CIS

Integrated Life Support Services

Annual Report 2021

CIS
Integrated Life Support Services

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CIS
Integrated Life Support Services
Mongolia

CIS Group

Chairman' statement

"CIS HAS ONCE AGAIN DEMONSTRATED A GREAT CAPACITY FOR RESILIENCE."

Despite a pandemic context that remained difficult in 2021, CIS was able to maintain its level of activity with a sustained growth throughout the year, with an 11% increase in revenues at constant exchange rates.

The Group's activity benefited from a strong commercial dynamic and the ramp-up of numerous contracts throughout the year. CIS has achieved major commercial successes which should enable to consolidate its positions while continuing to develop with its customers in all the regions where the Group is present.

CIS has once again demonstrated a great capacity for resilience. The main growth drivers were South America (+25.5%), Eurasia (+17.9%), and Africa (+9.3% at constant scope), where the Group consolidated and developed its positions with local and international oil and mining players.

CIS is also taking all the necessary measures to ensure the physical protection of all its teams, in France and abroad, in difficult areas, as well as the protection of their health concerning Covid-19 and its variants.

CIS' growth is based on its ability to innovate, anticipate and adapt to the future needs of its customers and residents.

Around its core business of catering, accommodation services, and facility management, CIS has developed a set of innovative solutions, called **«smart4you»,** *to meet its clients' expectations in terms of safety, well-being, performance, and efficiency, and thus improve the quality of life of its residents. The Group has also developed a new range of services, particularly in the area of disinfection and identification of contaminated items.*

Finally, the arrival in 2019 of Yannick Morillon as Managing Director will enable CIS to consolidate its governance and ensure the company's future. This will be done with the support of all the teams both at the headquarters and in the countries of operation, supported by a strengthened executive committee.

> **"I WOULD LIKE TO THANK ALL THE TEAMS AT CIS IN FRANCE AND IN ALL OUR COUNTRIES OF OPERATION WHO HAVE SHOWN COURAGE, DEDICATION, ADAPTABILITY, AND STRONG SKILLS."**

Régis Arnoux
Chairman & CEO

Our fundamentals

Our goal: to become the main interlocutor for all sites services for major projects in the energy, mining, construction, and armed forces sectors.

Our commitment: international standards, local anchorage

> To improve the well-being of our residents

> To offer reliable, innovative, and competitive solutions in compliance with international quality and safety standards

> To participate in the socio-economic development of our countries of operation

> To limit the impact of our activities on the environment

Our values, our DNA

Passion | **Boldness** | **Integrity** | **Excellence** | **Respect** | **Responsibility**

Key figures

19
COUNTRIES OF OPERATION

15 000
COLLABORATORS WORLDWIDE

290
SITES OF OPERATION

54
NATIONALITIES WITHIN THE GROUP

270,7M€
2021FY REVENUE (+11% AT CONSTANT EXCHANGE RATES)

+24,2%
AVERAGE ANNUAL GROWTH RATE

Since 1992, CIS Group has been supporting major players in the energy, mining, construction and armed forces sectors at every stage of their projects, in the most remote urban, industrial, offshore and onshore environments.

Around its core business, catering, hotel services and facility management, the CIS group has developed **smart4you**, a complete range of innovative solutions to provide comfort and safety to residents, and contributing to the performance of its clients through the daily management of their sites.

CIS is committed to sustainable development and has implemented policies and actions for economic, social and environmental development for the benefit of the local populations in the countries in which it operates.

Mongolia

Gouvernance

Board of Directors

Régis ARNOUX *** (1)
Chairman and CEO and founder of the CIS Group (1992)
Chairman of the Board of Directors
Member of the CIS Foundation
Chairman of the family holding company FINRA

Monique ARNOUX ** (2)
Vice-Chairwoman of the CIS Foundation

Florence ARNOUX *** (3)
Key Accounts Manager at CIS
Member of the CIS Strategic Committee
Member of EVOLEN and MEDEFI Board
Foreign Trade Advisor, Paris Committee

Frédérique SALAMON *** (4)
Advisor to the Chairman of the CIS Group
Member of the CIS Internal Audit Committee and CIS Strategic Committee

Sophie Le TANNEUR ** (5)
(Financière Lucinda)
Member of the CIS Internal Audit Committee
Chairwoman of the CIS Compensation Committee

Frédéric BEDIN ** (6)
Chairman of the Board of Directors of Hopscotch Group

Gonzague de BLIGNIERES ** (7)
Chairman of Raise Conseil
Member of the CIS Compensation Committee

Henri de BODINAT ** (8)
(Cantos Ltd)
Chairman of Espérance SAS
Chairman of the CIS Strategic Committee

Yves-Louis DARRICARRERE ** (9)
(YLD Conseil)
Senior Advisor to Lazard Ltd
Co-Chairman of the Franco-Kazakhstan Business Council
Member of the CIS Strategic Committee and CIS Compensation Committee

Amiral Pierre-François FORISSIER ** (10)
(Marine Firminy)
Chairman of the CIS Internal Audit Committee

Caroline FLAISSIER (11)
Partner of the consulting firm Korn Ferry
Effective June 16, 2022:
Joining the CIS Board of Directors
Member of the CIS Strategic Committee

**** Board of Directors, Management Committee and CIS Executive Committee ** Board of Directors * Management Committee and CIS Executive Committee*

The Management Committee

Yannick MORILLON * (A)
Managing Director

Julien SALAS * (B)
Deputy Managing Director

Franck BRIESACH * (C)
Chief Financial Officer

Stéphane CAILLE * (D)
Director of Human Resources

Natacha CARTAGENA * (E)
Director of Communication

The Executive Committee

The Executive Committee is made up of the Management Committee, Directors of each department and the Area Managers. Its purpose is to monitor all operational issues once a quarter and facilitate the inter-department communication.

The Operational Committee

The Operational Committee is composed of the General Management and the Area Managers representing our 19 countries of operation. It focuses on all operational aspects.

The Innovation Committee

The Innovation Committee is made up of the QHSE, Communication, Performance, IT and Operations departments. Its objective is to support the Group's transformation by implementing innovative solutions adapted to the future needs of our clients and residents.

The CSR Committee

« Social and environmental concerns in the frame of our activities and relations with stakeholders have always been at the heart of our priorities.

It is up to us to intensify this virtuous model, which also allows the emergence of new engines of sustainable growth.

To go further, CIS has decided to create its multi-country CSR committee. »

Yannick Morillon

Our expertise

Integrated solutions,

Catering

For 30 years, catering has been the core business of CIS. The group offers innovative solutions to optimize the supply chain, ensure best practices in food safety and customer satisfaction, and ensure a balanced diet for the residents.

Housekeeping

CIS provides a full range of accommodation services, from laundry management, concierge services, to full camp management. CIS implements innovative tools to optimize the daily management of the sites.

> ***Innovation combined with the expertise and skills of our employees are a major asset for the CIS Group***
>
> Julien Salas, Deputy Managing Director

personalized service

Facility Management

CIS has developed real expertise in Facility and Utility Management (facilities management, water and waste management and treatment, multi-technical maintenance) to ensure the safety and comfort of the residents, as well as the performance of on-site equipment.

smart4you

remote sites, smart solutions

Security and access control, meal tracking, process optimization, food waste reduction and reporting: through its smart4you programme, CIS integrates solutions that enable better overall management of remote sites.

"Our ambition: to anticipate and respond to major changes in our business ecosystem through innovative tools, processes and equipment."

Quentin Mercier, Innovation Manager

Our expertise

Combining culinary expertise and nutritional balance

« The meals are moments of conviviality on site, and our chefs are the conductors. »

Whether it's a small team or a 200-people team behind the stove, our catering teams do their utmost **to develop recipes that combine conviviality and nutritional balance, while respecting eating habits and customs as well as international quality standards.**

Working closely with our clients to develop menus adapted to the residents, our chefs also prepare traditional dishes monthly or during dedicated events. Through its **health4you** programme and its color-coding system, CIS Group promotes a **balanced and healthier diet on site.**

Fight against food waste

CIS is committed to limiting food waste through **food waste monitoring**, a connected scale solution that contributes to better management in our kitchens.

In 2021, out of a total of 6 scales installed on our sites, **CIS was able to avoid 42 tons of food waste equivalent to 79,000 meals!**

« With organization, the right tools and the right products, we can do miracles! »

Kazakhstan

Adaptation to the most isolated environments

Isolation, fast pace of work, and promiscuity can make living conditions complicated. Improving the quality of life for people on site: this is the ambition of CIS around the world.
From large-scale mining projects in the Mauritanian desert to mining operations in the Katanga jungle, from deepwater oil platforms in Brazil to oil fields in the Algerian desert, CIS is committed to providing quality services to its clients.

A single point of contact for tailor-made solutions around the world.

Mauritania

Mongolia

Services guided by operational excellence

The search for excellence drives all of our teams, both on-site and at the headquarters: respect of the procedures, improvement of our performance through the implementation of innovative and sustainable solutions, and the internal sharing of our best practices are the principles for the successful completion of all our operations.

Bolivia

Democratic Republic of the Congo

Key facts 2021

Mongolia

Mozambique

Revenue breakdown by sector of activity

Oil & Gas

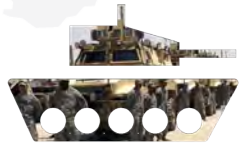
50,7%

Mining

43,9%

Construction

3,8%



Defence

1,6%

52%
of 2021 revenues

Africa

In **Algeria**, the year 2021 was marked by a new contract for the management of a site located in Hassi R'Mel, for one of the largest natural gas fields on the African continent. Cieptal also obtained ISO 22000 certification for its logistics base and central kitchen in Hassi Messaoud in southern Algeria, which supplies more than 80 sites. Cieptal has also been rewarded for its responsiveness to Covid by GEAT (General Electric's Algerian subsidiary): two assets that support the strength of our subsidiary in a very competitive local market.

In **Mozambique**, three new contracts in the mining, gas and offshore sectors ramped up in 2021 for full effect in early 2022. Our actions in favor of local populations have intensified (anti-Covid vaccination campaign, donations to refugees in Cabo Delgado following the attacks in March, recycling awareness in schools).

In **Mauritania**, our subsidiary CNA celebrated 10 years of collaboration with the KINROSS-Tasiast group and continues to provide complementary disinfection services in the fight against Covid.

In **Burkina Faso**, CIS is renewing its positions on the country's largest gold mine project.

In **Chad**, our subsidiary CIS celebrated 16 years without any work-related accident: a performance praised by our client on the Komé 5 site.

Finally, it was decided to stop our activities in **Somalia** due to limited development potential and too much exposure to risks.

*« Over the years, we have been able to develop our operations in the **DRC** and diversify our client base.*

*The **DRC** is the second largest country on the African continent and is rich in natural resources, that is why CIS considers the **DRC** as a strategic country with great potential.*

*In 2021, CIS Group's subsidiaries in **Congo** accounted for more than 500 employees and 17 operations. »*

Andreas Michelis
Director of the Congo subsidiaries

Eritrea

Middle-East

As a true showcase for the CIS Group in terms of Facility and Utility Management services, our Eritrean subsidiary continues its activities on an isolated site located on the island of Dahlak.

32%
of 2021
revenues

Eurasia

In **Kazakhstan**, our subsidiary CAC has won several new contracts in the mining sector. Our Kazakh subsidiary is also one of the most dynamic in the deployment of our smart4you solutions.

In **Russia**, our local operational teams have been strengthened with the signing of two major contracts.

Our subsidiary SSM in **Mongolia**, associated with the TAVAN BOGD Group (created by Baatarsaikhan Tsagaach), is continuing its operations on the Oyu Tolgoi site, on behalf of the Australian Group RIO TINTO, the world's leader in the mining sector, despite a difficult health context. An on-site **air purification** solution has been deployed.
More than 6000 residents are taken care of every day by our Mongolian teams, through a 24/7 service. The site is eqquipped with the largest central kitchen in Mongolia, where SSM employs several hundred collaborators. In 2021, SSM was awarded the title of **"Best Regional Employer"** for recruiting nearly 200 local job seekers.

Russia

« CAC's success in Kazakhstan is based on the professionalism of our teams and the relationship of trust shared with our clients.

The renewal of the ISO 45001 certification is rewarding the commitment and dedication of our teams to create better and safer working conditions for our customers. »

Saman Hamidi, Regional Director Central Asia


Kazakhstan

16%
of 2021
revenues

Latin America


Brazil

In **Brazil**, the improvement in profitability has continued in 2021, particularly thanks to the performance plans which had a full impact in the last half of the year (purchasing, logistics, supply chain).

Our Brazilian subsidiary has successfully diversified its business portfolio.

Since 2016, our Brazilian subsidiary has been TRACE certified (anti-corruption compliance).

In **Bolivia**, the year 2021 was marked by a strong business development in the Oil & Gas sector. The performance of our Bolivian subsidiary in terms of Health & Safety at work was rewarded by obtaining the ISO 45001 certification.

International Organization for Standardization
ISO
45001

CIS

Integrated Life Support Services

Kazakhstan

Mongolia

Our actions and commitments

Brazil

Mozambique

03. OUR ACTIONS AND COMMITMENTS

Mauritania

Health & Safety

Because we play a central role in the well-being of thousands of workers around the world, we are committed to operational excellence for all our customers.

The health and safety of people are fundamental criteria for the CIS Group and the permanent search for "zero incident" is the top priority.

0 ACCIDENT
RECORDABLE IN 2021
ON 10 SUBSIDIARIES

0,98 TRIR
IN 2021 VS 1,1 IN 2020
RECORDABLE ACCIDENT RATE

0,09 LTIR
IN 2021 VS 0,1 IN 2020
LOST TIME INCIDENT RATE

CERTIFICATION
ISO 9001
Algeria-Bolivia-Brazil
France-Kazakhstan
Mauritania-Mongolia
Mozambique -Chad
Quality Management

CERTIFICATION
ISO 14001
Algeria
Bolivia
Kazakhstan
Mongolia
Chad
Environmental Management

CERTIFICATION
ISO 45001
Algeria
Bolivia
Kazakhstan
Mauritania
Chad
Management of health and safety at work

CERTIFICATION
ISO 22000
Algeria
Brazil
Food safety Management

Objective 0 accident

More than 52 million meals are served each year at all our sites in strict compliance with international food safety standards.

Supporting our employees in developing their culture of excellence is fundamental to the Group.

In 2021, CIS Chad celebrated 16 years without an LTI at the Komé 5 site, with more than 13.8 million hours without a lost time accident: a record performance.

Integrated management system

The CIS Group's management methods are in line with ISO standards, even for subsidiaries that have not yet undertaken certification procedures.

As a leader in its sector, the CIS Group is constantly striving for excellence at every level of its organization.

In order to maintain and reinforce transparency in its management system, the CIS Group complies with multiple requirements and strict rules of conduct through its Ethics Charter, which is respected by all Group employees.

INNOVATION
CIS
Integrated Life Support Services

Innovation

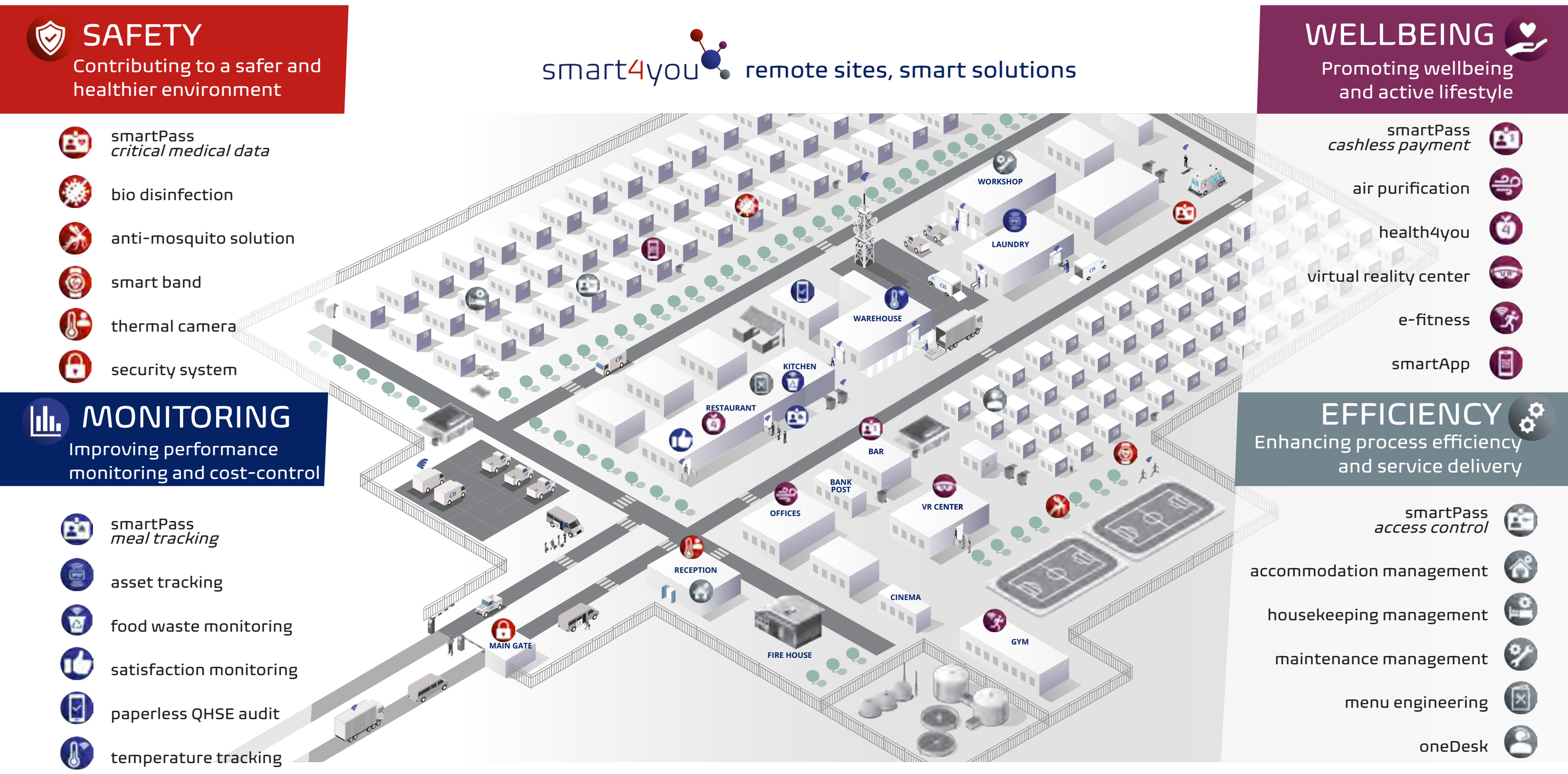
Beyond its business expertise, CIS continues to innovate to better serve its customers.

Through its Innovation Committee, CIS integrates technological developments into its services to anticipate future needs and bring added value to its operations.

CIS' growth is based on our ability to innovate, anticipate and adapt to the future needs of our clients and residents.

What makes us different ? A range of value-added services to improve the quality of life on site, work with our customers and partners on the remote site of the future, anticipate the energy transition and reduce our environmental footprint.

The solutions implemented by the Group are based on the **smart4you** programme, which is built around four essential pillars to life on site: **Safety, Well-being, Monitoring and Performance**.




Kazakhstan

Capital Humain

The expertise and complementarity of our teams have enabled CIS to establish itself over the past 30 years as one of the world leaders in the field of remote site management.

Our 15,000 employees, who demonstrate their ability to adapt on a daily basis, with rigor and method, always at the service of our clients, are our greatest asset.

Strong local anchorage through the nationalisation of positions

CIS Group demonstrates its commitment participating in local economic and social development by recruiting and training staff from the populations living near our operating sites, thus offering them real career opportunities.

Our subsidiary in Mauritania is proud to have over 96% Mauritanian employees. In Chad, all management positions have been nationalised and 100% of the staff dedicated to the operations of our client EEPCI (ExxonMobil) is Chadian.

A global HR policy based on strong values

In order to contribute to the performance of our clients while encouraging the development and commitment of our teams, and promoting their evolution, the CIS Group has implemented a global HR policy that provides support for all employees from the moment they join the company.

