tax Code	Article 243 bis	Dividends distributed in the last three fiscal years	n/a	n/a
4. NON-FINANCIAL STATEMENT (NFS)				
French Commercial Code	Articles L.225-102-1 and R. 225-105	Business model	12 to 13	1.1
French Commercial Code	Articles L.225-102-1 and R. 225-105, I.1	Description of the main risks related to the company's business	149 to 151	6.1.2
French Commercial Code	Articles L.225-102-1,III, L. 22-10-36, R. 22-10-29, R. 225-104 and R. 225-105, I, 2°	Information on how the company takes into account the social and environmental consequences of its activity, as well as the effects of this activity on respect for human rights and the fight against corruption (description of the policies applied and due diligence procedures implemented to prevent, identify and mitigate the main risks associated with the company's or group's activity)	151 to 161	6.2 to 6.4
French Commercial Code	Articles L. 225-102-1 and R. 225-105, I.3°	Result of policies implemented by the company or group, including key performance indicators	151 to 161	6.2 to 6.4
French Commercial Code	Articles L. 225-102-1 and R. 225-105, II, A, 1°	Employment related information (employment, work organization, health and safety, labor relations, training, equal treatment, etc.)	151 to 155	6.2
French Commercial Code	Articles L. 225-102-1 and R. 225-105, II, A, 2°	Environmental information (general environmental policy, pollution, circular economy, climate change, etc.)	159 to 161	6.4
French Commercial Code	Articles L. 225-102-1 and R. 225-105, II, A, 3°	Social information (CSR commitments to sustainable development, subcontracting and suppliers, fair practices)	156 to 158	6.3
French Commercial Code	Articles L .225-102-1, L. 22-10-36, R. 22-10-29 and R. 225-105, II, B, 1°	Information on the fight against corruption and tax evasion	158	6.3.2
French Commercial Code	Articles L. 225-102-1, L. 22-10-36, R. 22-10-29 and R. 225-105, II, B, 2°	Information on measures taken in favor of human rights	149 to 150	6.1.2
French Commercial Code	Article L. 225-102-2	Specific information on SEVESO-regulated sites	n/a	n/a
French Commercial Code	Articles L. 225-102-1, III and R. 225-105	Collective agreements concluded in the company and their impact on the economic performance of the company and on the working conditions of employees	155	6.2.4
French Commercial Code	Articles L.225-102-1 III and R. 225-105-2	Certification by the independent third-party entity on the inclusion of the indicators in the NFS	167 to 170	6.7
	Article 8 of the European Taxonomy regulation 2020/852 and delegated act of 6 July 2021	Publication of revenue, capital expenditure (CAPEX), operating expenditure (OPEX) of taxonomy-eligible economic activities	161 to 165	6.5
5. ADDITIONAL INFORMATION REQUIRED FOR THE PREPARATION OF THE MANAGEMENT REPORT				
French General Tax Code	Articles 223 quater and 223 quinquies	Additional tax information	185 to 186	8.4 notes 7 and 8
French Commercial Code	Article L. 464-2	Injunctions or monetary penalties for anti-competitive practices	n/a	n/a

Table of concordance for the report on corporate governance

In order to facilitate the reading of this document, the concordance table below identifies the information that must be included in the corporate governance report, in accordance with the provisions of the French Commercial Code applicable to public limited companies with a Board of Directors.