The CIS Group encourages and promotes gender equality at all its sites of operation. Last 2021, CIS accounted for 4,880 female employees, representing an average of 35% of women in the workforce.

« CIS Group is based on strong values: passion for an atypical profession, the management of remote site in extreme environments, and boldness.

This combination gives each employee a taste for adventure and the curiosity necessary to conquer new territories and new markets. »

Continuous improvement and training 2.0

Training is an essential tool for improving skills. It allows employees to adapt to change, and grow.

In 2021, 71,000 hours of training were provided within the CIS Group, compared with 54,000 in 2020.

In order to improve the learning capabilities of employees, the CIS Group is implementing virtual reality training in its kitchens.

DRC

Sustainable development

*Since its creation, **the CIS Group has been committed to sustainable development** by helping the local populations and economies of the countries in which it operates.*

*The CIS Group follows the **United Nations Global Goals for Sustainable Development** and aligns with universal principles related to human rights, international labor and environmental standards, and the fight against corruption.*

All CIS subsidiaries are involved in initiatives to improve the daily lives of local populations.

Local employment, a source of development

By promoting local employment, the CIS Group contributes to the local economic development on its countries of operation. For the past ten years, a policy of nationalizing management positions has been implemented, allowing CIS to reach a rate of 99% local employment.

99%

LOCAL EMPLOYMENT IN 2021

Creating value in a sustainable way

The CIS Group has understood the importance of creating sustainable value in its countries of operation, in particular by prioritizing local purchases and local employment.

CIS works closely with local suppliers for procurement and supports local agricultural production through partnerships with local agricultural cooperatives.

94%

OF LOCAL PURCHASES IN 2021

CIS Chad works in close collaboration with a network of 6 local suppliers located in N'Djamena and its surroundings. In Burkina Faso, CIS has committed to purchasing the production of a family poultry farm, ensuring them a regular income.

Leaving a positive social footprint

Through its sustainability programme "*A Brighter Future*" launched in 2018, CIS carries out annual social projects in villages near its operating sites.

Support to orphanages, donations, bringing power suppy and safe drinking water to remote villages: So many social actions carried out with the aim to improve the standard of living of the local population.

Niger

03. OUR ACTIONS AND COMMITMENTS

The CIS Corporate Foundation

FONDATION CIS

Created in **2008** at the initiative of the Group's Chairman and CEO, Régis Arnoux, the CIS Corporate Foundation is chaired by Loïc Souron and has **9 permanent volunteer members.**

The CIS Foundation works with young adults in the Bouches-du-Rhône region, aged between **18 and 25**, who do not have the material means to fulfill their ambitions. It aims to help them finance their training or professional project and to accompany them throughout their journey until their professional take off.

Since its creation, more than **140** young adults have been supported by the CIS Foundation. They now hold a wide variety of positions in the health sector, banking, consulting or in the video game industry.

The CIS Foundation has helped **25 candidates in 2021.**

143
YOUNG PEOPLE SUPPORTED SINCE THE CREATION

25
CANDIDATES IN 2021

12
MEETINGS PER YEAR

Testimonials

« The CIS Foundation has supported me during my studies at SciencesPo Aix-en-Provence. Thanks to the Foundation, I was able to benefit from the moral and financial support necessary for my academic and professional development. I also did my first professional internship at CIS as a communications assistant, bringing me a very formative professional experience. The Foundation has been a real lever for my professional and personal life.

I am currently studying for a Master's degree in International Affairs at SciencesPo Aix, and my ambition is to complete a double degree during my Master at CELSA, Dauphine or the Sorbonne.

A big thank you to the CIS Foundation for believing in us and our projects by offering us outstanding support at every stage of our professional journey. »

Mathilde, 21 years old

« I was lucky enough to be accompanied by the CIS Foundation during my last years of study. In addition to financial support, the foundation allowed me to be advised and supported in my professional choices by human and caring people. The completion of my master's degree in International Management was largely achieved thanks to the help of the foundation, which offered me an internship and then a work-study programme within the company.

At the end of my internship, CIS offered me a job. I am now a bid writer in the sales department at CIS with a permanent contract. I am deeply grateful to the foundation for its constant and empathetic support. »

Béatrice, 23 years old

« There isn't a single discussion with my classmates without mentioning the name of the foundation when we talk about our career paths. I was in financial need to carry out my Diploma in Accounting and Management (Bachelor's degree), that is why I reached the foundation. This was followed by meetings, exchanges, looks, showing that the young people of the foundation will never be left alone facing adversity.

A helping hand, when you don't expect anything, is how I perceived the first meeting with the CIS Foundation.

My adventure with the CIS foundation did not end there, as the CIS company offered me a work-study contract to continue my studies and get prepared (under the experienced guidance of the financial department) for my Superior Diploma of Accounting and Management (master level).

I am currently working in a firm and preparing my Accountant Expert Degree (level bac +8). I would like to thank the whole team of the CIS foundation and all the people I had the opportunity to work with. »

Thibault, 28 years old

CIS
Integrated Life Support Services

2021 Financial performance

Mongolia

04. FINANCIAL PERFORMANCE

Franck Briesach, Yannick Morillon, Régis Arnoux, Julien Salas

€270.7M
2021 FY revenue
+11% AT CONSTANT EXCHANGE RATE compared with 2020

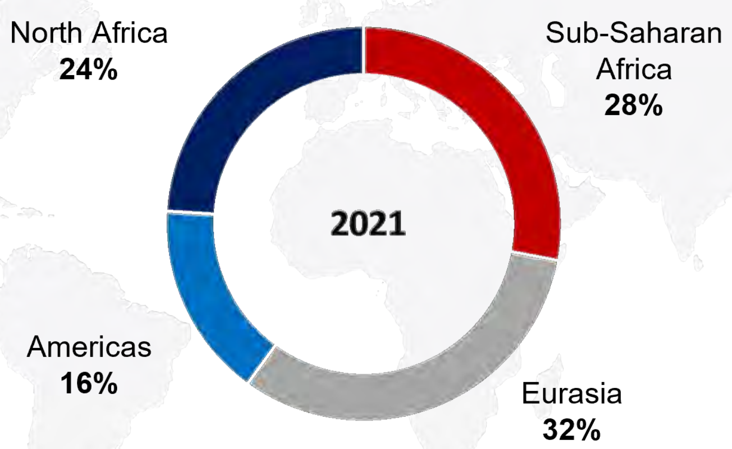
€11.8M
2021 CURRENT OPERATING PROFIT

€58.2M
CASH FLOW

€5.1M
NET PROFIT ATTRIBUTABLE TO GROUP SHAREHOLDERS

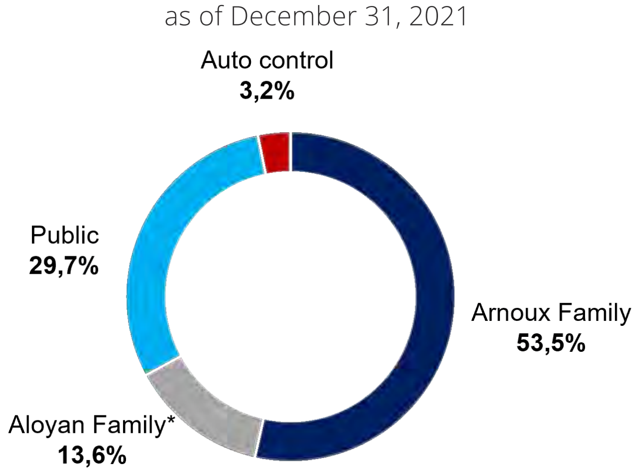
€0.159
per share
DIVIDEND

Revenue breakdown by region



Shareholding structure

Listing	*Euronext Paris*
Market	*Compartment C*
ISIN	*FR0000064446*
Main Index	*CAC All-Tradable*



**Linked by a shareholders' agreement*

Income statement

	At constant currency		*On a reported basis*		
IFRS (€m)	**2021**	*Change*	**2020**	**2021**	*Change*
Revenue	**283.8**	**+11.0%**	**255.7**	**270.7**	**+5.8%**
Cost of sales	(121.7)		(108.3)	(116.1)	
Staff costs	(98.5)		(88.4)	(93.9)	
External charges	(35.5)		(32.1)	(34.4)	
Taxes other than on income	(8.6)		(7.3)	(8.1)	
Allowances for depreciation and amortisation, provisions	(6.5)		(6.6)	(6.4)	
Current Operating Profit	**13.1**	**-0.4%**	**13.1**	**11.8**	**-9.8%**
Operating Profit	**12.2**	**-4.4%**	**12.8**	**11.0**	**-13.6%**
Net Financial Income (Expense)	**(0.2)**		**(8.7)**	**0.8**	
Corporate income tax	(5.1)		(4.8)	(4.9)	
Consolidated Net Profit / (Loss)	**6.8**		**(0.7)**	**7.0**	
Net Profit / (Loss) attributable to Group shareholders	**4.9**		**(2.6)**	**5.1**	

2022 Financial Agenda

June 16, 2022 I Annual General Assembly - 2021 financial statements
August 3, 2022 I Publication of 2022 Q2 revenues
September 15, 2022 I Publication of 2022 1st half results
October 19, 2022 I Publication of 2022 Q3 revenues
January 18, 2023 I Publication of 2022 annual results

Financial Report

Eritrea

Contents

FINANCIAL REPORT

Translation disclaimer: This document is a free translation of the French language version of the financial report for the twelve-month period ended 31 December 2020 produced for the convenience of English-speaking readers. As such 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 CIS SA expressly disclaims all liability for any inaccuracy herein.

Management Report of the Board of Directors for the year ended 31 December 2021

To the shareholders,

We have called this General Meeting as required by law and our articles of association, to: report on the Company's financial position, business developments and results of operations for the year ended 31 December 2021, as well as material post-closing events, our business performance, foreseeable developments and future prospects, and submit for your approval the financial statements and the appropriation of profit for this financial year.

This report also includes the Group's management report pursuant to the provisions of Article L. 233-26 of the French Commercial Code.

01. FINANCIAL POSITION OF CIS GROUP AND ITS BUSINESS FOR FY 2021

1. Group profile

CIS, a global player
CIS, Catering International & Services, was founded 30 years ago by its Chairman and CEO, Régis Arnoux.

CIS Group supports the major players in the hydrocarbon, mining, construction and armed forces sectors at every stage of their projects, either in urban, industrial, offshore and onshore most isolated environments.

In 2021, the Group operated in 22 countries with an average of 220 operating sites.

CIS is a global leader in its core business, employing more than 13,000 people worldwide at 31 December 2021.

As a provider of integrated services, CIS launched the smart4you integrated digital offering. Building on its core business as a provider of catering, accommodation and facility management services, the Group developed smart4you, a set of innovative solutions designed to address its customers' expectations in terms of safety, well-being, performance and efficiency, and therefore improve the quality of life of residents.

The Group has also developed a range of services for disinfecting premises and identifying contaminated items.

In fact, CIS aims to become a leader in France in the area of new "high-performance cleaning" services.

CIS is actively engaged in promoting the socio-economic development of local populations and in countries where it operates. In keeping with the development of the Group's CSR policy and the new recommendations of the Middlenext corporate governance code, the Audit and Risk Committee has stepped up its efforts in this area, making CSR a central focus of the Group's strategy.

Lastly, 2021 gave CIS Group the opportunity to consolidate its positioning in all areas, demonstrating its capabilities in all processes required to carry out its own businesses and the businesses of its customers.

2. Business overview

Despite the pandemic which continued to complicate operations in 2021, CIS maintained its level of activity at a sustained growth rate throughout the year, posting an 11% increase in revenue at constant exchange rates.

The Group's activity benefited from a strong business momentum and the ramp-up of numerous contracts throughout the year. CIS's major commercial successes are expected to consolidate its positions while enabling it to continue developing business with its customers in all regions where the Group operates.

2021 was again impacted by exchange rate fluctuations in countries that continue to be affected by the Covid-19 crisis (notably Algeria, Brazil and Eurasia), mainly in the first half of the year. It should be noted that the Group has not been impacted by unfavourable exchange rates since August 2021, which generated a positive impact of €3.2 million in the second half of 2021.

CIS Group activity and performance should therefore be analysed at constant exchange rates. Exchange rates had a negative impact on business totalling €13.1 million on revenue and €1.2 million on operating income. Conversely, the improvement in exchange rates from 31 December 2020 to 31 December 2021 made a positive contribution to the Group's financial income of €1.5 million and on all balance sheet items, especially shareholder's equity (up €0.2 million) and net cash (up €1.4 million).

The Group's cash position grew in 2021, primarily due to the performance and improvement of the working capital, which rose by more than €1.3 million over the year, of which almost €7.0 million in the second half of 2021.

CIS has once again demonstrated its tremendous resilience. The main growth drivers were South America (up 25.5%), Eurasia (up 17.9%) and Africa (up 9.3% at constant structure), where the Group strengthened and developed its positions with local and international oil and mining players.

CIS upholds all necessary measures to protect all of its teams in France and in international locations (telework for employees where possible based on their functions, adapting workstations, etc.) and combat the virus' spread, while ensuring the continuity of its services to its customers in strict compliance with health safety rules imposed by governments in the regions where it operates.

The Group also continued to introduce new services in the period to help its customers address emerging needs (hygiene and disinfection services).

Executive Management was strengthened in 2019 with the appointment of Yannick Morillon as Deputy Chief Executive Officer, enabling CIS to consolidate its corporate governance and ensure its long-term viability. This also comes with the support of all employees, both at the registered office and in the countries where the Group operates, who show courage, devotion, adaptability and solidarity, as well as the guidance of the Executive Committee, which has taken on a stronger role, and CIS Chairman and CEO and Founder Régis Arnoux, who sincerely thanks each individual.

Business developments and operating highlights

- In terms of business performances, the Group renewed nearly 90% of its contracts in addition to achieving new commercial successes.
- The Group consolidated its positions in Algeria, Russia, Brazil, Kazakhstan and Mozambique in FY 2021 by winning new contracts with leading operators.
- CIS sold its businesses in Somalia, due to the high security risk and low development potential for the Group, and in Saudi Arabia, where operational and administrative difficulties led us to discontinue our operations.
- Building on its core business as a provider of catering and facilities management services, CIS developed *smart4you*, a complete range of innovative solutions designed to increase the comfort and safety of residents and contribute to its customers' performance through the day-to-day management of their sites.
- In 2021, the Group continued to combat the spread of the Covid-19 epidemic by deploying innovative solutions for disinfecting premises at its operating sites and multiplying initiatives in favour of local populations by distributing masks, hygiene and cleaning products in countries where the Group is active.
- CIS created an Innovation department to coordinate the deployment of the Group's innovations, but also to come up with new solutions and systems for its customers.
- CIS took steps to become an official partner company of the French National Defence.

3. CIS share price performance

The CIS share ended the year at €13.90, up 36.3% from 31 December 2020 (€10.20).

4. Operating highlights

Operating profit amounted to €11.8 million representing an operating margin of 4.4%, down 0.8 points from 2020.

For 2021, net profit attributable to Group shareholders came to €5.1 million versus a net loss of €2.6 million in 2020.

The Group's shareholders' equity totalled €57.3 million, up 8.8% from 31 December 2020.

Bank borrowings (excluding the impact of IFRS 16) amounted to €27.7 million, down €2.2 million over 2021.

02. PRESENTATION OF FINANCIAL STATEMENTS

1. Separate parent company financial statements

Accounting policies and methods
No changes have been made in the methods used for the measurement of balance sheet items presented herein.

Income statement highlights
Figures are presented herein in thousands of euros, expressed as "K€" in the original French document (excluding tables) and rounded off accordingly to the nearest thousand (000s).

Revenue in 2021 declined 12% or €2,986,000 from €25,372,000 in 2020 to €22,386,000.

After reversals of provisions and expense reclassifications amounting to €845,000 and other operating income of €1,125,000, total operating income came to €24,356,000, down from €29,447,000 in the prior year.

Total operating expenses declined 5% or €1,633,000 to €30,443,000, down from €32,077,000 in 2020.

Operating expenses included €239,000 for allowances for amortisation and depreciation and €623,000 for contingency provisions compared with €217,000 and €482,000 respectively in 2020.

These expenses also included allowances for the depreciation of current assets of €415,000, up from €103,000 in 2020.

After adjusting for financial income of €9,657,000 and financial expenses of €1,429,000, current operating income before tax amounted to €2,141,000.

After exceptional income of €103,000, exceptional expenses of €135,000 and income tax for the period of €145,000, net profit for the period amounted to €1,964,000 compared to a net loss of €3,417,000 in 2020.

Balance sheet highlights
Figures are presented herein in thousands of euros, and (excluding tables) rounded off accordingly to the nearest thousand (000s).

Non-current assets totalled €15,499,000 including financial assets of €14,743,000.

Current assets amounted to €51,156,000 including cash and cash equivalents of €10,155,000, compared with respectively €49,855,000 and €10,995,000 in 2020.

Provisions for contingencies and expenses amounted to €3,100,000, compared with €3,869,000 for the prior year.

Current liabilities amounted to €37,781,000, down from €39,691,000 in 2020.

At 31 December 2021, shareholders' equity before the distribution of dividends amounted to €26,395,000 compared with €24,431,000 at the end of 2020.

2. Consolidated financial statements (IFRS)

Accounting policies and methods
No changes have been made in the methods used for the measurement of balance sheet items presented herein.

However, it should be noted that the main impacts resulting from the application of IFRS 16 "Leases" as from 01/01/2019 are presented in the notes to the consolidated financial statements.

Companies consolidated by the Group include all those exclusively controlled by CIS, conducting all their business operations outside of France and listed in the document provided to you.

The financial statements for FY 2021 have been prepared in accordance with IFRS (International Financial Reporting Standards).

Income statement highlights

Figures are presented herein in thousands of euros, expressed as “K€” in the original French document (excluding tables) and rounded off accordingly to the nearest thousand (000s).

Annual revenue amounted to €270,694,000, up from €255,743,000 in 2020 or an increase of €14,951,000. At constant exchange rates, revenue rose 11.0% from 2020 to €283.8 million.

The net amount for allowances and reversals of provisions amounted to €6,395,000.

Operating profit amounted to €11,047,000, versus €12,786,000 in 2020.

Net financial income amounted to €815,000 compared to an expense of €8,686,000 in 2020.

Profit before tax came to €11,862,000, up from €4,100,000 last year.

Net consolidated loss amounted to €6,975,000 compared to a loss of €665,000 in 2020.

On that basis, net profit attributable to CIS as the consolidating company amounted to €5,103,000, compared with €2,622,000 in 2020.

Balance sheet highlights

Figures are presented herein in thousands of euros, and (excluding tables) rounded off accordingly to the nearest thousand (000s).

Non-current assets amounted to €25,488,000 compared with €24,689,000 in 2020.

Current assets amounted to €155,003,000 compared with €138,501,000 in 2020.

Non-current liabilities came to €23,872,000 (including long-term provisions of €1,654,000) compared with €24,269,000 in 2020.

Current liabilities amounted to €99,306,000 compared with €86,223,000 in 2020.

At 31 December 2021, shareholders’ equity before the distribution of dividends amounted to €57,313,000 compared with €52,698,000 at the end of 2020.

Equity attributable to non-controlling interests amounted to €2,916,000 compared with €2,730,000 in 2020.

Headcount data

The average number of employees was 12,925 in 2021 compared with 12,091 in 2020.

03. MATERIAL POST-CLOSING EVENTS

In response to the current conflict in Ukraine, a crisis unit was set up on Thursday 24 February. CIS Group’s priority is to provide support for all its employees, keep them safe and ensure the continuity of operations while standing beside our customers.

While active in Russia for 30 years, CIS has no operations in Ukraine.

In Russia, the Group works through its local subsidiary, which operates on several sites and is completely independent, both financially and in terms of human resources, thanks to mostly local recruitment and procurement policies.

Nearly 100% of the workforce is made up of local staff. Business continuity is currently ensured to support customers and maintain services that are essential for remote sites to run smoothly, such as catering, accommodation and facility management services.

Russia accounted for 12.6% of CIS's business in 2021 (18.0% at 28 February 2022), representing a contribution of €34.2 million to the Group's consolidated revenue of €270.7 million.

As announced at the end of 2021, the Russian subsidiary won two major contracts with international Russian and Kazakh operators. The larger contract began operations successfully in early January, while delays of a few months are expected before the launch of the second contract.

The issue currently facing the Group is the depreciation of the rouble. As our income and expenses are denominated in local currencies, this situation, if it persists, could affect our revenue, but to a lesser extent our margins. However, it is still too early to tell.

In any case, the Group is closely monitoring how the situation is developing.

04. BUSINESS TRENDS AND OUTLOOK

1. The global economic situation

The Group remains watchful of the Russia-Ukraine crisis and its economic and social impact worldwide.

The spread of the Covid-19 with the emergence of clusters of contagion in numerous countries triggered the sharpest decline in markets since the financial crisis of 2008. The pandemic seems to be subsiding, and CIS Group confirms its ambitions and is looking forward to sustained growth in 2022 by further strengthening its market share and continuing to roll out its innovative services.

CIS reiterates its intention to pursue growth opportunities by acquiring companies offering specific or complementary expertise or a presence in new strong growth regions.

2. Strategy and outlook

Empowered by its unique positioning and innovative service offering, CIS Group is moving forward in its development by aiming to achieve the following strategic goals:

a. Accelerate CIS's development in remote sites and become one of the world's leading remote site management companies:

The Group is pursuing its strategy of strengthening its international market share around its core business, developing and managing remote sites.

This organic growth is driven by strategic alliances with first-rate partners and high-profile international clients.

In guiding its customers, the Group focuses on large projects, with plans to set up operations in extreme areas over the long term.

Geographically, the Group is pursuing a strategy to expand its coverage in existing regions and move into new countries and areas with significant growth potential.

New services and innovative solutions have been integrated into the smart4you® digital platform to drive the commercial momentum.

The Group is also targeting acquisition opportunities in the remote site sector, which would contribute to developing with new customers, diversifying its range of services and strengthen its positioning in new geographies.

b. Build positions in new high value-added business sectors in France:

The Group plans to acquire companies in France that offer innovative, high value-added technological services in the healthcare and industrial sectors.

Its aim is to become a recognised player in "high-performance" cleaning (air purification, disinfection, etc.).

By expanding into these new services in France, the Group can manage and sustain this new business to reduce the Group's exposure to volatile currencies and, more generally, foreign exchange risks.

The Group also wishes to gradually extend these advanced services to all its international clients, thus staying ahead of their expectations.

05. SUBSIDIARIES AND ASSOCIATES

The list of subsidiaries and associates is provided in the note to the consolidated financial statements "23. Consolidated companies".

06. RISK FACTORS AND RISK MANAGEMENT PROCEDURES

1. Definition of risk factors

The CIS Group's risk management policy is designed to ensure an optimal protection of the interests of its shareholders, customers, employees and its environment, based on the principles described below.

In compliance with regulatory obligations, the Group conducted a review of risks which could have a material adverse effect on its business, financial position or earnings. On that basis, it considers that there do not exist to the best of its knowledge other specific and material risks identified other than those presented below.

BUSINESS RISKS

Market risks
CIS' different business activities are subject to strong competition.

The Group's position in these markets is directly dependent on the quality of services it proposes, its competitiveness and the long-lasting relations of confidence it has developed with key customers/decision-makers.

INTERNATIONAL OPERATING RISKS

Foreign exchange risks
Because all the company's revenue is generated by international operations, it is subject to risks related to foreign exchange fluctuations, notably of the US dollar.

Procedures have been implemented accordingly to reduce the most likely exposures, mainly associated with cash flows in foreign currency generated by business operations.

To limit the foreign exchange risks, expenses and income are largely denominated in the currency of the country of operation contributing to a certain stability in terms of operating profitability.

However, as a consequence of the Covid-19 crisis, the Group was impacted by negative currency effects in the first half of the year, then benefited from positive currency effects in the second half of 2021.

Country operation risks
The Group currently monitors exposures to country operation risks and their geopolitical situation.

There have been no significant incidents in recent years of payment default, including in countries identified at risk.

Risks related to the coronavirus epidemic
In addition to the human consequences, the coronavirus pandemic has led to a global slowdown in worldwide growth.

Because all of the Group's revenue is derived from international markets, it may be impacted by the adverse consequences of the epidemic on the global economy.

Nevertheless, the scope of our geographical positioning, the broad range of our main customers business activities as well as their considerable financial solidity and the expansion of our services based on an offering of innovative solutions constitute significant strengths for the Group. These factors helped limit the negative impacts of the epidemic on the Group's business and development.

And to further protect all its employees with respect to this epidemic, the Group strengthened the health and safety rules already being applied in the field.

In February 2020, the Group activated a crisis unit to monitor the development of Covid-19 in all its countries of operation and to define policies for information, prevention and protection within the Group.

EMPLOYEE-RELATED RISKS

Reflecting the specific nature of the Group's business, the role, professionalism and commitment of employees are decisive.

To foster personnel retention and increase the level of expertise and service provided to customers, the Group has developed a strong corporate culture and implemented a system of employee management and motivation based on a combination of tools such as continuing education, profit sharing and variable performance-linked compensation.

On that basis, the employee turnover and absenteeism rates of the Group are very low.

FINANCIAL RISKS

Customer risks
Most customers represent top-tier investment-grade worldwide companies in their respective area. In consequence, customer payment default and credit risks which are monitored on an ongoing basis remain limited.
In addition, the status of trade receivables is monitored on a daily basis.

Risks related to financial commitments
In light of the low gross debt-to-equity ratio (excluding IFRS 16) of 48.3% and a cash position representing 32.3% of total assets, the risk of the Group being unable to honour its financial commitments remains extremely low.

Liquidity risks
As explained above, as the Group maintains a solid cash position at all times, no genuine liquidity risks are considered to exist and, on that basis, considers that it is able to honour its future payment obligations.

Equity risks
Treasury shares are held exclusively in connection with the liquidity agreement and a share buyback agreement managed by a brokerage firm.

They are recognised in the consolidated financial statements as a charge under equity.

The portfolio of marketable securities consists exclusively of money market funds (OEICs) without an equity component.

Internal control risks
Internal control procedures applied to all the Group's companies and in all areas considered as subject to financial risks, are organised to minimise the occurrence of such risks (internal and external audits carried out throughout the year).

Computer error or data loss risks

Measures taken to reinforce the Group's information system allow for information to be transmitted and verified in real time, reducing ipso facto the risks of data loss and errors associated with multiple data entries.

Moreover, the risk of data loss is also limited by the application of strict backup procedures.

Lastly, the information system is equipped with all protection measures available today (inverters, antivirus, firewall) to reduce the risks of power outage, breakdown, virus attacks or data theft.

Legal risks

Risks related to the regulatory developments

Regulations that apply to the Group businesses vary according to the country in which the Group operates. In this case, the Group may be led to refer to local consultants to clarify, if required, certain obligations.

Litigation

CNAS paid dividends to CIS SA in 2007, 2008 and 2009. The Bank of Algeria, considering that these transfers of funds were made in violation of laws and regulations governing foreign exchange and the movement of capital, initiated legal proceedings against the bank having executed said transfers and CNAS respectively.

On 9 November 2016 the Court of Appeals of Algiers nevertheless rendered a definitive ruling dismissing this case, following its referral by the Algerian Supreme Court.

On that basis, CNAS thereupon requested the Bank of Algeria to lift the restriction on the international transfer of the funds. This was request executed by a letter dated 15 February 2017.

On 1 February 2017, the General Meeting of CNAS voted to distribute a dividend of DZD 4 billion and requested its bank to transfer the funds accordingly to CIS SA. The bank initiated the transfer and CNAS paid the corresponding withholding tax to the Algerian tax authorities.

Despite the definitive ruling by the Algerian Supreme Court, the country's highest jurisdiction, the Bank of Algeria blocked the request to transfer the dividends by a decision dated 7 May 2017, in contradiction of the terms of its own letter of 15 February 2017.

On February, 22nd, 2018, CNAS thereupon referred the matter to the Council of State to obtain the annulment of the decision of the Bank of Algeria and the authorisation to transfer the dividends, in accordance with the ruling of the Court of Appeals of Algiers in November 2016. By its decision of 14 November 2019, without ruling on the merits, the Council of State dismissed the petitions of CNAS, considering the appeal as time-barred on the grounds that it was introduced after the legal deadlines.

A new application was in consequence initiated with another international bank which submitted it for prior approval by the Bank of Algeria. This application was on that basis submitted to the national bank's foreign exchange control division on 9 June 2020.

This case is currently being processed by the competent authorities.

The Group thus remains confident, as its situation with regard to the authorisation to transfer dividends to France, has been definitively judged and validated by Algeria's highest national courts who confirmed that we are fully entitled transfer dividends to France.

Otherwise, the Company had no knowledge at the end of the reporting period of any other legal or arbitration proceedings that may have a material impact on the Group's business, assets and liabilities, financial position or earnings.

Ethical and non-compliance risks

In light of the activities of CIS Group, its international dimension and the cultural diversity that it represents, we are committed to promoting among all staff throughout the world, regardless of the functions they exercise and their origins, a common definition of our values, conditions and ethics.

It is in effect essential that individually and collectively everyone applies and shares the same values of transparency, integrity and honesty throughout Group. Respecting moral, professional and ethical rules of conduct is essential for ensuring a climate of social harmony and mutual respect for all staff and strengthen the confidence of third parties, notably our customers, suppliers and partners, shareholders and all persons who participate in our committees and our development.

With this objective, the Group introduced an anticorruption programme, distributing beginning in 2004 an Ethical Charter defining a set of common rules to be adopted by all. Taking this approach a step further and in compliance with the French Law 2016-1691 of 9 December 2016 on transparency, the fight against corruption and modernisation of the economy (Sapin II law), in 2017 the Group adopted the "Middlenext Anti-Corruption Code of Conduct", the result of concerted effort by a group of companies – of which CIS – committed to promoting ethics in business.

It is of course not possible to cover exhaustively all the situations which might arise. However, the principles addressed in the Middlenext Anti-Corruption Code of Conduct and the Ethical Charter provide a base of reference for the approach to be adopted.

In addition, in its day-to-day operations, CIS Group respects and complies with the following:
- The principles of the UN Global Compact;
- The principles of the Universal Declaration of Human Rights of 1948;
- The principles of the International Labour Organisation;
- The OECD guidelines.

Finally, CIS has distributed an internal whistleblowing procedure to all staff.

All these documents dealing with ethics are available at CIS' website (https://www.cis-integratedservices.com/fr/ethique).

To identify risks and prevent serious violations of human rights and fundamental liberties, human health and the environment resulting from the activities of the Group, subcontractors and/or suppliers with whom CIS maintains an established business relationship, the Group adopted a Vigilance Plan as detailed in paragraph VII of this management report.

2. Risk management

In 2021, issues addressed by the Group included notably the following:
- Updating the Group risk mapping and monitoring risk mitigation and prevention measures and actions;
- Drafting and monitoring the internal audit control plan for 2021;
- Monitoring the "Corporate Social Responsibility" (CSR) system;
- Monitoring the anti-corruption system within the Group;
- Monitoring the Group's personal data protection system;
- Monitoring the vigilance plan as described in section VII of this management report.

In addition, starting in 2013, a Group crisis management procedure has been in place providing for measures designed to address every type of situation.

With that objective we:
- Drafted procedures and summarised guidelines destined to strengthen our crisis management capabilities in the face of any non-conventional incidents;
- Developed an on-call unit designed to facilitate rapid assessments of potential crises and to intervene as early as possible based on a structured crisis management approach;
- Developed a methodology for crisis management and emergency response plans destined for first-line responders responsible for managing from the start a crisis involving the safety of CIS personnel abroad.

These measures may be supplemented by specific audits assigned to specialised companies according to sensitive environments where CIS may be required to intervene.

CIS is equipped with an internal whistleblowing system for all staff of the Group, providing for alerts for three types of situations: (i) crisis situations (ii) health, safety and environmental situations and (iii) ethical situations.

Our Company has developed internal control procedures to ensure rigorous financial management, risk management and prepare information to be provided to shareholders on its financial position and the financial statements.

3. Objectives of internal control

The objective of the CIS internal control procedures is to prevent risks resulting from the Group's business and ensure that all operations are conducted in compliance with the company's procedures as well as applicable laws and regulations.

These procedures are primarily destined to ensure the reliability and fair presentation of financial and accounting information communicated by the company.

These procedures take into account the specific nature of the Company's business that is exercised exclusively in international markets through subsidiaries and branch offices.

4. Organisation and implementation of internal control procedures

CIS has adopted three organisational priorities for internal control:

Internal control manager

Since 2013, the internal control department has reported directly to Executive Management with the following missions:

- Auditing the quality of internal control procedures already implemented by all Group entities;
- Improving risk management;
- Identifying new areas of risks to which our business is exposed and implementing appropriate procedures to address these risks.

Internal control functions for business operation

- Internal control is also assured by the Deputy CFO who performs on-site missions in the operating countries and who is tasked with conducting all investigations considered necessary to verify the efficacy of accounting and financial processes in each subsidiary, compliance with established rules (banking and legal authorities, obligations, account and cash flow management, etc.) and identify incidents of potential fraud.
- The Management Control Department's primary missions are to monitor and analyse key management indicators, improve controls and profitability and ensure the security of operations.
- Furthermore, Country Managers and Regional Managers are responsible for management issues relating to subsidiaries and entities under their authority. To this purpose, they conduct a certain number of verifications both with a purely management focus in relation to quality and profitability objectives and to identify potential deficiencies.
- It should also be known that Statutory Auditors exist for each Group subsidiary in connection with the consolidation process responsible for certifying the accounts and identifying, as required, all risks of accounting irregularities and information relating to the going concern of these subsidiaries.

Quality approach

CIS has implemented a quality management system (QMS) to meet the objectives set by the company's quality policy and the requirements of the ISO 9001-V2015 standard for which the Marseilles headquarters obtained their first certification in February 2004 (catering engineering, food and living accommodation services in extreme conditions and in emerging countries, managed from the head office).

A quality department was created to monitor and update the quality system. To this purpose, internal audits are carried out on a regular basis to ensure that the provisions adopted by the quality management system are in compliance with the standard, applied and effective.

The suitability and effectiveness of the quality management system is assessed on a regular basis through process or management reviews by the different parties concerned.

Regardless of the type of review (process or management), the methods are similar and only their scope is different:
- The process review applies to a single process,
- The management process focuses on a set of processes with a summarised approach.

The frequency of these reviews is adapted to the results of prior reviews and the availability of all participating parties, with the planning schedule updated by the Quality Manager.

All actions are planned and monitored jointly by the Quality Manager and the relevant concerned parties.

It should also be noted that the Audit and Risk Committee regularly receives input from the Quality Manager and the Internal Control Manager.

5. Principles of business conduct and behaviour

100% of the activity of CIS Group is derived from outside France and the teams are geographically near their customers in the operating regions in order to provide them with solutions adapted to their needs within tight time frames.

On that basis, the Group has implemented delegations of powers and responsibilities for Country Managers, Operational Managers and functional managers at different Group levels.

These delegations of powers are exercised within the framework of general guidelines and in compliance with CIS Group's principles of conduct and behaviour:
- respecting common Group rules in terms of engagement, risk-taking, new business and reporting financial, accounting and management information;
- transparency and fairness of staff vis-à-vis their line management and the headquarters support functions;
- respecting the laws and regulations in force in the countries where the Group operates;
- seeking to achieve financial performance.

6. Preparation and verification of accounting and financial information

The finance department, operating under the authority and oversight of Executive Management, is responsible for all accounting functions.

In performing this role, it collects all accounting and financial information transmitted by subsidiaries, after successive controls were performed by the relevant subsidiary and regional managers, with the intervention of their own departments as well as the auditors of the subsidiaries.

The Finance Department consequently exercises a role of oversight with respect to the relevant standards and laws (in particular relating to legal compliance and tax matters).

The Finance Department also is responsible for ensuring the consistency of all financial information and the production of financial statements. To this purpose, it ensures in particular the quality of the translation of the financial statements of foreign subsidiaries.

The Finance Department is responsible for supervising cash management operations and ensuring the conformity and validity of the translation of transactions in foreign currencies.

Preparation of consolidated financial statements
In compliance with EC regulation 1606/2002 on the application of international accounting standards, the Group's consolidated financial statements of 31 December 2021 were prepared in accordance with the international financial reporting standards (IFRS) in issue on that date.

The consolidation process is carried out under the supervision of the Chief Financial Officer. All relevant items are then audited by the Statutory Auditors before the financial statements are published.

7. Insurance coverage

The Group has insurance coverage for all its businesses in accordance with the normal terms and guarantees for its sectors of intervention.

The Group has two global insurance programmes covering the different risks identified with respect to its business operations.

When necessary and possible, additional coverage is obtained either for the purpose of complying with applicable laws or to cover specific risks resulting from a particular activity or circumstances.

Insurance policies are coordinated and implemented by a specialised broker with coverage assured through a number of European and international financially sound and reputable insurance carriers.

Our insurance policies were renegotiated in 2019 to take into account changes in the Group's risk exposure: the main insurance policies were subject to a consultation resulting in a significant improvement in the level of coverage provided.

In particular, the Group obtained policies covering its civil liability and directors and officers liability, environmental damage caused by its activities, the transportation of goods, the Group assets and insurance coverage for its employees.

8. Preventing corruption and fraud

The Code of Conduct and Business ethics Charter updated at the end of 2017 defines the rules of conduct for all Group employees but also those companies with which CIS works.

In compliance with the French Law 2016-1691 of 9 December 2016 on transparency, the fight against corruption and modernisation of the economy (Sapin II law), in 2017 the Group adopted the "Middle-next Anti-Corruption Code of Conduct", the result of concerted efforts by a group of companies – of which CIS – committed to promoting ethics in business.

Since 2016, the Group has also carried out awareness-raising and training initiatives for all its personnel in Ethics and Compliance which includes an anti-corruption module. Each Country Manager educated and trained in these areas must in turn transmit these approaches within their respective organisations.

The application of these measures is actively monitored in each subsidiary by the Internal Control department, mainly through internal audits starting.

An action plan is updated and reports are provided to the Executive Management and the Risk Audit Committee of the Group on a regular basis.

Every new employee is given a Welcome Booklet when they join CIS. This includes notably the Code of Conduct and Business Ethics Charter and the Gifts policy. Employment contracts and the CIS rules of procedure have also been modified to promote employee accountability in ensuring strict compliance in these areas.

07. EMPLOYMENT, ENVIRONMENTAL AND SOCIAL INFORMATION

All employment, environmental and social information is presented in the Statement on Non-Financial Performance included with this annual report, with the exception of the vigilance plan described above.

Since 2017, the Group adopted a vigilance plan with the aim of identifying risks and preventing serious violations of human rights and fundamental liberties, human health and the environment resulting from the activities of CIS and its subsidiaries, subcontractors and suppliers with whom it maintains an established business relationship. These initiatives fall under the scope of the new French law imposing a corporate duty of vigilance on parent companies and instructing companies.

The vigilance plan described below applies to all Group subsidiaries and is organised as follows:

1. Associated risks

To fine-tune the main environmental and social risks associated with CIS' corporate duty of vigilance, a map has been developed covering all Group activities based on the Group's map of global risks.

The main risks identified are as follows:

Risks related to the safety of individuals

The Group intervenes in certain regions of the world that are potentially unstable. In a global environment marked by the threat of terrorism, we have identified high risk of terrorist attacks, kidnapping, rebellion, war or invasion, notably in the Middle East and sub-Saharan Africa.

Risks related to the health of individuals

CIS operates in remote regions where access to healthcare services is limited: in cases of medical emergencies, the health of individuals may thus be compromised. In addition, CIS employees are also subject to conventional health risks when they travel in foreign countries. In addition, as in all sectors of activity, CIS identifies psychosocial risks which could impact its staff, such as stress-related illnesses and burnout syndrome.

This risk was increased by the global spread of the Covid-19 epidemic. The Group has taken all measures necessary to protect all its teams while at the same time ensuring the continuity of its operations, notably by adopting telework arrangements for all headquarters staff. At its operating sites, the Group was successful in ensuring the continuity of services provided to its customers in strict compliance with health and safety regulations.