Reference texts		Comments on the fiscal year	Page No.	Section No.
1. INFORMATION ON COMPENSATION				
French Commercial Code	Articles L. 22-10-8, I., paragraph 2 and R. 22-10-14	Corporate officer compensation policy	100; 101-107	Introduction of 3.3; 3.3.1
French Commercial Code	Article L. 22-10-9, I.,1° and R. 22-10-15	Total compensation and benefits of any kind paid in or granted for the fiscal year under to each corporate officer	108 to 112	3.3.2.1
French Commercial Code	Article L. 22-10-9, I., 2°	Relative proportion of fixed and variable compensation	108 to 112	3.3.2.1
French Commercial Code	Article L. 22-10-9, I., 3°	Use of the possibility to request the return of variable compensation	n/a	n/a
French Commercial Code	Article L. 22-10-9, I., 2°	Commitments of any kind undertaken by the company on behalf of its corporate officers	108 to 112	3.3.2.2
French Commercial Code	Article L. 22-10-9, I.,5°	Compensation paid or awarded by a company included in the scope of consolidation within the meaning of Article L. 233-16 of the French Commercial Code	110	3.3.2.1
French Commercial Code	Article L. 22-10-9, I.,6°	Ratios between the level of compensation of each executive officer and the average and median compensation of the company's employees	113	3.3.2.3
French Commercial Code	Article L. 22-10-9, I.,7°	Annual changes in compensation, company performance, average compensation of company employees and the above ratios for the last five years	113 to 114	3.3.2.4
French Commercial Code	Article L. 22-10-9, I.,8°	Explanation on how total compensation meets the compensation policy, including how it contributes to the company's long-term performance and how the performance criteria were applied	114	3.3.2.5
French Commercial Code	Article L. 22-10-9, I.,9°	Manner in which the vote of the last ordinary general meeting provided for in Article L. 22-10-34 of the Commercial Code was taken into account	114	3.3.2.6
French Commercial Code	Article L. 22-10-9, I.,10°	Divergence from the procedure for implementing the compensation policy and any exceptions therefrom	n/a	n/a
French Commercial Code	Article L. 22-10-9, I.,11°	Application of the provisions of the second paragraph of Article L. 225-45 of the French Commercial Code	n/a	n/a
French Commercial Code	Articles L. 225-185 and L. 22-10-57	Awards and holding conditions for options by corporate officers	58-63; 116	2.5 note 25.2; 3.3.4
French Commercial Code	Articles L. 225-197-1 and L. 22-10-59	Awards and holding conditions for restricted stock units ("actions gratuites" or free shares) to executive officers of the Company	n/a	n/a
2. INFORMATION ON GOVERNANCE				
French Commercial Code	Article L. 225-37-4, 1°	List of all offices and functions exercised by each corporate officer during the period	88 to 92	3.1.2
French Commercial Code	Article L. 225-37-4, 2°	Agreements executed between an executive or significant shareholder and a subsidiary	94; 117; 123-126	3.1.3.2; 3.4.1; 3.5
French Commercial Code	Article L. 225-37-4, 3°	Delegations of powers currently in force granted by the general meeting of the shareholders concerning capital increases	118 to 122	3.4.3
French Commercial Code	Article L. 225-37-4, 4°	Procedures for exercising executive management	92 to 93	3.1.3.1