Risks related to the safety of individuals

The range of integrated services operated by the Group is very large and can result in different types of risks related to the safety of individuals. These risks are managed through the Group's Integrated Management Excellence System (IEMS). These risk concern both administrative tasks, transportation, storage, food preparation and production, the cleaning of food areas, meals facilities, catering, laundry, room and office cleaning services, gardening, maintenance, electrical work, work at heights, mechanical maintenance, etc.

The Group intervenes in regions that are difficult to access where the roads lack maintenance, are often in poor condition and sometimes impassable. For that reason, we have noted the existence of an important risk of road accidents (risk of injury and/or death) when employees travel by car in dangerous regions.

2. Regular evaluations of subsidiaries, subcontractors and suppliers

Every subsidiary produces a report that includes key performance indicators in the areas of health, safety and the environment. The Group has established a standardised version of this report for evaluating performances in the areas of health, safety and the environment and increasing the reliability of the data provided.

In addition, CIS has implemented in its purchasing process a standardised system for evaluating subcontractors and suppliers that would apply to all Group subsidiaries. The integration of this evaluation system in the audit programme and health, safety and environmental inspection is planned in the future.

3. Measures for reducing risks or preventing serious abuses

The safety and health of people are fundamental criteria for the Group, underpinning its permanent focus on achieving a zero incident performance as an absolute priority. For that reason, to reduce these risks to a minimum, the Group has adopted a number of measures:

Measures for reducing individual security risks

A risk prevention and awareness-raising procedure is adopted when a Group employee is required to work or travel in potentially unstable regions. For that reason, prior to their departure, employees are kept informed of the hazards of the country and the risks incurred.

At the same time, targeted and specific recommendations are given to such employees to reduce their risk exposure.

CIS has implemented a system for locating its employees in potentially dangerous regions. Accordingly, each employee residing in or travelling to an at-risk country is equipped with a GPS tracker with an integrated warning system. In the case of an emergency, the employee can trigger the warning system (which is directly linked to a specialised risk management company) and report a problem.

Measures for reducing individual health risks

The Group has implemented a system for medical repatriation for emergency medical evacuations for employees.

Risk prevention and awareness-raising procedures are implemented for staff to prevent existing illnesses and health risks in the countries in which they operate. Most Group customers require our employees to adhere to strict health regulations (vaccinations, medication intake, etc.).

The Group has adopted policies for health and well-being, combating psychoactive substance abuse and food supply safety. These policies are deployed across all the Group's organisations.

Measures for reducing individual safety risks

Every Group subsidiary has implemented a road safety prevention campaign to raise employee awareness in this area.

In addition, and when permitted by law, CIS may request that an employee be tested for the presence of alcohol or drugs. Such controls are frequently carried out at the operating sites by Group customers.

Occupational health and safety and road safety policies have been deployed within all the Group's organisations. These policies have been significantly strengthened in response to the spread of the Covid-19 epidemic.

4. System for whistleblowing and collecting reports

The Group implemented a whistleblowing tool which allows employees to (i) report any deviations in the areas of accounting, finance, preventing corruption and competition, (ii) report acts of discrimination, harassment and serious cases of non-compliance with health and security regulations which would put the physical or mental health of employees at risk and might seriously harm the Group's activity or result in its liability.

The same whistleblowing tool was extended to the global vigilance plan.

On that basis, CIS' whistleblowing system covers three types of alerts: (i) crisis situations (ii) health, safety and environmental situations and (iii) ethical situations.

5. Monitoring system

The Group implemented a health, safety and environment audit and inspection programme. The goal is to audit every subsidiary at least once every two (2) years.

08. SHARE CAPITAL INFORMATION

In accordance with the provisions of Article L. 233-13 of the French Commercial Code (*Code de commerce*) and taking into account disclosures and notifications received pursuant to articles L. 233-7 and L. 233-12 of said code, information on the identity of the majority shareholders is presented below.

For the record, a shareholders' agreement was signed on 31 May 1998 between the Arnoux and the Aloyan families, under which the Arnoux and the Aloyan families are considered to be acting in concert.

At 31 December 2021, the share capital was comprised of 8,041,040 shares representing a total of 13,164,328 voting rights, all exercisable.

Shareholder	Number of shares		Voting rights	
FINRA (R. Arnoux, Chairman & majority shareholder)	3,875,353	48.2%	7,651,706	58.1%
Régis Arnoux	131,006	1.6%	262,012	2.0%
Florence Arnoux	103,772	1.3%	207,544	1.6%
Frédérique Salamon (née Arnoux)	191,656	2.4%	383,312	2.9%
Monique ARNOUX	800	0.01%	1,600	0.01%
Total Famille Arnoux	**4,302,587**	**53.5%**	**8,506,174**	**64.6%**
Total Famille Aloyan	**1,090,128**	**13.6%**	**2,180,256**	**16.6%**
Total concert Famille Arnoux / Famille Aloyan	**5,392,715**	**67.1%**	**10,686,430**	**81.2%**
Other registered shareholders	56,049	0.7%	111,609	0.8%
Shares held in treasury* and the liquidity account	261,176	3.2%	35,189	0.3%
Free float (bearer shares)	2,331,100	29.0%	2,331,100	17.7%
TOTAL	**8,041,040**	**100.0%**	**13,164,328**	**100.0%**

* Shares without voting rights: % in share capital and theoretical voting rights. All other % above refer to capital and actual voting rights.

To the best of CIS's knowledge, incidents involving crossing above or below the statutory 5% ownership threshold were properly reported.

Within the Arnoux family, on 5 August 2021, Florence Arnoux sold 99,000 CIS shares, representing 1.23% of the share capital, to the Arnoux family holding company, FINRA. As a result, FINRA increased its individual holding of between 30% and 50% of the share capital of CIS by more than 1% in less than twelve consecutive months. In compliance with applicable regulations, the increase in FINRA's holding was exempted from filing a mandatory draft public offer by the French financial market authority, the AMF, in a decision published on the AMF website on 6 July 2021.

During FY 2021, and up to the date of this report, the following transactions involving the Company's share by directors and officers were reported:

(In number of shares)	Period	Purchases	Disposals
FINRA	08.2021	99,000	
Florence Arnoux	08.2021		99,000

09. STATUTORY AGED TRIAL BALANCE INFORMATION FOR TRADE PAYABLES AND RECEIVABLES

In accordance with the provisions of Article L. 441-14 1 of the French Commercial Code, statutory information on payment periods of CIS SA is provided below:

Invoices received and issued not settled at the end of the reporting period past due

	Article D.441 I-1: Invoices received not settled at the end of the reporting period past due						Article D.441 I-2: Invoices issued and not settled at the end of the reporting period past due					
	0 days	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day or more)	0 days	1 to 30 days	31 to 60 days	61 to 90 days	91 days and more	Total (1 day or more)
(A) Date ranges of late payment												
Number of invoices concerned	157	-	-	-	-	54	7	-	-	-	-	11
Amount of invoices concerned incl. VAT (€ '000s)	1 043	365	50	3	0	418	635	0	285	51	18	354
Percentage of total purchases of the period incl. VAT	5.5%	1.9%	0.3%	0.0%	0.0%	2.2%	-	-	-	-	-	-
Percentage of revenue of the period incl. VAT	-	-	-	-	-	-	3.8%	0.0%	1.7%	0.3%	0.1%	2.1%
(B) Invoices excluded from (A) relating to disputed or unrecognised receivables or payables												
Number of invoices excluded	13						0					
Total amount of invoices excluded (€ '000s)	31						0					
(C) Applicable payment period of reference (contractual or legal- Article L. 441-6 or Article L. 443-1 of the French Commercial Code)												
Payment periods applied for the calculation of late payment charges	▸ Contractual payment terms: payment on due date according to the supplier agreements						▸Contractual payment terms: payment on due date according to the customer agreements					

10. TRADING IN OWN SHARES

Share buyback programme

The General Meeting held on 17 June 2021, according to the terms and conditions set forth in the corresponding resolution, reiterated its authorisation to the Board of Directors, and vested it with all powers to that effect, in accordance with the provisions of Articles L. 22-10-62 *et seq.* of the French Commercial Code and AMF regulations, to purchase company shares, with said authorisation able to be used for the following purposes:

- ensure the orderly trading of the Company's shares in connection with a liquidity agreement concluded between an investment services provider complying with the conduct of business rules recognised by the French financial market authority (*Autorité des Marchés Financiers* or AMF);
- meet obligations resulting from stock option plans, bonus share grants, employee stock ownership programs and other share grants to employees and executive officers of the Company or companies affiliated with it;

- remit shares following the exercise of rights attached to securities giving access to the capital;
- purchase shares to be retained for future use for payment or exchange in connection with possible acquisitions; or
- cancel all or part of shares thus acquired.

This authorisation was granted for a period of eighteen months that will expire on 16 December 2022.

Under the authorisation granted by your General Meeting, the Board of Directors acquired and sold shares of the Company in 2021 for the purpose of maintaining an orderly market in its shares.

At 31 December 2021, the Company held 261,179 own shares in treasury compared with 194,921 shares at 31 December 2020.

Liquidity agreement
On 17 November 2006, CIS entered into an agreement with the brokerage firm Gilbert Dupont SNC of Société Générale, whereby Gilbert Dupont SNC is charged with intervening in the market and promote the liquidity and orderly trading of CIS shares. Gilbert Dupont SNC exercises its market making engagement in total independence. The agreement entered into with Gilbert Dupont SNC is compliant with the conduct of business rules of the AFEI (the French association of securities industry and financial market professionals) recognised by the AMF, the French financial market authority.

The annual liquidity agreement report published on 3 January 2022 on the CIS website is summarised below:
- Number of shares: 35,189;
- Balance in cash in the liquidity account: €292,919.

11. APPROPRIATION OF EARNINGS

We propose that the profit for the year amounting to €1,964,377.59 be appropriated as follows:
- Other reserves €685,852.23
- Dividend... €1,278,525.36

For information, on the basis of 8,041,040 shares, if you approve this appropriation, the total dividend will be consequently €0.159 per share.

When dividends are paid to natural persons having their tax residence in France, the dividend is subject to either a single, flat-rate withholding tax of 12.8% levied on all dividends paid (Article 200 A of the French General Tax Code), or, on the taxpayer's express, irrevocable and generally applicable request, to personal income tax based on the progressive income tax scale after deducting the 40% allowance (Article 200 A, 13 and 158 of the French General Tax Code). Dividends are also subject to social levies at a rate of 17.2%.

The dividend will be paid on 24 June 2022 directly to the shareholders who hold shares directly in a registered account, or to banks or brokers that hold bearer shares and shares deposited in an administered registered account, through the financial intermediary CACEIS.

The ex-dividend date is set on 24 June 2022.

Amounts corresponding to unpaid dividends on treasury shares held by the Company on the ex-dividend date will be allocated to retained earnings.

12. STATUTORY DISCLOSURE OF DIVIDEND DISTRIBUTIONS

In accordance with the provisions of Article 243 *bis* of the French General Tax Code, dividends paid for the last three financial periods are disclosed below.

	2018	2019	2020
Number of shares entitled to dividends	8,041,040	8,041,040	8,041,040
Net dividend per share	€0.12	*None*	*None*
Closing share price at year-end	€9.16	€13.30	€10.20

13. EXPENSES NOT DEDUCTIBLE FROM TAXABLE INCOME

In compliance with Article 223 *quater* of the French General Tax Code, we inform you that expenses non-deductible from taxable income, excluding income tax, for the period ended amounted to €22,672 including €12,730 for expenses covered by Article 39-4 of this code.

14. INFORMATION ON CORPORATE OFFICERS

Information relating to the general policy for corporate officers and the compensation policy for executive and non-executive officers, are presented in the report on corporate governance attached to this management report.

15. EMPLOYEE STOCK OWNERSHIP

In accordance with the provisions of Article L.225-102 of the French Commercial Code, information on employee stock ownership on the last day of the financial year, or 31 December 2021, is disclosed below: 104,570 shares representing 1.3% of the share capital.

None of the securities are held under collective management schemes (and notably PEE or FCPE employee savings or stock ownership plans) and there are no stock option plans of the Company currently in force.

16. V/ RESEARCH AND DEVELOPMENT

As a provider of integrated services, CIS regularly funds the development of innovative solutions to meet its customers' needs. For example, the Group has developed the digital offering, smart4you. Smart4you is a set of smart solutions designed to improve its customers' processes and the quality of life on-site. Building on its core business, these innovative solutions address the expectations of CIS Group customers in terms of safety, well-being, performance and efficiency, and therefore improve day-to-day living for residents.

The Group has also developed an innovative range for disinfecting premises and identifying contamination upstream. CIS aims to become a leader in France in these new "high-performance cleaning" services.

Investment in research and development is funded directly by the Company and is not intended to entitle the Company to any tax or financial advantages granted in certain circumstances. That is why no expenditures of this nature have been recognised under assets in the balance sheet.

17. FACTORS THAT MAY HAVE AN IMPACT IN THE EVENT OF PUBLIC OFFERS

Factors that may have an impact in the event of public offers on the securities of CIS covered by Article L. 225-10-11 of the French Commercial Code are presented the report on corporate governance included in this annual report.

18. STATUS OF AUDITORS' APPOINTMENTS

The terms of Audit Conseil Expertise (new corporate name Odycé Nexia) and Synthèse Révision Expertise Comptable SYREC, Joint Statutory Auditors, and of A.E.C.C Gilbert Caulet and Fiprovex, Joint Alternate Auditors, expire at the end of the next Annual Ordinary General Meeting on 16 June 2022.

We propose in consequence that you renew the terms of Odycé Nexia (formerly Audit Conseil Expertise) and Synthèse Révision Expertise Comptable SYREC as Joint Statutory Auditors for six years, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the period ended 31 December 2027.

At the Extraordinary General Meeting to be held on 16 June 2022 prior to the Annual Ordinary General Meeting, the Company proposes to amend Article 20 of its articles of association to remove its statutory obligation to appoint one or more Alternate Auditors, in full compliance with applicable legal requirements.

As a result, subject to approval of the amendment to Article 20 of the articles of association at the Ordinary General Meeting, the Company will no longer be required to appoint Alternate Auditors.

19. CORPORATE FOUNDATION

Pursuant to the decision by the General Meeting of 12 June 2007, our company set up a corporate foundation that was officially formed by the decision of the representative of the French government (*Préfet*) of the Bouches du Rhône region of 11 February 2008.

We remind you that the objective of this Foundation is to select one or more persons coming from under-resourced environments wishing to receive secondary-school or university training and having defined a career project, in order to provide them with financial support as well as any help and assistance over the duration of their studies.

Since its creation, the CIS Foundation has supported more than 140 people. Today they occupy a wide range of positions in the fields of healthcare, banking, consulting firms and even in the video game industry. For information, our Foundation, with an annual budget of €50,000, assisted and monitored the progress of 25 candidates during FY 2021.

On 15 April 2021, the Board of Directors voted to increase the Foundation's annual budget from €40,000 to €50,000.

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The draft resolutions we had produced relate to various items of business referred to above, as well as the discharge of the members of the Board of Directors and the agreements referred to in Article L.225-38 *et seq.* of the Commercial Code, as well as the agreements similar in nature to those covered by Article L.225-42 subsection 3 of the Commercial Code.

We hereby request your that you approve these resolutions submitted to your vote.

THE BOARD OF DIRECTORS

Non-Financial Performance Statement on operations for the period ended 31 December 2021

OUR VALUE CREATION MODEL

OUR CAPITAL

Financial capital
Stability guaranteed by a family share ownership majority of the Arnoux family.

Societal capital
- A network of partners associated with our societal initiatives of sustainable development.
- Partnerships with local suppliers and businesses.

Cultural capital
21 countries and 54 different nationalities, including 9 at the Head Office.

Human capital
>13,000 employees, including 35% of women.

Environmental capital
- 48 tons of composting to enrich the soil.
- 2.75 tons of recycled paper at the Head Office.
- 147,056 kWh of electricity and 468 m^3 of water consumed at the Head Office.

HOW TO CREATE VALUE

Our values
Integrity, respect, excellence, responsibility, boldness, passion.

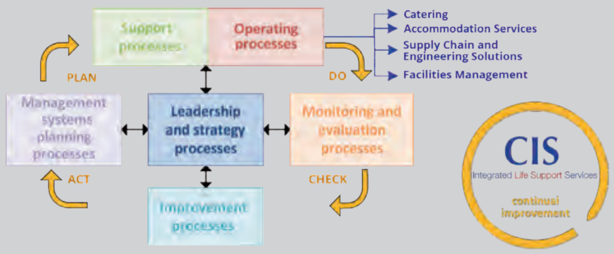
Our vision
To become the international reference operator for integrated services in the oil, gas, mining, infrastructure and defence markets.

Our mission
- To pursue a lasting relationship with its customers, partners and employees, based on trust and the quality of its services.
- To increase its expertise of international catering and integrated services, relying on Its know-how, values and human capital.
- To offer reliable, innovative and competitive solutions to ensure the continuous satisfaction of its customers.
- To respect the applicable laws and regulations as well as our code of conduct.

Our policies (FR-01-POL-0001 - 0010)
Code of Conduct, Quality and Commitment to Excellence, Sustainable Development, Occupational Health and Safety, Food Safety, Information Systems Security, Health and Wellness, Psychoactive Substance Abuse, Road Safety, Gifts and Invitations.

Our strategy
Of growth and improvement of our operational performance.

Our Integrated Excellence Management System (IEMS)



CREATED VALUE IN 2021

Our revenue
270.7 million euros.

Our sustainable development initiatives
81 initiatives aligned with the UN goals directly impacting over 25,100 people in 21 countries:
Goal no. 1: no poverty.
Goal no. 2: zero hunger.
Goal no. 3: good health and well-being.
Goal no. 4: quality education.
Goal no. 6: clean water and sanitation
Goal no. 8: decent work and economic growth.
Goal no. 10: reduced inequalities.
Goal no. 12: responsible consumption and production.
Goal no. 14: life below water.
Goal no. 15: life on land.

Our international certifications
- UN Global Compact within the Group.
- ISO 9001: Algeria, Bolivia, Brazil, Chad, France, Kazakhstan, Mauritania, Mongolia, Mozambique.
- ISO 14001: Algeria, Bolivia, Chad, Mongolia.
- ISO 22000: Algeria, Brazil, Kazakhstan.
- ISO 45001/OHSAS 18001: Algeria, Bolivia, Chad, Kazakhstan, Mauritania.

Our low incident rates
- 0.2 of Total Recordable Injury Rate (TRIR);
- 0.1 of Lost Time Injury Rate (LTIR).

Our satisfaction rate
- 2,266.094 consumer votes with 89% satisfaction rate within 9 countries (2019).

OUR COMMITMENTS

Quality Policy and Commitment to Excellence

Our business is to provide food, housing, service and care for thousands of people around the world working on major projects.

Today we are recognised worldwide for our expertise in managing remote sites in the four corners of the globe, the professionalism of our teams and the quality of our services.

To maintain and improve the performance of our services, I initiated a quality process at CIS for which in February 2004, we received ISO 9001 certification.

All necessary means and resources have been implemented for this process seeking to:
- Consolidate CIS' position in order to respond to major calls for tenders and facilitate its access to new markets,
- Improve the efficiency of our organisation and working practices,
- Strengthen interactions between the headquarters and the sites,
- Ensure a consistent level of quality over the long-term of our services to meet the growing demands by our customers, particularly in the area of QHSE,
- Promoting and respecting core values in the areas of human rights, working condition standards and the environment, and the fight against corruption.

These quality objectives are reviewed, measured and analysed each year.

In this context, and because the satisfaction of our customers and consumers is our top priority, I ask all staff, including those working at the operating sites to actively continue to contribute to this collective and company-wide undertaking, with the Chief Quality Officer.

Régis Arnoux, *Chairman and CEO*

Sustainable Development Policy

CIS Group is convinced that the success and sustainability of any organisation must be based on a sustainable development policy which is both ambitious and realistic.