Reference texts		Comments on the fiscal year	Page No.	Section No.
French Commercial Code	Article L. 22-10-10-1°	Composition of the Board of Directors and conditions in which its work is prepared and organized	85-87; 93-94	3.1.1; 3.1.3.2
French Commercial Code	Article L. 22-10-10-2°	Application of the principle of balanced representation of women and men on the Board	86 to 87	3.1.1
French Commercial Code	Article L. 22-10-10-3°	Any limitations that the Board of Directors may impose on the powers of the Chief Executive Officer	94	3.1.3.2
French Commercial Code	Article L. 22-10-10-4°	Reference to a corporate governance code and application of the "comply or explain" principle	84; 95	Introduction of 3; 3.1.3.2
French Commercial Code	Article L. 22-10-10-5°	Specific conditions governing shareholders' attendance at general meetings	117 to 118	3.4.2
French Commercial Code	Article L. 22-10-10-6°	Procedure for evaluating current agreements and its implementation	94	3.1.3.2
3. INFORMATION LIKELY TO HAVE AN IMPACT IN THE EVENT OF A TAKEOVER BID OR PUBLIC EXCHANGE OFFER				
French Commercial Code	Article L. 22-10-11	The Company's capital structure	141-143; 143	5.3; 5.4
French Commercial Code	Article L. 22-10-11	Restrictions imposed by the Articles of Association on the exercise of voting rights and transfers of shares or clauses of agreements brought to the attention of the company pursuant to Article L. 233-11 of the Commercial Code	139	5.2.3
French Commercial Code	Article L. 22-10-11	Direct or indirect holdings in the company's capital of which it is aware pursuant to Articles L. 233-7 and L. 233-12 of the French Commercial Code	143	5.4
French Commercial Code	Article L. 22-10-11	List of holders of securities with special rights and the description of such rights	57; 139	2.5 note 25.1; 5.2.3
French Commercial Code	Article L. 22-10-11	Agreements between shareholders known to the company that could result in restrictions on share transfers and the exercise of voting rights	144	5.4.3
French Commercial Code	Article L. 22-10-11	Rules applicable to the appointment and replacement of members of the Board of Directors and amendments to the articles of association the company	86; 141	3.1.1; 5.2.7
French Commercial Code	Article L. 22-10-11	Powers of the Board of Directors, in particular with respect to the issue or buyback of shares	118 to 122	3.4.3
French Commercial Code	Article L. 22-10-11	Agreements entered into by the company that are amended or terminated in the event of a change in control over the issuer, unless such disclosure would seriously violate its interests (excluding legal disclosure obligations)	144	5.6
French Commercial Code	Article L. 22-10-11	Agreements providing for compensation for members of the Board of Directors or employees, should they resign or be dismissed unjustifiably and without due cause or their employment be terminated due to a takeover bid or public exchange offer	112	3.3.2.2

Glossary

Ad blocker:

Software allowing users to block advertisements on the websites visited.

Adjusted Net Income:

Adjusted net income is equal to Net income before the impact of share-based payments, including the related social security contributions, other operating income and expenses and fair value remeasurement of financial instruments and excluding the IFRS 16 impact on the recognition of leases.

AFEP-MEDEF Code:

The AFEP-MEDEF code is the governance reference code for listed companies.

AMF:

The French Securities Regulator (AMF–*Autorité des marchés financiers*) is an independent public authority which has the status of a financially independent legal entity, tasked with protecting savings invested in financial instruments, informing investors and ensuring the proper functioning of the financial instruments markets in France.

B2B (BtoB):

Business-to-Business qualifies a commercial activity between two companies.

B2C (BtoC):

Business-to-Consumer qualifies a commercial activity between a company and a consumer who is the end-users of its products or services.

Black Friday:

Name given in the United States on the Friday following the celebration of Thanksgiving at the approach of Christmas and which historically represents the day of the year when the commercial activity is the most important. A large part of merchants benefit of this moment to offer significant sales.

Bond issue type Euro PP:

Euro Private Placement, a private financing transaction between a listed or unlisted company and a limited number of institutional investors through the issuance of euro-denominated bonds.

Cash flow from operations:

All the internal resources generated by the company in the course of its activity that enable it to finance.

Claranova SE:

A European SE company or European undertaking is a company which may carry on its activities in all the Member States of the European Union in a single legal form common to all these States, as defined by Community law.

CEO:

Chief Executive Officer.

CGU (Cash Generation Unit):

A cash generating unit is is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Cloud:

(or cloud computing) is an IT infrastructure in which computing power and storage are managed by remote servers to which users connect via a secure Internet link and a physical access point (desktop, smartphone, tablet, connected object).

Cox Ross Rubinstein Method:

The Cox, Ross and Rubinstein (CRC) model is a model for evaluating options.

Credit spread:

Difference in the interest rate of a bond and that of a benchmark bond of the same duration.

CSR:

Corporate Social Responsibility. refers to taking into account by companies social and ethical issues in their activities.

CSRD:

Corporate Sustainability Reporting Directive, a European Directive on corporate sustainability sustainability reporting.

Data Protection Officer (DPO):

Person in charge of personal data protection within an organization.