Drawing on the Universal Declaration of Human Rights, the Declaration on Fundamental Principles and Rights at Work the Rio Declaration on Environment and Development and the United Nations Convention against Corruption, and organised around its own Integrated System for the Management of Excellence, CIS Group's sustainable development policy is based on the following core principles:

1. CIS Group's headquarters and operations must support and respect measures for protecting human rights.
2. CIS Group's headquarters and operations must ensure that they are not complicit in violations of human rights.
3. CIS Group's headquarters and operations must respect the freedom of association and recognition of the right to collective bargaining.
4. CIS Group's headquarters and operations must not accept any form of forced and mandatory labour.
5. CIS Group's headquarters and operations must not accept child labour.
6. CIS Group's headquarters and operations do not tolerate discrimination.
7. CIS Group's headquarters and operations must apply the precautionary principle with respect to environmental challenges.
8. CIS Group's headquarters and operations must take all necessary measures to promote greater environmental responsibility.
9. CIS Group's headquarters and operations must encourage the development and adoption of eco-friendly technologies.
10. CIS Group's headquarters must act against corruption in all its forms, including extortion.

Régis Arnoux, *Chairman and CEO*

Health and Occupational Safety Policy

The health and safety of people are fundamental criteria for CIS Group and the basis of its permanent focus on achieving a zero incident performance as an absolute priority.

In consequence, it is prohibited to engage in any service or activity at the expense of the health of any party whatsoever.

CIS Group undertakes to provide all staff with safe and healthy working conditions. In exchange, the mission – and duty – of CIS employees are to:

- Participate in improving occupational safety and intervening in a proactive manner to prevent any accident or material damages,
- Constantly identify, evaluate and manage risks in order to perform all services in complete safety,
- Promote a proactive culture of intervention and facilitating all initiatives for raising awareness or improving safety,
- Strictly apply procedures for responses to emergency situations,
- Stop any task or activity which could generate an unacceptable risk for the health and safety of people.

Régis Arnoux, *Chairman and CEO*

Health and Well-Being Policy

CIS Group has undertaken to provide a healthy working environment which enhances and improves the health and well-being of all its employees.

Through its integrated Management Excellence System, CIS Group is required to apply following principles:

1. Establishing the best practices for promoting healthy nutrition, physical activity and well-being.
2. Raising awareness and increase the knowledge of employees about the health issues.
3. Promoting healthy nutrition and helping employees make healthy food choices.
4. Encouraging employees to take responsibility for their health and well-being.
5. Encouraging employees to be more physically active by offering activities in the workplace.
6. Promoting a smoke-free work environment and helping employees to quit smoking.
7. Undertaking with other stakeholders to support the well-being of employees by adopting good practices in the work environment.
8. Identifying and respecting the laws and regulations of the countries where we operate and other standards recommended at the international level.

Régis Arnoux, *Chairman and CEO*

OUR RESPONSIBILITIES

CIS Group since its creation has consistently sought to pursue a path of sustainable development in a manner that benefits local populations and economies in the countries where it operates. Through its position as a worldwide leader in remote site management specialised in providing living accommodations and catering services, CIS has an increasing responsibility to its customers, consumers, staff and suppliers.

Our business has undergone major transformations in recent years. In response to this trend, CIS has decided to regularly introduce increasingly responsible, forward-looking and proactive practices. CIS has developed a comprehensive process built around the three pillars of sustainable development, divided into ten areas:

Economic responsibility and performance
- Customer and consumer satisfaction;
- Guaranteeing effective processes to ensure profitable operations for our investors;
- Contributing to sustainable local economic growth;
- Publishing information on sustainable development.

Environmental responsibility and performance
- Reducing the environmental impacts of our products and services;
- Limiting greenhouse gas emissions.

Social and corporate responsibility and performance
- Staff safety;
- Monitoring human resources regulations and anticipating regulatory developments;
- Ethical development of CIS;
- Strengthening relations with stakeholders.

OUR VALUES


Global Compact
Réseau France

18 novembre 2005

CERTIFICAT D'ADHÉSION AU GLOBAL COMPACT DES NATIONS UNIES

CATERING INTERNATIONAL & SERVICES

Global Compact des Nations Unies.

DROITS DE L'HOMME
NORMES INTERNATIONALES DU TRAVAIL
ENVIRONNEMENT
LUTTE CONTRE LA CORRUPTION

CATERING INTERNATIONAL & SERVICES

In 2004, CIS incorporated a business ethics charter into its management system that defines and highlights the ethical, moral and professional rules of conduct to be applied in our business practices and relations with third parties (customers, suppliers, partners, authorities, shareholders etc.).

Indeed, our actions must comply with the principles of integrity, impartiality and openness in order to maintain and increase the confidence of our shareholders, partners, customers and suppliers, and ensure our continuing success.

Our commitments consist in particular in combating money laundering, fighting against corruption, complying with the rules of fair trade and confidentiality, avoiding any situations giving rise to conflict of interests, strictly comply with all applicable laws and regulations, and adopting environmentally friendly and sustainable development practices. In line with these objectives, CIS has been a member of the UN Global Compact since 2005 and regularly publishes on this basis the report to stakeholders entitled “Communication on Progress”.

In addition, CIS is actively engaged in its day-to-day operations in promoting diversity, equal opportunity employment, occupational health and safety. These values are shared by all CIS staff and management with the Business Ethics Charter applying to both.

METHODOLOGY NOTE

The following information is presented in accordance with the disclosure requirements established by Article 225 of the Grenelle II Act of 12 July 2010 and the implementation decree of 24 April 2012. Decree No. 2016-1138 of 19 August 2016 has supplemented disclosure requirements by introducing the notion of circular economy. The reporting boundary for indicators presented covers the entire Group (CIS France as well as all subsidiaries and companies that it controls), calculated by consolidating data collected from the countries where CIS operates. As such the reporting boundary for social data and the Group's environmental impacts is consistent with the financial reporting boundary. Additional information on our sustainable development commitments and policy is available at CIS Group's website: www.cis-integratedservices.com

Reporting boundary

Certain indicators are presented herein on the basis of a limited reporting boundary (headquarters or headquarters and expatriate staff) in light of the relevance or availability of such information. These reporting boundary limitations are specified within the report for each indicator concerned.

The QHSE and Sustainable Development department implemented the CSR Data project in 2013. This project that involved the creation of an environmental reporting matrix provided a mechanism for collecting selected data. Several operating sites in effect confirmed that it was not materially possible to evaluate or obtain reliable data to quantify:

- water, electricity, fuel consumption;
- volume of waste produced and recycled;
- CO_2 emissions

...as the sourcing of these supplies and their recycling are managed by our customers that possess only consolidated information for the site, without the possibility of providing detailed quantitative data for each of their many subcontractors, among which we ourselves are included.

In 2018, the QHSE & SD Department implemented the Integrated Management Excellence System which applies a process and risk-based approach. The QHSE & SD reporting has been fully revised at the level of the performance indicators by adding new areas and improving its calculations and reliability.

Reporting period

The reporting period runs from 1 January to 31 December 2021. Data for comparison purposes relates to the period from 1 January 2018 to 31 December 2020.

Areas not relevant or not covered by the report

The report on collective bargaining agreements is not included in the absence of information able to be consolidated. Measures to prevent, reduce or repair serious adverse effects on the environment from emissions into air, water and soil, management of noise pollution and other forms of pollution specific to an activity, land use, adapting to the consequences of climate change, resources devoted to preventing environmental risks and pollution are considered as not relevant in light of the nature of our business.

In 2021, CIS Group did not incur expenditures (as in 2020) for the prevention of environmental and pollution risks, to the extent this was not necessary, as it is our customers who are the owners of the installations and consequently responsible for decisions on environmental measures. At 31 December 2021, there were no provisions for contingencies and guarantees for environmental risks.

Mapping CIS' corporate social responsibility risks

The Group's Integrated Management Excellence System includes risk mapping for all its processes, including sustainable development risk processes. This process along with the associated risks (climatic, ethical, geopolitical, health, social, intergenerational, technological, financial and not to catastrophes) are reviewed annually.

The annual QHSE plan provides for the communication of CSR risks to ensure that they are identified and controlled within Group subsidiaries.

With respect to the activities of CIS Group, we consider that the most important CSR are as follows:
- Health, in light of the physical complexity and health vigilance resources required for remote environments in extreme conditions;
- Geopolitical, with certain countries in which the Group operates considered by the European Union as at high risk of terrorist attacks;
- Climatic, considering that most of CIS' operations are located in extreme environments, for example in Siberia and the Saharan and Gobi deserts.

CIS' CSR performance indicators
The CSR performance indicators are part of the sustainable development process of the Group's integrated management excellence system, with the objective of ensuring every year a certain number of SD initiatives, in each subsidiary, relating to United Nations sustainable development goals (UN SDGs).

The CSR performance indicators are reviewed and communicated annually through the annual QHSE plan to ensure their deployment in the Group subsidiaries.

CIS has been a UN Global Compact certificate holder since 2005 for its commitment to respecting the 10 UN Global Compact principles and, more generally, the UN objectives.

CIS social responsibility stakeholders
CSR stakeholders are identified in the Group's integrated management excellence system and reviewed every year when updated.

GUIDELINES

The information presented below was produced by CIS Group and is available on request.

THE CIS GROUP EMPLOYER PROFILE

Our teams

At 31 December 2021, the Group had more than 13,000 employees. Women accounted for 35% of the workforce (headquarters and expatriate staff) or a total of 4,880. This gender imbalance within the Group is a direct consequence of our activity as a provider of catering services in extreme conditions and our presence in certain countries where religious rules prohibit women from working, with the safety of our teams in operating countries remaining our priority.

Work-time organisation
The legal number of working hours for headquarters staff of the Group is 39 hours per week. The absenteeism rate in 2021 was 2.6% for the headquarters. This indicator is obtained dividing the number of days lost through absence by the number of working days.

Working hours for local employees in operating countries are determined in reference to local regulations. The duration of expatriate assignments is largely dependent on the customer contracts.

Expatriates, depending on their contract and operating country, work according to assignments defined in terms of weeks or months of continuous presence in the field versus the length of their home stay (for example "8/3" corresponds to an eight-week assignment in the field for three weeks at home).

The organisation of dialogue between employees and management
In light of its workforce, CIS France has established a dialogue of quality with employee representatives who may be consulted, in particular, on subjects relating to occupational health and safety.

Promoting and developing talent

Staff training: developing skills to achieve continuous improvement in the quality of our service and promote professional fulfilment for all our staff.
Training programmes available to teams cover:
- Quality
- Safety
- Technical-business speciality training
- Managerial skills
- Information technology

All staff, regardless of their responsibilities, are offered a training programme adapted to their skills, providing them with a possibility, according to their wishes, for vocational retraining for a career change, an international assignment or a career advancement.

Safety of our teams: our priority

The occupational health and safety management methods of CIS Group comply with ISO and OHSAS guidelines. This also applies to subsidiaries not engaged in a certification process. Compliance with these guidelines by all Group staff is further reinforced by provisions that have been incorporated into the Business Ethics Charter.

Occupational accidents are systematically analysed to determine the causes and take corrective actions, by taking measures to secure the site, train personnel or implement preventive actions.

In 2021, the total recordable incident rate (TRIR), calculated as the number of recordable accidents:
- ... multiplied by 200,000*, in relation to the number of days worked per year, was 0.2, compared to 0.2 in 2020.
- ... multiplied by 1,000,000**, in relation to the number of days worked per year, was 0.98, compared to 1.1 in 2020.

The lost time incident rate (LTIR), calculated by number of lost time days:
- ... multiplied by 200,000*, in relation to the number of days worked per year, was 0.09 in 2021, compared to 0.1 in 2020.
- ... multiplied by 1,000,000*, in relation to the number of days worked per year, was 0.47 in 2021, compared to 0.4 in 2020.

The frequency rate for road accidents, calculated according to a multiple of 500,000 accidents per vehicle-kilometre, amounted to 0.25 and 2021 compared to 0.4 in 2020.

No occupational illnesses were reported at the Group headquarters in 2021.

Playing an active role in our safety
Since 2013, CIS Chad has provided training through its employees on workplace safety using an interactive approach. Teams of two or three volunteer "actors" who are comfortable about speaking in the public meet with the QHSE Department each week to decide together the subject of their sketch and determine the message to be conveyed. To retain the attention of the audience, the sketch must be short (five minutes maximum), humorous and performed in the local language. Whether these sketches present scenarios of real day-to-day workplace conditions or a simulated accident, the message that is simple but also always relevant is more effectively conveyed to employees as well as customers who appreciate both the initiative but also the results thus obtained.

Countries having met their objective of zero accidents
There were no accidents to report, even minor, in Cameroon, Chad, Democratic Republic of the Congo (DRC), France, Gabon, Mali, Mozambique, Niger, Somalia or Uganda.

* Multiplier adopted worldwide and recommended by the *Occupational Safety and Health Administration,* the U.S. federal government agency whose mission is to assure safe and healthy working conditions.
** Multiplier also adopted worldwide by several companies and recommended by the *Health & Safety Executive* (HSE), the UK government agency responsible for the encouragement, regulation and enforcement of workplace health, safety and welfare, and for research into occupational risks.

Our business ethics charter: an internal code of conduct

Ethical recruitment and promotion practices: an equal opportunity employer

Recruitment and promotion within the Group are based exclusively on the skills and qualifications of each employee, without discrimination relating to gender, ethnic origin or physical condition. By way of example, headquarters and expatriate staff represent 54 different nationalities (9 for the Group's headquarters), and disabled employees 0.55%. The Business Ethics Charter is signed by all employees when they join CIS Group.

Workforce by age	
Under 25	7%
25-29	14%
30-34	18%
35-39	19%
40-44	15%
45-49	12%
50-54	9%
55-59	5%
60 and older	1%

In addition, CIS' Board of Directors complies with the provisions of Law No. 2011-103 of 27 January 2011, pertaining to balanced gender representation.

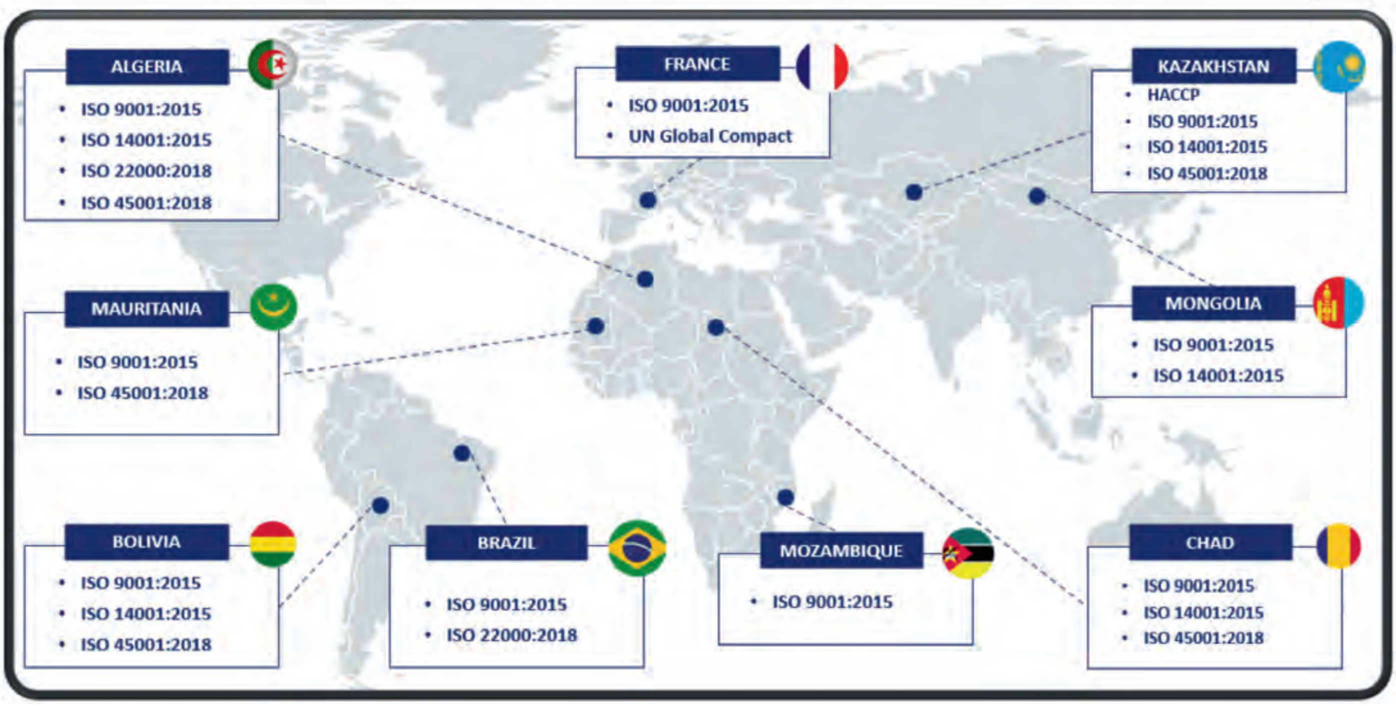
Furthermore, the Charter requires within the Group the promotion of and strict compliance with the ILO core conventions (freedom of association and protection of the right to organise and negotiate collective bargaining agreements, eliminating employment and occupational discrimination, abolishing forced labour and the effective abolition of child labour).

Fair business practices call for an engagement by all employees

Promoting the fight against corruption, and in particular, the policy of accepting and offering gifts within the framework of the relations of Group employees with interested third parties (supplier, customer, local public authority, board, etc.) is strictly defined by the Group's Business Ethics Charter. Furthermore, consumer health and safety are guaranteed by compliance with the ISO and OHSAS guidelines within Group subsidiaries.

CIS GROUP AS AN ACTIVE ENVIRONMENTAL STAKEHOLDER

The group has several certification processes underway



Customer satisfaction

The Group began to roll out a customer satisfaction programme in 2018. In 2019, the satisfaction rate was 89%, based on 2,266,094 consumer votes recorded in the catering department by a third-party entity. This voting process was made possible by equipment installed at sites in Brazil, Chad, DRC, Kazakhstan, Malawi, Mauritania, Mongolia, Mozambique and Russia.

Since 2020, due to the COVID-19 pandemic, the Group has deactivated the customer satisfaction voting equipment to prevent potential risks of contagion to users.

Our commitments in favour of protecting the environment

Responsible consumption of resources

In 2021, for the Group headquarters, water consumption totalled 468 m^3 and electricity consumption 147,056 kWh, a low-level that has not warranted measures for the study of renewable energy options. As indicated in the section presenting the CSR Data project, this information is not available for these subsidiaries. However, Country Managers are aware of the need for sustainable water consumption practices, particularly in water-stressed regions.

None of the ingredients used in our food recipes are derived from threatened species.

The circular economy: food wastage
Supplies of food products for operating sites are dependent on contractual terms (which generally set minimum quantities for food supply inventories to be maintained on site). The consumption of raw materials is an issue in terms of social and environmental responsibility but also profitability. For that reason, their efficacy is measured by monitoring contract by contract the daily cost price of food supplies used in preparing meals. Recycling and limiting waste can have a meaningful impact on contributing to environmental protection.

From the table to the farm: we have implemented a policy for minimising and recycling waste products (notably in Bolivia, Mauritania and Mozambique). In this way, we produce our own compost with organic products originating from our production and service activities. This compost is used as gardening fertiliser at certain remote sites. In 2021, 39.4 tonnes of compost were used to fertilise the ground.

The circular economy: limiting non-food waste
In 2021, 2.75 tonnes of paper, with an equivalent of 55,000 litres of water and 2,750 litres of fuel, were recycled by the head office, contributing to saving 44 trees. As a priority, we systematically print documents in PDF format and scan photocopies to limit paper consumption and help to protect the environment. Packaging waste separation procedures exist at all our subsidiaries.

Reducing the Group's carbon footprint
The carbon footprint of CIS Group's activities is measurable by carbon assessments for travel by headquarters and expatriate employees. In 2021, the impact of our travel amounted to a CO_2 concentration of 278 tonnes. We encourage our personnel to limit their travel to reduce our environmental footprint, notably by using videoconferencing communications to avoid unnecessary travel. Headquarters electricity consumption represented 34.3 tons in CO_2 emissions in 2021 based on emission factors published by the EDF, the French electricity provider.