Discount rate:

This is the rate used to calculate the present value of a future flow.

E-commerce:

Electronic commerce or internet commerce, refers to the buying and selling of goods or services using the internet.

EBITDA:

EBITDA (Earnings before interest, taxes, depreciation and amortization) is a non-GAAP aggregate used to measure the operating performance of the businesses. It is equal to earnings before depreciation, amortization and share-based payments, including related social security contributions, and the IFRS 16 impact on the recognition of lease.

Effective interest rate:

The effective interest rate represents the annual rate capitalized annually equivalent to the nominal interest rate of a loan or financial product.

Euronext Paris – Eurolist Compartiment C:

Euronext Paris is a regulated market that hosts the trading of shares, bonds, warrants and trackers. It is divided into three compartments according to the market capitalization of the issuer and which fall under different admission and trading rules. Compartment C: companies valued less than €150m million.

Ex-ante vote:

Vote regarding compensation approving the principle of the compensation proposed by the Board of Directors for all corporate officers as well as the individual compensation proposed for each executive corporate officer for the current year.

Ex-post vote:

Vote regarding compensation validating the compensation awarded or paid to all corporate officers during the last fiscal year, as well as the individual compensation awarded or paid to each executive corporate officer during the current period.

Fabless Model:

A term used to refer to an economic model based on outsourcing production to third-party partners.

Freemium:

Characterizes a business model in which a product or service is offered free of charge, with the provider remunerating itself by offering the same customer more advanced and paying complementary products or services.

FSC®:

Forest Stewardship Council. International organization promoting responsible forest management.

GAFAM:

Acronym for the Five Web Giants: Google, Apple, Facebook, Amazon and Microsoft.

GDPR:

Data Protection Regulation, a European regulatory framework for data processing.

Hospitality:

In the hotel industry, hospitality refers to quality services to treat clients as guests (services individualized, implementation of tools to automate tasks that keep staff away from customers,...).

IAS (International Accounting Standards):

IAS was the former name given to international accounting standards. New international standards issued from April 1, 2001 are known as IFRS.

IASB:

International Accounting Standards Board. Organization responsible for developing international accounting standards IAS / IFRS.

IFRIC:

International Financial Reporting Interpretations Committee (IFRIC) develops interpretations of IFRS International Accounting Standards to ensure consistent application, clarification, and practical solutions.

IFRS (International Financial Reporting Standards):

IFRS are the international standards used to report on financial information, which seek to standardize the presentation of accounting data worldwide.

IoT:

Internet of Things, global infrastructure for the Information Society, which provides advanced services by interconnecting objects (physical or virtual) through existing or evolving interoperable information and communication technologies (definition of the International Telecommunication Union).

ISIN Code:

International Securities Identification Numbers corresponds to the identification code of a stock exchange value.

LEI:

Legal Entity Identification Number, a unique identification number for entities trading in financial markets.

Lock-up:

Lock-up clause - a clause by which one or more shareholder investors undertake to retain their shares.

LoRa™:

Wireless long-distance telecommunication technology deployed via a Low-Power Wide-Area Network (LoRaWAN) as part of the Internet of Things.

LTE-M (Long-Term Evolution for Machines):

A low power and long range communication standard dedicated to the Internet of Things.

MiddleNext:

Independent French association representing listed SMEs and midcaps. It was founded in 1987 and exclusively represents companies from all different sectors that are listed on Euronext and Alternext.

Mobile apps:

Software package for mobile phones.

Mobile-to-Print:

A generic term for all mobile intermediation applications linking printers to buyers of printed products.

Monetizing traffic:

Valuation of the audience of a website or mobile application by turning it into revenue through a fee for the application or to get access to the content of a website, the introduction of the freemium model, affiliate schemes, advertising, or any other means that enable generation of income.

NB-IoT (Narrowband IoT):

A low-power and long-range communication standard dedicated to the Internet of Things.

NFS:

Non-Financial Statement reporting.