Releases of dangerous substances, noise nuisance and other specific impacts
The Group's activity does not generate air, water or ground pollution with an environmental impact. Land use, noise pollution and other forms of pollution specific to an activity have also not been measured as indicators not applicable to our activity.

More environmentally friendly transport
In 2021, the CIS head office installed one EV charging point for the three employees who own electric vehicles (i.e. 5.5% of head office staff). In this way, CIS encourages its employees to use more environmentally friendly transport.

Our societal commitments

The United Nations Sustainable Development Goals
The 17 Sustainable Development Goals (SDGs or Agenda 2030) were adopted in September 2015 by 193 countries at the United Nations following the Millennium Development Goals (MDG); Their ambition is to transform our societies by eradicating poverty and ensuring a fair transition to sustainable development by 2030.

The Sustainable Development Goals are a call to action for all countries - poor, rich and middle-income - to promote prosperity while protecting the planet. They recognise that ending poverty must go hand-in-hand with strategies that build economic growth and address a range of social needs including education, health, equality and job opportunities while tackling climate change and working to preserve our ocean and forests.

Universal, inclusive and interlinked, these goals represent a call for action by all and provide a common universal language. The SDG offer a frame of reference for action, a tool for raising the awareness, a source of economic opportunities and a platform for multi-stakeholder collaboration.

CIS contributed to achieving a certain number of these goals through several sustainable development initiative in 2021. Other initiatives have already been adopted in previous years. This information is available in the corresponding reports for these years.

Goal 1: No poverty

End poverty in all its forms everywhere.

Approximately 600 beneficiaries.

- Food donation to a humanitarian organisation.
- Donations of clothing and toys to children for Christmas.
- Sponsorship of orphanages recognised by States.
- Donation of food on Christmas Day for children in orphanages.
- Accompanying foundations for donations, financial support, meal preparation.

Goal 2: Zero Hunger

End hunger, achieve food security and improve nutrition and promote sustainable agriculture.

Approximately 3,700 beneficiaries.

- Monthly food donations to social centres.
- Donation of juice and fruit to children from disadvantaged families in village schools.
- Donations of lunches to children in schools.
- Purchase of fruit and vegetables from local businesses.
- A group of postgraduate students developed a programme initiated by CIS supporting the agricultural production season by providing cash flows for seeds and tools, and at the end of the production cycle, CIS purchased the products.
- CIS purchases fruits, vegetables and fish which represents 70% of its total purchases in certain countries and supports local communities by injecting substantial amounts into the local economy.
- CIS partners with agricultural schools, and works with small farmers, to increase the production and purchase of fruit and vegetables.
- CIS has introduced simple and sustainable techniques designed to help local farmers produce according to their needs.
- A greenhouse farming programme to produce vegetables for underprivileged populations.
- Donations of agricultural tools and fertiliser to suppliers of vegetables.

Goal 3: Good health and well-being

Ensure healthy lives and promote well-being for all at all ages.

Approximately 12,500 beneficiaries.

- Campaign to collect corks and plastic bottles on the sites for the benefit of voluntary associations to raise funds to purchase uniforms and ointments for children.
- A drawing was organised among CIS employees and in the end the total amount was donated to a local association to support children from poor families.
- Nutritional consultations are available for CIS employees.
- Donation of food products to local village administrations for the celebration of traditional festivals.
- Nutritional programmes introduced at the sites offering nutritionally balanced food choices to local populations.
- Training to children on various subjects (health, safety, environment, food safety, nutrition, human resources, etc.).
- Sponsoring of traditional local gaming competitions.
- Donations of meals to elderly people in the villages during traditional celebrations.
- Charity fund for associations, providing free food and donating all proceeds to charity.
- Donation by CIS staff to supply hand sanitizers to the emergency department of local clinics.
- Donation of remote thermometers to regional diagnostic centres.
- Donation of mineral water to victims of wildfires.
- Donation of meals for blood donors on National Blood Day.
- Food donation to celebrate Labour Day, organisation of a football tournament.
- Covid-19 vaccination campaign for employees.
- Financial support for orphanages.

Goal 4: Quality education

Ensuring equal access to quality education for all and promoting lifelong learning opportunities.

Approximately 150 beneficiaries.

- Donation of school material to children of nearby villages.
- Annual scholarships for French school foundations.
- Coverage of monthly salaries of teachers.
- Donation of school books to schools.
- Environmental awareness campaign for children of surrounding villages.
- Voucher cheques distributed to under-resourced students.

Goal 6: Clean water and sanitation

Ensuring availability and sustainable management of water and sanitation for all.

Approximately 500 beneficiaries.

- Installation of a borehole to supply water to a surrounding village.

Goal 8: Decent work and economic growth

Promote inclusive and sustainable economic growth, employment and decent work for all.

Approximately 800 beneficiaries.

- CIS supports suppliers in terms of QHSE by conducting audits and training suppliers in all good practices.
- Purchase of food products from local suppliers.
- Employment opportunities offered to local communities.

Goal 10: Reduce inequalities

Reduce inequality within and among countries.

Approximately 150 beneficiaries.

- Assisting young adults (aged 18-25) coming from under-resourced environments seeking to pursue their studies and supporting their entry into professional life.

Goal 12: Responsible consumption and production

Ensure sustainable consumption and production patterns.

Approximately 5,000 beneficiaries.

- On-site food waste management programme, in cooperation with customers, to reduce food waste in all restaurants.
- On-site waste sorting programmes.
- Replacement of fluorescent lamps in the offices with LED lamps.
- Waste collection campaign at the sites.
- Use of biodegradable cardboard cups instead of plastic cups at the sites.
- Replacing the use of disposable plastic cutlery at the sites by stainless steel cutlery.
- Waste collection campaign on sites and industrial processing activities in collaboration with customers.

Goal 14: Life below water

Conserve and sustainably use the oceans, seas and marine resource.

Approximately 400 beneficiaries.

- Collective campaigns with employees to collect plastic waste to prevent plastics from polluting the sea.
- Campaign to set up waste collection containers at a school.

Goal 15: Life on land

Protect, restore and promote sustainable use of terrestrial ecosystems, sustainably manage forests, combat desertification, and halt and reverse land degradation and halt biodiversity loss.

Approximately 1,300 beneficiaries.

- Supplying organic waste to sites to produce compost used for planting fruit and vegetables used on site.
- Planting trees.
- Supplying water through irrigation systems for plants and animals.
- Planting vegetables on sites in unused areas to grow vegetables to be served to customers.
- Supplying organic waste for compost production to the plant nurseries of its customers.
- Reusing cooking oil to make soap.

Balanced nutrition and diet

With nearly 52 million meals served every year to its customers and employees in 2021, CIS Group is very conscious of the health effects of an unbalanced diet. In response, to combat cardiovascular illnesses and obesity, CIS head chefs receive specific training on measures for reducing saturated fats, sugar and salt in their recipes. The consumption of salt and oil, as well as the Group's nutrition programme represent performance indicators measured monthly in all the Group's canteens.

CIS has developed the nutrition programme, Health 4 You:

- **A nutritional assistance department:** Nutritional assistance to residents or individuals tailored to their specific needs.
- **Implementation of the traditional colour codes:** A tool designed to help users choose healthier meals.

We are reinforcing our ambitions for the years ahead, through in particular a "Menu Engineering" application developed in-house. This tool which is adapted to our professional needs, benefits from the multidisciplinary expertise of our local and headquarters' teams (Group nutritionist, software developer, country financial controller, country manager, QHSE & SD manager, etc.).

Already installed at our operations in Kazakhstan, Mauritania and Mongolia, this application will thus be equipped with many functionalities such as producing standardised menu sheets including nutritional data for more than 8,400 ingredients (USDA database), but also different cooking techniques, information on allergens, producing balanced menus, preparing purchases, managing labelling, etc.

Regional impact of CIS Group activities in operating countries

With a policy of giving preference to recruiting staff originating from the countries where it operates, 99% of CIS Group activities are assured by local employees. Employees are offered both job opportunities and training formations (in certain cases leading to a professional diploma), while subsidiaries promote the transfer of expertise from expatriates to local staff.

Our procurement policy provides for sending a questionnaire on ethical practices to suppliers prior to their selection.

The commitment of Group companies to local development

In light of the breakdown of CIS activities throughout the world, we have not considered it useful to undertake initiatives in the different countries based on a common global project. Instead, CIS Group emphasises the importance to Country Managers and expatriate staff on the necessity of safeguarding the local environment. In this way, each subsidiary contributes to local projects of its own choosing, based on specific regional needs and considerations. Through this approach, each of our local projects receives the support of teams on-site and offers relevant and effective forms of engagement to local stakeholders.

Furthermore, CIS Group has been a member of the UN Global Pact since 2005 and regularly publishes on this basis its report to stakeholders entitled "Communication on Progress" on promoting and respecting human rights, labour rights, the environment and anti-corruption measures.

Relations with stakeholders, and namely people or organisations interested in the company's activities

CIS Group is listed on Euronext Paris and in that capacity, regularly publishes regulated information which is made available to all persons interested in the company about service activities on the Group's website.

CIS Foundation

Finally, in Marseilles CIS Group created the CIS Corporate Foundation to support young adults coming from under-resourced environments in the PACA region wishing to receive secondary-school or university training and having defined a career project.

We support them throughout their project until their entry into professional life, not only with financial support but also by providing help and assistance over the duration of their studies.

Since its creation, the CIS Foundation has supported more than 140 scholarship recipients. Today they occupy a wide range of positions in the field of healthcare, banking, consulting firms and even in the videogame industry.

For information, our Foundation, with an annual budget of €50,000, supported the progress of 25 candidates during FY 2021.

Consolidated financial statements (IFRS)

CONSOLIDATED INCOME STATEMENT

(IFRS)
For financial years ended 31 December 2021 and 2020
(€ thousands)

	Notes	31.12.2021	31.12.2020
REVENUE	**(3)**	**270,694**	**255,743**
Cost of sales		(116,064)	(108,340)
Staff costs	(22)	(93,868)	(88,361)
External charges*		(34,395)	(32,052)
Taxes other than on income		(8,147)	(7,279)
Allowances for depreciation and amortisation		(2,210)	(2,584)
Allowances for IFRS 16 related amortisation		(3,928)	(3,771)
Provisions/reversals	(4)	(257)	(242)
CURRENT OPERATING PROFIT	**(3)**	**11,825**	**13,114**
Other operating income	(5)	236	248
Other operating expenses	(5)	(1,014)	(576)
OPERATING PROFIT		**11,047**	**12,786**
Cash and cash equivalents		1,855	2,355
Cost of gross financial debt		(768)	(10,615)
IFRS 16 lease liabilities		(272)	(426)
COST OF NET FINANCIAL DEBT	**(6)**	**815**	**(8,686)**
PROFIT BEFORE TAX		**11,862**	**4,100**
CORPORATE INCOME TAX	**(7)**	**(4,887)**	**(4,765)**
CONSOLIDATED NET PROFIT		**6,975**	**(665)**
Attributable to non-controlling interests		(1,872)	(1,957)
NET PROFIT ATTRIBUTABLE TO THE GROUP		**5,103**	**(2,622)**
Number of shares		8,041,040	8,041,040
Earnings per share (in euros)		*€0.63*	*(€0.33)*
Diluted earnings per share (in euros)		*€0.63*	*(€0.33)*

* Of which IFRS 16 restatements: €4,225,000 at 31.12.2021 and €4,089,000 at 31.12.2020.

CONSOLIDATED BALANCE SHEET

(IFRS)
For financial years ended 31 December 2021 and 2020
(€ thousands)

	Notes	31.12.2021	31.12.2020
NON-CURRENT ASSETS			
Net intangible assets	(8)	12,423	12,360
Net property, plant and equipment	(9)	8,503	6,516
IFRS 16 right-of-use assets	(9)	3,761	5,054
Net financial assets	(10)	740	621
Deferred tax assets		61	138
TOTAL NON-CURRENT ASSETS		**25,488**	**24,689**
CURRENT ASSETS			
Inventories	(11)	22,311	17,284
Net trade receivables	(12)	53,698	53,426
Other current assets	(13)	16,272	9,792
Current tax assets		1,996	1,683
Cash and cash equivalents*	(14)	60,726	56,316
TOTAL CURRENT ASSETS		**155,003**	**138,501**
TOTAL ASSETS		**180,491**	**163,190**

* Of which for Algeria €35,329,000 at 31.12.2021 and €32,316,000 at 31.12.2020.

CONSOLIDATED BALANCE SHEET

(IFRS)
For financial years ended 31 December 2021 and 2020
(€ thousands)

	Notes	31.12.2021	31.12.2020
SHAREHOLDERS' EQUITY			
Share capital		1,555	1,569
Reserves		47,739	51,021
Annual profit		**5,103**	**(2,622)**
Non-controlling interests		2,916	2,730
TOTAL SHAREHOLDERS' EQUITY		**57,313**	**52,698**
NON-CURRENT LIABILITIES			
Non-current provisions	(15)	1,654	1,087
Bank and other long-term borrowings	(16)	20,094	21,372
IFRS 16 long-term lease liabilities	(16)	2,124	1,810
Deferred tax liabilities		0	0
TOTAL NON-CURRENT LIABILITIES		**23,872**	**24,269**
CURRENT LIABILITIES			
Current financial liabilities	(16)	10,226	9,174
IFRS 16 short-term lease liabilities	(16)	1,897	3,745
Trade payables		44,618	41,034
Current tax assets		3,650	3,943
Other current liabilities	(17)	38,915	28,327
TOTAL CURRENT LIABILITIES		**99,306**	**86,223**
TOTAL EQUITY AND LIABILITIES		**180,491**	**163,190**

STATEMENT OF CASH FLOWS

(IFRS)
For financial years ended 31 December 2021 and 2020
(€ thousands)

	31.12.2021	31.12.2020
CASH FLOWS FROM OPERATING ACTIVITIES		
Consolidated net profit	6,975	(665)
Non-cash items		
Allowances for depreciation and amortisation, provisions	6,838	6,506
Gains or losses from asset disposals	363	248
Changes in working capital		
Change in inventories	(4,145)	(1,241)
Change in trade and related receivables	7,287	(2,128)
Change in trade and related payables	1,314	166
Changes in other operating assets and liabilities	(3,135)	10,860
Net cash flow from operating activities	**15,497**	**13,746**
CASH FLOW FROM INVESTING ACTIVITIES		
Impact of changes in Group structure	0	(152)
Acquisitions of intangible assets and property, plant and equipment	(4,626)	(1,380)
Acquisitions of financial assets	0	0
Disposals of intangible assets and property, plant and equipment	405	175
Disposals of financial assets	0	0
Other cash flows from investing activities	(86)	35
Cash provided by (used in) investing activities	**(4,307)**	**(1,322)**
CASH FLOW FROM FINANCING ACTIVITIES		
Treasury shares	(820)	90
Capital increase	0	0
Proceeds from the issuance of borrowings	0	7,000
Decrease in borrowings	(2,030)	(1,596)
Repayment of IFRS 16 lease liabilities	(4,723)	(4,014)
Dividends paid to Group shareholders	0	0
Dividends paid to non-controlling shareholders of subsidiaries	(1,942)	(1,192)
Withholding tax paid by subsidiaries	(632)	(800)
Cash flow from financing activities	**(10,147)**	**(512)**
Exchange rate impact on cash	**1,401**	**(8,492)**
NET CHANGE IN CASH AND CASH EQUIVALENTS	**2,444**	**3,420**
CASH AT THE BEGINNING OF THE PERIOD	**55,796**	**52,376**
CASH AT THE END OF THE PERIOD	**58,240**	**55,796**

STATEMENT OF CHANGES IN EQUITY

(IFRS)
For financial years ended 31 December 2021 and 2020
(In € thousands except shares)

	Number of shares	Capital	Reserves	Translation adjustments	Net income	Non-controlling interests	TOTAL
EQUITY AT 31 DECEMBER 2019	**7,837,171**	**1,567**	**74,737**	**(22,386)**	**5,364**	**2,256**	**61,538**
Net income appropriation of the prior year			5,364		(5,364)		0
Payment of dividends						(1,192)	(1,192)
Translation reserve				(6,662)		(267)	(6,929)
Treasury shares	8,948	2	88				90
Consolidated retained earnings							0
Changes in Group structure			(120)			(24)	(144)
Net income for the financial year ended 31 December 2020					(2,622)	1,957	(665)
EQUITY AT 31 DECEMBER 2020	**7,846,119**	**1,569**	**80,069**	**(29,048)**	**(2,622)**	**2,730**	**52,698**
Net income appropriation of the prior year			(2,622)		2,622		0
Payment of dividends			0			(1,942)	(1,942)
Translation reserve				(84)		237	153
Treasury shares	(66,258)	(14)	(819)				(833)
Consolidated retained earnings							0
Changes in Group structure			243			19	262
Net income for the financial year ended 31 December 2021					5,103	1,872	6,975
EQUITY AT 31 DECEMBER 2021	**7,779,861**	**1,555**	**76,871**	**(29,132)**	**5,103**	**2,916**	**57,313**

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

(IFRS)
For financial years ended 31 December 2021 and 2020
(€ thousands)

	31.12.2021	31.12.2020
CONSOLIDATED NET PROFIT	**6,975**	**(665)**
Translation differences of consolidated subsidiaries	153	(6,983)
Actuarial gains (losses) on defined benefit obligations		(30)
COMPREHENSIVE INCOME	**7,128**	**(7,678)**
Attributable to the Group	*5,019*	*(9,368)*
Attributable to non-controlling interests	*2,109*	*1,690*

Notes to the consolidated financial statements

NOTES TO THE FINANCIAL STATEMENTS

(IFRS)
For financial years ended 31 December 2021 and 2020

1. The group

The consolidated financial statements of CIS for the year ended 31 December 2021 were approved by the Board of Directors on 13 April 2022.
The consolidated financial statements were prepared in accordance with International Financial Reporting Standards (IFRS) for the Group formed by Catering International & Services as the parent company and its subsidiaries. The Group's business is conducted entirely in international markets.
CIS is specialised in the management of remote sites in extreme environments, onshore and offshore.

As a services integrator, the Group has developed a comprehensive service offering (facilities and utilities management) that allows it to provide customers with turnkey solutions.

The Group's customer base includes local or Western companies, very often major names in their sectors. These companies usually operate through local independent entities or joint ventures in the oil and gas, mining engineering and civil engineering and peacekeeping sectors.

The Group thus provides its customers with support services for their operating sites that are generally located in emerging countries or in difficult regions.

STATUTORY INFORMATION	
Company name	CIS - Catering international & Services
Reason for the name change	Not applicable
Country of head office	France
Legal form	SA
Country of incorporation	France
Headquarters address	40C Avenue de Hambourg 13008 Marseille
Main establishment address	40C Avenue de Hambourg 13008 Marseille
Description of the business	Hotels and similar accommodations
Name of parent company	CIS - Catering international & Services SA
Name of the Group reporting entity	CIS - Catering international & Services SA

2. Basis of preparation and accounting policies

In accordance with t EC regulation No. 1606/2002 of 19 July 2002, companies listed on a regulated European market must prepare, for periods commencing on or after 1 January 2005, their consolidated financial statements in accordance with IFRS (International Financial Reporting Standards), formerly referred to as IAS (International Accounting Standards).
The consolidated financial statements of Catering International & Services S.A. for FY 2020 and 2021 are in consequence prepared on the basis of IFRS.

There is no difference between the IASB IFRSs adopted by the EU and those applied by the Group.

The following standards, amendments or interpretations were issued by the IASB and adopted by the EU for application for periods commencing on or after 1 January 2021:
• Amendments to IAS 39, IFRS 7, IFRS 9 and IFRS 16: Interest rate benchmark reform – phase 2.

The application of these standards, amendments and interpretations had no impact on the financial statements of CIS Group.

No standard or interpretation has been applied in advance by the Group. No standard, amendment or interpretation was published by IASB or adopted by the EU unless their application was mandatory for periods beginning on or after 1 January 2021.

PRINCIPLES OF CONSOLIDATION

Basis of consolidation

Consolidation includes all companies controlled by Catering International & Services on an exclusive basis or over which Catering International & Services exercises a significant influence.