OCEANE:

Convertible bond exchangeable for new or existing shares. Bonds issued by a company that give the holder the right, but not the obligation, to convert them into shares, at any time or over a given period.

Operating income:

Income calculated on the basis of recurring operating income less other non-current operating income and expenses.

Organic growth:

Business development of a group (usually by measuring revenue growth at constant consolidation scope and exchange rates) achieved by acquiring new customers, as opposed to an acquisitions process, which results in changes to the Company's scope of consolidation.

ORNANE:

(*Obligation Remboursable en Numéraire et en Actions Nouvelles et Existantes*), Redeemable Bond in Cash and in New and Existing Shares, means a form of convertible bond offering its holder the possibility of being redeemed in cash or in shares.

PaaS:

Platform as a Service is a cloud computing model aimed primarily at professionals and especially developers. This cloud computing model integrates the hardware infrastructure and software tools to design, test and deploy online applications and services from the cloud.

PDF:

Portable Document Format. Electronic document exchange format that allows the transmission of documents containing text, graphics, images and color.

Personalized e-commerce:

All digital printing, photo and personalized gifts.

Pricing models:

Rate of return expected by the market for a financial asset based on its systematic risk.

PPA (Purchase Price Allocation):

The purchase price allocation corresponds to the recognition of the assets & liabilities acquired, their fair value measurement and the allocation of residual goodwill, as required by IFRS 3 (revised) and IAS 38 for business combinations.

Recurring Operating income:

Income calculated on the basis of revenue plus other recurring operating income, less current operating expenses.

Regulated agreement:

Contract between the company and a person related to it (agents, partners, etc.) requiring the approval of the shareholders.

Regulated agreements and commitments:

Contract between the company and related parties (agents, partners, etc.) requiring shareholder approval.

Related Parties:

Within the meaning of IFRS regulations, for a company: any shareholder who is a legal entity exercising control or significant influence over the company, shareholders with significant voting rights, associated or co-controlled companies, any company with a manager / agent joint with the company, the members of the supervisory and management bodies.

Revolving credit:

Credit renewable.

Right to disconnect:

The employee's right to disconnect form professional digital tool (smartphone, computer, tablet, email, software etc.) during non-work hours.

Royalties:

Payments that repeatedly occur in exchange of operating rights (licenses, copyrights, trademarks) or the rights to use a service.

SaaS:

Software as a Service. Method of software delivery and licensing in which software is accessed online via a subscription.

Sapin II:

Law on transparency, anti-corruption and economic modernization. Applies to French companies with more than 500 employees and revenues of more than 100 million euros.

Say on pay:

The remuneration of the executive officers of the listed companies is voted by the shareholders at the General Meeting.

Share subscription warrants:

Financial security that allows you to subscribe to a share for a specified period of time, at a fixed price in advance.

Sigfox:

Low power wide-reaching signal telecommunications network used to send small amounts of data between objects without a cell phone.

Smartphone:

Mobile phone with advanced features similar to those of a computer (internet browsing, video playback, office tools, etc.).

Software:

All programs, processes and instructions for computer hardware to execute.

State Guaranteed Loan:

(PGE–*Prêt Garanti par l'État*) Loan contracted as part of government aid put in place by the French government in its plan to support the economy in response to the COVID-19 pandemic.

Stock-option:

Right granted to an employee enabling him/her to buy shares from his/her company at a predetermined price (strike price) that includes a discount compared to the stock market price at the time of the grant and within a specific time frame.

Treasury shares:

Refers to the share of the company's capital held by the company itself.

VPN (Virtual Private Network):

Service allowing to navigate on the web in a confidential and secure way by passing the internet connection through a server.

Web-to-Print:

Generic term for all web-based intermediation applications linking printers to buyers of printed products.

White Label:

A white label is a service or product designed by a company that other companies, such as distributors, take over and market under their own brand.

Working capital:

The amount required for the business to pay its current expenses while waiting to receive the payment due from its customers.

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