All subsidiaries and equity investments meeting such criteria are consolidated, even in cases where they account for a negligible influence on consolidated operations as a whole or if their operation is not destined to continue.

Consolidation methods

The financial statements of companies over which Catering International & Services exercises exclusive control are fully consolidated. Control, within the meaning of IFRS 10, is taken to mean the power to define and manage, directly or indirectly, the financing and operating policies of the company in order to obtain benefits from its activities. Control is generally presumed to exist if the Group holds more than half the voting rights of the company in question.

The companies over which the Company exercises a significant influence are accounted for by the equity method. It should be noted that at 31 December 2021, there were no subsidiaries in this latter category.

VALUATION METHODS

Presentation of financial statements

Under the option provided for by Revised IAS 1, CIS Group has chosen to present income and expense items recognised directly in equity, in accordance with other standards (foreign exchange gain / loss, changes in fair value of available-for-sale financial assets, changes in fair value of cash-flow hedges, etc.), in the "consolidated statement of comprehensive income" that is distinct from the income statement.

Definition of operating income

Operating income includes all income and expenses directly related to the ordinary activities of the Group, whether such income and expenses are recurring in nature or result from non-recurring decisions or operations. "Other operating income" and "Other operating expenses" includes a limited number of income and expense items described in note 5 to the consolidated financial statements.

Foreign currency translation

Transactions in foreign currency are translated at the exchange rate prevailing at the time of the transaction.

Payables and receivables in foreign currency are translated at the year-end exchange rate. The resulting foreign exchange gains and losses are recorded in income.

In compliance with IAS 29, the Group studies inflation trends in countries where it operates and for 2021 has not identified any hyperinflationary economy as defined by this standard, requiring a restatement approach to its financial statements.

The following translation methods are used for the financial statements of foreign subsidiaries:

Balance sheet items (not including equity translated at the historical exchange rate) are converted into euros at the year-end exchange rate.

Income statement items as well as income attributable to the Group presented under equity are translated according to the average exchange rate for the year. The difference between net income translated at the average rate and net income translated at the year-end rate is recorded in the consolidation reserves.

Current / non-current assets and liabilities

Assets to be realised, consumed or transferred within the scope of the normal operating cycle or within the twelve months following the year-end, are recognised under "current assets" as are assets held for sale and cash and cash equivalents.

All other assets are recognised under "non-current assets".

The liabilities to be realised within the scope of the normal operating cycle or within the twelve months following the year end, are recognised under "current liabilities".

All other liabilities are recognised under "non-current liabilities".

Stock option plan

Stock option plans may be established by the Group providing for settlement through CIS shares at price and exercise period conditions specific for each grant.

The definitive fair value of the services received in consideration for the grant of these options is measured in reference to their fair value on the grant date.

For the valuation of these options, the Group uses a binomial mathematical model. Total fair value determined according to this method is recognised on a straight-line basis over the vesting period. This expense is recognised in staff costs as a reverse entry for an increase in the consolidated reserves. When the option is exercised, the cash amount received by the Group for the exercise price is recognised under cash offset with a corresponding entry in consolidated reserves.

There are no stock option plans currently in force.

Treasury shares

When the Group purchases its own shares, the amount paid for the shares and the transaction costs directly attributable are recognised as a change in equity. The results of disposals of the shares are also charged directly to equity and as such are not recognised under income of the period.

Earnings per share

Basic earnings per share are calculated by dividing net income (attributable to the Group) by the number of shares outstanding at year-end.

Diluted earnings per share are calculated by dividing the net income (attributable to the Group), adjusted for the financial cost (net of taxes) of dilutive debt instruments, by the average number of outstanding shares at year-end, plus the average number of shares that, according to the treasury method would have been issued if all dilutive instruments issued had been converted (stock options or convertible bond).

The weighted average number of shares in issue is not calculated as the number of the only potentially dilutive securities, namely treasury shares, is too small to have an effect on indicator per share of any kind.

The dilutive effect of each convertible instrument is determined by seeking the maximum dilution of basic earnings per share.

Related party transactions

Related party transactions concern in particular transactions with:

- The legal entities controlling directly or indirectly, on an exclusive basis, through one or several intermediaries, or exercising a significant influence on the Group;
- The main executives of the Group.

Revenue recognition

According to the terms of IFRS 15, revenue is recognised for each contract signed in which the different performance obligations have been previously defined.

The transaction price is determined according to the contractual terms and measured at the fair value of the consideration received or receivable net of rebates and taxes.
The obligating event for recognition of income arises when the performance obligations have been fulfilled, which coincides with the transfer of title of the good or performance of the service.
The order book is measured in accordance with IFRS 15, and on that basis only contracts existing within the meaning of the standard are considered. The estimation of the transaction price uses the expected value method for payments receivable for the portion for which there is a high probability of collection based on the month preceding the measurement. This was valued at US$590 million at 31 December 2021, including US$590 million within the meaning of IFRS 15 and US$0 million for the optional years, up from US$486 million at 31 December 2020.

Borrowing costs
In accordance with the guidelines of Revised IAS 23 applicable as from 1 January 2009, borrowing costs for investments in property, plant and equipment and intangible assets relating to projects undertaken after this date where the period for construction or preparation for their intended use or sale is more than one year must be included in the cost price of these assets.
Application of this standard has no impact on the financial statements of CIS Group.

Leases
Since 1 January 2019, the Group's financial statements include the impacts of the mandatory application of IFRS 16 "Leases" published on 13 January 2016 and replacing IAS 17.

a. Lessor
The standard has no impact on the current accounting treatment of the Group's sales contracts.

b. Lessee
The main impact of this standard is the recognition of all leases without making a distinction between finance leases and operating leases.
Any agreement which meets the definition of a lease results in recognition by the lessor of a lease liabilities at the present value of future lease payments and a right-of-use asset at an amount equal to the lease liability.
In accordance with the modified retrospective method, no comparative restatements of the financial statements of prior periods have been made.

The Group has elected not apply IFRS 16 to:
- leases with terms of 12 months or less;
- leases for assets of limited value, and in particular office and telephoned equipment, computers and small computer equipment with at unit replacement value of less than US$5000.

In connection with its activity, the Group enters into lease agreements as a lessee for the purpose of leasing the following types of assets:
- offices & warehouses;
- transport equipment;
- equipment.

Lease periods adopted based on the expected periods of use of the underlying assets, or:
- the fixed term of a customer contract which requires the lease;
- 3 years if the asset concerns the management structure of the country or headquarters in France; or
- the fixed period of the lease agreement, if this is later.

c. Impacts on the financial statements

At 31 December 2021, the main impacts of the application of IFRS 16 on the Groups financial statements were as follows:

INCOME STATEMENT IMPACTS (€ thousands)	31.12.2021	31.12.2020
External charges	4,225	4,089
Allowances for depreciation and amortisation, provisions	(3,928)	(3,771)
CURRENT OPERATING PROFIT (EBIT)	**297**	**318**
Gain on disposal of assets	236	
OPERATING PROFIT	**533**	**318**
Net financial expense	(272)	(426)
Profit before tax	261	(108)
Corporate income tax	(73)	30
CONSOLIDATED NET PROFIT	**188**	**(78)**
NET PROFIT ATTRIBUTABLE TO GROUP SHAREHOLDERS	**188**	**(78)**

BALANCE SHEET IMPACTS (€ thousands)	31.12.2021	31.12.2020
TOTAL BALANCE SHEET	**3,761**	**5,127**
Non-current assets	3,761	5,054
Current assets	0	73
Cash and cash equivalents	0	0
Equity	(260)	(428)
Long-term provisions	0	0
Short-term & long-term financial liabilities	4,021	5,555
Other liabilities	0	0
NET CASH	**0**	**0**

Intangible assets

a. Goodwill

In accordance with revised IFRS 3, when control is acquired over businesses or companies, such business combinations are accounted for using the acquisition method.

Under this method, assets, liabilities and contingent liabilities of the acquired company that meet the definition of identifiable assets or liabilities are recognised at fair value on the acquisition date.

The difference between the acquisition cost of the business or securities of the company acquired, and the fair value of the assets, liabilities and contingent liabilities on the acquisition date is recorded in balance sheet assets under goodwill if positive and in the income statement for the year of acquisition if negative.

Acquisition costs must be recognised under expenses and the company may choose between the full or partial goodwill methods for each transaction.

Goodwill is tested for impairment every year or more frequently as soon as events or circumstances arise indicating that an impairment loss might be incurred. Such events or circumstances exist when material modifications occur that would call into question the substance of the initial investment over a sustained period.

For conducting impairment tests, goodwill is allocated to each cash generating unit (CGU) based on the organisation implemented by the Group. A CGU is defined as a homogeneous group of assets that generates cash inflows largely independent of the cash inflows from other assets or groups of assets.

The recoverable value of the CGU is equal to the higher between (i) its value in use measured according to the discounted cash flow method and (ii) its fair value minus the cost of sales.

If the recoverable value of the CGU is lower than the carrying value of its assets, the impairment loss is allocated in priority to goodwill. An impairment loss recognised on goodwill is reversible in nature and cannot be reversed. To determine value in use, estimated future cash flows are discounted according to a rate reflecting current assessments of the time value of money and the specific risk for the asset or the CGU in question.

b. Other intangible assets

Intangible assets acquired separately are recognised at cost while those acquired through a business combination are recognised at fair value on the acquisition date. Finite life intangible assets are amortised over their useful lives:

	Useful life (in years)
Software	4
Usufruct of offices	10
Non-compete clause	5

Indefinite life intangible assets are not amortised and are tested for impairment at least once a year in accordance with IAS 36.

Property, plant and equipment

Property, plant, and equipment are carried at cost less accumulated depreciation. The depreciation of property, plant and equipment is calculated according to the straight-line method over the estimated useful life for the different categories of assets that are as follows:

	Useful life (in years)
Fixtures and improvements	10
Transport equipment	5
Office and computer equipment	3
Office furniture	5
Assets located at foreign sites	2 à 5 (according to the terms of customer contracts)

In the event of any internal or external indication of impairment, the Group will assess the recoverable value of the tangible assets and record an impairment loss if the net carrying value exceeds their recoverable value.

Inventories and work in progress

Inventories are measured (including transport cost (according to the weighted average cost method. However, for reasons relating to software applications or statutory requirements, where this method cannot be used, the FIFO (first in, first out) method is used, with a marginal impact on the measurement of inventory and consumables.
Furthermore, values used are adjusted for risks of expiration associated with such inventories.

Trade receivables

Trade receivables are recognised at face value. Impairment charges are recorded for receivable collection risks using the simplified approach for expected credit losses available under IFRS 9.

Cash and cash equivalents

Cash includes cash on hand as well as short-term investments considered to be readily convertible to cash and subject to an insignificant risk to changes in value with regards to the criteria of IAS 7.
Overdrafts do not qualify as cash and cash equivalents and are recognised as current financial liabilities.

IAS 7.48 requires an entity to disclose the existence of any significant restricted cash balances that it holds but may not be used by the group, together with management's narrative commentary (this is the case, for example, for cash and cash equivalent balances held by a subsidiary operating in a country subject to foreign exchange controls or other restrictions).

Cash and cash equivalents have been translated into euros at the closing exchange rate at the end of the reporting period. The resulting translation differences are recognised in the income statement of the year as currency gains or losses.

Provisions for contingencies and expenses
In accordance with IAS 37, a provision is recorded when there exists an obligation towards a third-party at the end of the reporting period, whether legal, contractual or constructive, resulting in a probable outflow of resources embodying economic benefits to settle the obligation, without receiving in exchange resources of a value at least equivalent to the latter expected after closing date.

Current and deferred tax
In accordance with IAS 12, the deferred taxes are determined according to the liability method for timing differences between the book values and the tax bases for the assets and liabilities items. They are not discounted and are measured using the official year-end tax rate which will be applicable as soon as the timing differences are reabsorbed.

Deferred tax assets arising from timing differences and tax loss carryforwards are recognised when considered recoverable over the period of validity, taking into account the historical and forward-looking information.
It should be noted that no French tax sharing arrangements between the parent company and subsidiaries exist within the Group.

Evaluation of risks
The risks are of the same nature as those described in the section "06. Risk factors and risk management procedures" of the Board of Directors' management report on operations for the year ended 31.12.2021 as well as those mentioned herein in note 15.

Covid-19 situation
From the beginning of the health crisis in February 2020, the Group implemented and continues to apply all measures to protect all of its teams while ensuring the continuity of services to its customers.

Varying degrees of health restrictions and lockdown measures remained in effect in many countries affected by the pandemic over the course of 2021.

However, as some borders began to open and restrictions were gradually lifted, we were once again able to work closely with our customers and our teams working in the field of our operations.

The impact of the Covid-19 crisis on the Group has been limited thus far, highlighting its considerable resilience. These effects were also offset by its diversified customer base across different regions and industry segments.

As the environment for raw materials improved overall, the mining sector confirmed a rapid recovery from the crisis.

Oil markets also appeared to be gaining strength, with a marked surge in oil prices, thus favouring a gradual recovery in investments.

It should be noted that in 2021 exchange rates were less volatile in countries still affected by the Covid-19 crisis. The depreciation in the average exchange rate had a negative impact of €13.1 million on revenue (down €3.2 million in the second half of 2021) and €1.2 million on operating profit.

Conversely, the improvement in exchange rates at 31 December 2021 resulted in a foreign exchange gain of €1.5 million in 2021 compared to a loss of €7.8 million in 2020.

3. Geographic segment information

In accordance with IFRS 8, operating segments are those presented by management based on the Group's internal reporting procedures. Because all Group revenue is generated outside of France, and it operates in a single business, segment information is presented by region as follows (€ thousands):

		2021	2020
AFRICA/MIDDLE EAST AALGERIA - BURKINA FASO - CAMEROON - CHAD - CONGO-BRAZZAVILLE - DR OF CONGO - ERITREA - GABON - MALAWI - MALI - MAURITANIA - MOZAMBIQUE - NIGER - SAUDI ARABIA - SENEGAL - SOMALIA - UGANDA	Revenue	142,132	143,731
	COP	2,944	6,612
EURASIA KAZAKHSTAN - MONGOLIA - RUSSIA	Revenue	86,387	76,499
	COP	3,035	3,978
AMERICAS BOLIVIA - BRAZIL	Revenue	42,175	35,513
	COP	5,846	2,524
REVENUE		**270,694**	**255,743**
CURRENT OPERATING PROFIT		**11,825**	**13,114**

The segment information is prepared according to the same accounting methods used by the Group for its IFRS consolidated financial statements. Current operating income by geographic segment includes headquarters overhead costs prorated according to the percentage of sales for the region. Segment information relating to assets and liabilities is not considered relevant.

4. Allowances and reversal of provisions

Changes in provisions for impairment and reversals break down as follows (€ thousands):

	2021	2020
Provisions for collection risks for trade and other receivables	(350)	(415)
Operating allowances	(992)	(526)
Reversal of provisions for collection risks for trade and other receivables	626	420
Reversal of operating allowances	459	279
Provisions/reversals	**(257)**	**(242)**

5. Other financial income and expenses

Other operating income and expenses breaks down as follows (€ thousands):

	2021	2020
Profit from asset disposals	235	115
Changes in Group structure	0	129
Miscellaneous operating income		
Payment differences	1	4
Compensation from other disputes		
Other operating income	**236**	**248**

	2021	2020
Customer disputes		
Labour disputes	(134)	(105)
Other lawsuit contingencies	(108)	(70)
Destruction of trade goods		
Penalties	(772)	(401)
Changes in Group structure		
Impairment of goodwill		
Payment differences		
Other operating expenses	**(1,014)**	**(576)**

6. Analysis of net financial income (expense)

Net financial expense breaks down as follows (€ thousands):

	2021	2020
Net proceeds from the disposal of marketable securities	1	7
Income from cash equivalents	516	449
Interest expense on borrowings	(611)	(594)
IFRS 16 interest expenses	(272)	(426)
Other interest and similar expenses	(294)	(326)
Other financial income		1
Net borrowing costs	**(660)**	**(889)**
Translation differences	1,475	(7,797)
Net financial expense	**815**	**(8,686)**

Because all the company's revenue is generated by international operations, it is subject to risks related to foreign exchange fluctuations, notably of the US dollar.
Procedures have been implemented accordingly to reduce the most likely exposures, mainly associated with cash flows in foreign currency generated by business operations.
In order to limit the foreign exchange risks, expenses and income are generally denominated in the currency of the country of operation which contributes to maintaining a certain balance, notably at the level of operating profitability.
All borrowing costs are expensed in the period in which they are incurred.

7. Corporate income tax

- In accordance with IAS 12, the deferred taxes are determined according to the liability method for timing differences between the book values and the tax bases for the assets and liabilities items. They are not discounted and are measured using the official year-end tax rate which will be applicable as soon as the timing differences are reabsorbed.
- Deferred tax assets arising from timing differences and tax loss carryforwards are recognised when considered recoverable over the period of validity, taking into account the historical and forward-looking information.
- It should be noted that no French tax sharing arrangements between the parent company and subsidiaries exist within the Group.
- Tax losses of foreign subsidiaries are only recognised as tax assets when considered recoverable over the period of validity.

The breakdown of the corporate tax in the income statement is as follows (€ thousands):

	2021	**2020**
Profit before tax	11,862	4,100
French tax rate (26.5% in 2021 / 28% in 2020)	(3,143)	(1,148)
Impact of non-deductible expenses	(28)	(18)
Impact of operating country tax rates and tax bases	(1,716)	(3,599)
Corporate tax income (expense)	**(4,887)**	**(4,765)**

8. Intangible assets

Intangible assets include the following items (€ thousands):

	31.12.2020	Acquisitions / Allowances	Disposals / Reversals	Translation adjustments	Consolidation changes and reclassifications	31.12.2021
Software	1,276	168	(40)	22	0	1,426
Goodwill	12,139			56	0	12,195
Non-compete clauses	2,300					2,300
Other intangible assets	410	0	0	0		410
Gross intangible assets	**16,125**	**168**	**(40)**	**78**	**0**	**16,331**
Amortisation of software	(1,114)	(125)	40	(18)	0	(1,217)
Amortisation of non-compete clauses	(2,300)					(2,300)
Amortisation of other intangible fixed assets	(351)	(39)	0	(1)		(391)
Amortisation, depreciation and impairment	**(3,765)**	**(164)**	**40**	**(19)**	**0**	**(3,908)**
Net intangible assets	**12,360**					**12,423**

CIS defines a cash flow generating unit as the lowest level within the entity at which the goodwill is monitored for internal management purposes, corresponding to the smallest identifiable group of assets that generates cash inflows largely independent of the cash inflows from other assets or groups of assets. For such purpose, CIS Group has selected the country level as the CGU.

Goodwill consists of:

- Goodwill from the Algerian company, CIEPTAL acquired in 2006 in the amount of €6,600,000
- Goodwill arising from the acquisition of the Brazilian companies Alternativa & Beta in 2019 in the amount of €5,594,000.

This goodwill is tested for impairment annually based on the value of the corresponding CGUs.

The following assumptions were used to determine their value in use:

	ALGERIA		BRAZIL	
	2021	2020	2021	2020
Discount rate (WACC)	10.00%	12.00%	9.00%	9.00%
Of which country and market risk premium	*17.10%*	*22.20%*	*10.50%*	*10.50%*
Perpetuity growth rate	3.00%	3.00%	2.00%	2.00%
Budget period	3 years	3 years	3 years	3 years

Furthermore, to prevent any risks associated with this valuation, a sensitivity analysis has been performed based on the following parameters:
- -2 points of growth in sales
- -1 point of growth in the operating margin
- -2 points of growth in long-term cash flows.

This analysis did not indicate a recoverable value lower than the carrying value of the CGU.

9. Property, plant and equipment

Property, plant and equipment include the following items (€ thousands):

	31.12.2020	Acquisitions / Allowances	Disposals / Reversals	Translation adjustments	Consolidation changes and reclassifications	31.12.2021
IFRS 16 right-of-use assets	11,376	3,021	(1,564)	366		13,199
Buildings and living compounds	4,852	545	(39)	138	0	5,496
Plant, machinery and equipment	8,593	1,236	(1,046)	277	327	9,387
General equipment, fixtures and miscellaneous improvements	3,434	63	(46)	36	0	3,487
Transport equipment	5,383	957	(908)	178	214	5,824
Office and computer equipment	2,300	1,374	(273)	99	(423)	3,077
Tangible assets under construction	0					0
Gross property, plant and equipment	**35,938**	**7,196**	**(3,876)**	**1,094**	**118**	**40,470**
Amortisation of IFRS 16 right-of-use assets	(6,322)	(3,929)	1,202	(389)		(9,438)
Depreciation of buildings and living compounds	(2,108)	(316)	39	(60)		(2,445)
Depreciation of plant, machinery and equipment	(6,990)	(857)	999	(229)	(5)	(7,082)
Depreciation of general equipment, fixtures and miscellaneous improvements	(2,743)	(156)	17	(32)	(20)	(2,934)
Depreciation of transport equipment	(4,559)	(468)	656	(138)	(47)	(4,556)
Depreciation of office and computer equipment	(1,646)	(248)	195	(41)	(11)	(1,751)
Amortisation, depreciation and impairment	**(24,368)**	**(5,974)**	**3,108**	**(889)**	**(83)**	**(28,206)**
Net property, plant and equipment	**11,570**					**12,264**

10. Non-current financial assets

Financial assets include the following (€ thousands):

	31.12.2020	Increase	Decrease	Translation adjustments	Consolidation changes and reclassifications	31.12.2021
Deposits and guarantees	610	308	(226)	30	0	722
Loans and financial assets	11	28	(21)	0	0	18
Net financial assets	**621**	**336**	**(247)**	**30**	**0**	**740**

11. Inventories

Inventories consisting primarily of food supplies break down as follows (€ thousands):

	31.12.2021	31.12.2020
Inventory of trade goods	22,311	17,284
Provisions for impairment		
Net inventories	**22,311**	**17,284**

12. Trade receivables

Trade receivables break down as follows (€ thousands):

	31.12.2021	31.12.2020
Trade receivables	55,670	55,535
Doubtful trade receivables	(1,972)	(2,109)
Net trade receivables	**53,698**	**53,426**

13. Other current assets

Other current assets break down as follows (€ thousands):

	31.12.2021	31.12.2020
Advances and instalments paid on orders	2,310	1,166
Other receivables	11,618	7,377
Provisions for doubtful trade receivables		
Prepaid expenses	2,344	1,249
Other current assets	**16,272**	**9,792**

14. Cash and cash equivalents

Other current assets break down as follows (€ thousands):

	31.12.2021	31.12.2020
Unrestricted cash	25,397	24,000
Restricted cash not available for use by the group	35,329	32,316
Income from cash and cash equivalents	**60,726**	**56,316**

Restricted cash not available for use by the Group corresponds to the funds blocked in Algeria.

CNAS paid dividends to CIS SA in 2007, 2008 and 2009. The Bank of Algeria, considering that these transfers of funds were made in violation of laws and regulations governing foreign exchange and the movement of capital, initiated legal proceedings against the bank having executed said transfers and CNAS respectively.

On 9 November 2016 the Court of Appeals of Algiers nevertheless rendered a definitive ruling dismissing this case, following its referral by the Algerian Supreme Court.

On that basis, CNAS thereupon requested the Bank of Algeria to lift the restriction on the international transfer of the funds. This was request executed by a letter dated 15 February 2017.

On 1 February 2017, the General Meeting of CNAS voted to distribute a dividend of DZD 4 billion and requested its bank to transfer the funds accordingly to CIS SA. The bank initiated the transfer and CNAS paid the corresponding withholding tax to the Algerian tax authorities.

Despite the definitive ruling by the Algerian Supreme Court, the country's highest jurisdiction, the Bank of Algeria blocked the request to transfer the dividends by a decision dated 7 May 2017, in contradiction of the terms of its own letter of 15 February 2017.

On 22 February 2018, CNAS thereupon referred the matter to the Council of State to obtain the annulment of the decision of the Bank of Algeria and the authorisation to transfer the dividends, in accordance with the ruling of the Court of Appeals of Algiers in November 2016. By its decision of 14 November 2019, without ruling on the merits, the Council of State dismissed the petitions of CNAS, considering the appeal as time-barred on the grounds that it was introduced after the legal deadlines.

A new application was in consequence initiated with another international bank which submitted it for prior approval by the Bank of Algeria. This application was on that basis submitted to the national bank's foreign exchange control division on 9 June 2020.

This case is currently being processed by the competent authorities.

The Group thus remains confident, as its situation with regard to the authorisation to transfer dividends to France, has been definitively judged and validated by Algeria's highest national courts who confirmed that we are fully entitled transfer dividends to France.

15. Provisions and other non-current liabilities

Provisions and other non-current liabilities break down as follows (€ thousands):

	31.12.2020	Allowances	Reversals (provisions used in the period)	Reversals (unused provisions)	Translation adjustments	Consolidation changes and reclassifications	31.12.2021
Labour disputes	417	148	(141)	(94)			330
Other lawsuit contingencies for subsidiaries	394	797	(47)	(177)	23	0	990
Provisions for pension liabilities	276	58	0	0			334
Provisions and other non-current liabilities	**1,087**	**1,003**	**(188)**	**(271)**	**23**	**0**	**1,654**

16. Current and non-current financial liabilities

Non-current financial liabilities consist of loans obtained to finance the purchase of equipment and working capital required to operate new contracts signed in the operating countries.
75% of the acquisitions of Alternativa and Beta were financed through bank loans, with the balance from equity.

Bank	Net carrying value in € thousands at 31.12.2020	Net carrying value in € thousands at 31.12.2021	Nominal amount in € thousands	Rate	Maturity < 1 year	Maturity >2 and < 5 years	Maturity > 5 years
BNP (France)	7,685	6,276	10,000	1.80%	1,434	4,842	
CEPAC (France)	19,024	18,232	20,000	1.03%	2,980	15,252	
Itau (Brazil)	1,569		1,569	6.42%			
BNP (Brazil)	1,569		1,569	6.30%			
Itau (Brazil)		1,585	1,585	9.46%	1,585		
BNP (Brazil)		1,585	1,585	9.40%	1,585		
Bank borrowings	**29,847**	**27,678**			**7,584**	**20,094**	**0**
IFRS 16 lease liabilities	5,555	4,021			1,897	2,124	
Bank overdrafts	520	2,486			2,486		
Current accounts	179	156			156		
Long-term debt	**36,101**	**34,341**			**12,123**	**22,218**	**0**

17. Other current liabilities

Other current liabilities include the following (€ thousands):

	31.12.2021	31.12.2020
Advances and down-payments on orders in progress	14,602	8,475
Other tax and social security payables	23,281	18,962
Other payables	1,032	890
Other current liabilities	**38,915**	**28,327**

18. Shareholders' equity

As of 31 December 2021, the share capital of Catering International & Services was composed of 8,041,040 shares with a par value of €0.20.

At 31 December 2021, the Company held 261,179 treasury shares for an amount of €3,983,000 recognised as a deduction from equity. For information, at 31 December 2020, 194,921 own shares valued at €3,150,000 were held in treasury and deducted in consequence from equity.

In the financial year, the General Meeting voted to not distribute dividends.

19. Related party transactions

- Pursuant to the authorisation of the Board of Directors of 10 April 2018, your company concluded a nine-year commercial lease for professional use with Financière Régis Arnoux SAS in exchange for adjustable annual rental payments of €45,000 excluding charges. For FY 2021, under the terms of this agreement, expenses of €47,000 were recognised for rental payments excluding charges.

- Pursuant to the authorisation of the Board of Directors of 10 April 2018, your company concluded a nine-year commercial lease for professional use with Financière Régis Arnoux SAS in exchange for adjustable annual rental payments of €87,000 excluding charges. For FY 2021, under the terms of this agreement, expenses of €90,000 were recognised for rental payments excluding charges.

- Pursuant to the authorisation of the Board of Directors of 10 April 2018, your company concluded a nine-year commercial lease for professional use with Financière Régis Arnoux SAS in exchange for adjustable annual rental payments of €99,000 excluding charges. For FY 2021, under the terms of this agreement, expenses of €103,000 were recognised for rental payments excluding charges.

- Pursuant to the authorisation of the Board of Directors of 16 September 2015, your company concluded a 12-year commercial lease for professional use with SCI Borély in exchange for adjustable annual rental payments of €32,000 excluding charges. For FY 2021, under the terms of this agreement, expenses of €33,000 were recognised for rental payments excluding charges.

- Pursuant to the authorisation of the Board of Directors of 4 July 2013, your company concluded a service agreement with the company Marine Firminy to provide commercial and technical assistance for the development and diversification of activities for services to the armed forces. For FY 2021, under the terms of this agreement, no expense was recorded.

- Pursuant to the authorisation of your Board of Directors on 28 May 2020, your company entered into a renewable agreement for the purpose of coordination and assistance for 12-months with Financière Régis Arnoux SAS for the purpose of strengthening the Group in preparing its financial, operating and commercial policies and providing assistance in the areas of strategy, organisation, HR and communications. For FY 2021, under the terms of this agreement, expenses of €449,000 excluding tax were recognised for fees.

- Pursuant to the authorisation of the Board of Directors of 19 November 2020, your company concluded a nine-year commercial lease for professional use with SCI PHENIX in exchange for adjustable annual rental payments of €30,000 excluding charges. For FY 2021, under the terms of this agreement, expenses of €30,000 were recognised for rental payments excluding charges.

20. Off-balance-sheet contingencies and commitments

Commitments given at 31 December 2021 amounted to €17,465,000 of which:
- performance bonds €12,965,000
- advance payment guarantees €4,031,000
- tender bonds........ €307,000
- of which other guarantees €162,000

The maturities of these guarantees range from 1 to 5 years.

21. Pension obligations

A provision of €334,000 was recorded in the balance sheet for pension liabilities.

The Group records the total amount of its benefit obligations for retirement, early retirement, retirement severance payments, social security, long-service awards, contingency fund and other similar benefits both for the personnel currently working and retired personnel, net of the plan assets and the amounts not recognised in accordance with the provisions of IAS 19.

For the defined contribution plans, payments made by the Group are expensed in the period to which they relate. For defined benefit plans, the costs are estimated using the projected unit credit method.

Future employee benefit obligations are measured on the basis of assumptions about wage escalation trends, retirement age and probability of payment. These future payments are taken to their present value using a specific discount rate.

The actuarial gains and losses (change in benefits and financial assets due to the changes in assumptions and experience adjustments) are recognised under other comprehensive income.

Employee benefit costs are divided into two categories:
- A charge from the reversal of the measurement of present value (net of return on plan assets) recorded under financial income and expense;
- Operating expenses corresponding to service costs.

Assumptions used for the calculation are as follows:

- A retirement age of 65
- Average decrease in career profile
- Average staff turnover: 5%
- Salary escalation: 1.5% per year
- Discount rate: 0.8% per year
- Separate mortality ratios based on distinct mortality tables for men and women (Reference: Insee TD 2012-2016 Table)

22. Staff

Changes in staff costs and the workforce are as follows (staff costs in € thousands):

	2021			2020		
	Headcount	Salaries and social contributions	External staff costs	Headcount	Salaries and social contributions	External staff costs
Headquarters staff	46	5,968		46	5,093	
Local staff	11,728	87,840		10,887	83,239	
Total CIS staff	**11,774**	**93,808**	**0**	**10,933**	**88,332**	**0**
Local external staff	1,151	60	12,048	1,158	29	12,310
Workforce managed by the Group	**12,925**	**93,868**	**12,048**	**12,091**	**88,361**	**12,310**

23. Consolidated companies

The following companies were consolidated:

Company	Method of consolidation	Controlling interest (%) of the Group	
		2021	**2020**
CIS	Parent company	100%	100%
ARCTIC CATERING SERVICES (ACS)	Full consolidation	100%	100%
CIS CAMEROUN	Full consolidation	100%	100%
CIS CHAD	Full consolidation	100%	100%
CIS BOLIVIA	Full consolidation	99%	99%
CIS BRAZIL	Full consolidation	100%	100%
CATERING NORTH AFRICA SERVICES	Full consolidation	100%	100%
CIS NEW CALEDONIA	Full consolidation	60%	60%
CIEPTAL	Full consolidation	100%	100%
ICS GUINEA CONAKRY	Full consolidation	100%	100%
CISY YEMEN	Full consolidation	50%	50%

Company	Method of consolidation	Controlling interest (%) of the Group	
		2021	2020
CAC KAZAKHSTAN	Full consolidation	100%	100%
CIS NIGER	Full consolidation	100%	100%
CIS BURKINA FASO	Full consolidation	100%	100%
GCS GUINEA CONAKRY	Full consolidation	100%	100%
CNA	Full consolidation	100%	100%
MOHJAT AL-IRAQ GENERAL TRADE	Full consolidation	100%	100%
CIS MIDDLE-EAST	Full consolidation	100%	100%
CIS DOMINICANA	Full consolidation	100%	100%
CIS MALI	Full consolidation	100%	100%
CIS NACALA	Full consolidation	100%	100%
SUPPORT SERVICES MONGOLIA	Full consolidation	49%	49%
CATER CONGO	Full consolidation	100%	100%
CIS MOZAMBIQUE	Full consolidation	80%	80%
CIS ARABIA	Full consolidation	100%	100%
TSC RDC	Full consolidation	100%	100%
CIS KOWEIT	Full consolidation	94%	94%
ALTERNATIVA (1)	Merged	-	100%
BETA	Full consolidation	100%	100%
CIS KASHAGAN	Full consolidation	55%	55%
CIS MALAWI	Full consolidation	100%	100%
CIS SENEGAL	Full consolidation	100%	100%
CSS CONGO	Full consolidation	49%	49%
CIS GABON	Full consolidation	100%	100%
ISC CAMEROUN	Full consolidation	100%	100%
SSC CONGO BRAZZAVILLE (2)	Full consolidation	100%	-
CIS OUGANDA (3)	Full consolidation	80%	-

(1) The company Alternativa was merged into CIS BRASIL on 1 April 2021.
(2) SSC Congo Brazzaville is a wholly-owned subsidiary of CIS, consolidated as from November 2021.
(3) CIS Ouganda is a wholly-owned subsidiary of CIS, consolidated as from August 2021.

The Yemeni company CISY, the Mongolian company Support Services Mongolia as well as the Congolese company, CSS Congo, were fully consolidated as exclusive control has been given to the parent company CIS, even though CIS SA's percentages of ownership interest in these companies are respectively 50%, 49% and 49%. The notion of control is analysed in reference to the criteria defined by IFRS 10, and namely:

- CIS SA has power over CISY, SSM and CSS,
- CIS SA has exposure to variable returns from its involvement with CISY, SSM and CSS,
- CIS SA has the ability to use its power over CISY, SSM and CSS to affect the amount of these returns.

24. Auditors' fees

Group Auditors:

ODYCÉ NEXIA
Member of Nexia International
17, boulevard Augustin Cieussa 13007 Marseille

SYREC
Prado Beach
59, promenade Georges Pompidou 13272 Marseille

Fees recognised in the period (€ thousands):

	ODYCÉ NEXIA		SYREC		OTHER	
	FY 2021	FY 2020	FY 2021	FY 2020	FY 2021	FY 2020
	Amount excl. VAT	Amount excl. VAT	Amount excl. VAT	Amount excl. VAT	Amount excl. VAT	Amount excl. VAT
Statutory auditing (parent company, consolidated accounts and subsidiaries)	51,3	50,3	51,3	50,3	189,3	174,4
Service other than account certification			9,0		7,5	7,5
Total fees	**51,3**	**50,3**	**60,3**	**50,3**	**196,8**	**181,9**

25. Subsequent events

In response to the current conflict in Ukraine, a crisis unit was set up on Thursday 24 February. CIS Group's priority is to provide support for all its employees, keep them safe and ensure the continuity of operations while standing beside our customers.

While active in Russia for 30 years, CIS has no operations in Ukraine.

In Russia, the Group works through its local subsidiary, which operates on several sites and is completely independent, both financially and in terms of human resources, thanks to mostly local recruitment and procurement policies.

Nearly 100% of the workforce is made up of local staff. Business continuity is current ensured to support customers and maintain services that are essential for remote sites to run smoothly, such as catering, accommodation and facility management services.

Russia accounted for 12.6% of CIS's business in 2021 (18.0% at 28 February 2022), representing a contribution of €34.2 million to the Group's consolidated revenue of €270.7 million.
The cash position of our Russian subsidiary was €0.5 million at 31 December 2021.

As announced at the end of 2021, the Russian subsidiary won two major contracts with international Russian and Kazakh operators. The larger contract began operations successfully in early January, while delays of a few months are expected before the launch of the second contract.

The issue currently facing the Group is the depreciation of the rouble. As our income and expenses are denominated in local currencies, this situation, if it persists, could affect our revenue, but to a lesser extent our margins. However, it is still too early to tell.

In any case, the Group is closely monitoring how the situation is developing.

Separate parent company financial statements

	CATERING INTERNATIONAL & SERVICES Income statement (1/2) (€ thousands)	Financial year Y ended 31.12.2021			Y-1 at 31.12.2020
		France	Export	Total	
OPERATING REVENUES	Sales of goods held for resale	0.0	0.0	0.0	0.0
	Sold production: goods	0.0	0.0	0.0	0.0
	Sold production: services	0.0	22,385.8	22,385.8	25,371.7
	Net sales	**0.0**	**22,385.8**	**22,385.8**	**25,371.7**
	Change in finished goods and in-progress inventory			0.0	0.0
	Capitalised production			0.0	0.0
	Operating grants			0.0	0.0
	Reversals of depreciation, amortisation and provisions and expense reclassifications			845.4	3,828.2
	Other income			1,125.2	247.3
	Total operating revenue (I)			**24,356.4**	**29,447.2**
OPERATING EXPENSES	Purchase of trade goods			0.0	0.0
	Changes in inventories (trade goods)			0.0	0.0
	Purchase of raw material and other supplies			6,584.2	7,527.6
	Changes in inventories (purchase of raw material and other supplies)			151.1	625.6
	Other purchases and external charges			11,988.1	12,287.0
	Taxes and similar payments (other than on income)			997.2	992.5
	Wages and salaries			6,247.6	5,688.3
	Social security contributions			2,447.7	2,236.2
	OPERATING ALLOWANCES: Fixed assets depreciation allowance			239.0	217.2
	OPERATING ALLOWANCES: Provisions for losses in value of fixed assets			0.0	0.0
	OPERATING ALLOWANCES: Provisions for losses on current assets			415.0	103.0
	OPERATING ALLOWANCES: Provisions for contingencies and expenses			622.7	481.8
	Other expenses			750.8	1,917.5
	Total operating expenses (II)			**30,443.4**	**32,076.6**
	1. OPERATING PROFIT (LOSS) (I-II)			**(6,087.0)**	**(2,629.4)**
JOINT OPERATIONS	**Profits attributed or losses transferred (III)**			**0.0**	**0.0**
	Loss incurred or transferred profit (IV)			**0.0**	**0.0**

	CATERING INTERNATIONAL & SERVICES Income Statement (2/2) (€ thousands)	Financial year Y ended 31.12.2021	Y-1 at 31.12.2020
FINANCIAL INCOME	Financial income from equity interests	6,782.7	6,205.9
	Income from other securities and long-term receivables	0.0	0.0
	Other interest and similar income	0.9	10.3
	Reversals of provisions and expense reclassifications	2,678.8	1,420.4
	Foreign exchange gains	194.8	130.3
	Net gain from the disposal of marketable securities	0.0	0.0
	Total financial income (V)	**9,657.2**	**7,766.9**
FINANCIAL EXPENSES	Allowances for amortisation and reserves	927.3	2,502.9
	Interest and similar expenses	428.5	446.2
	Foreign exchange losses	73.6	5,545.5
	Net losses from the disposal of marketable securities	0.1	5.7
	Total financial expense (VI)	**1,429.5**	**8,500.3**
	2. NET FINANCIAL PROFIT / (EXPENSE) (V-VI)	**8,227.8**	**(733.4)**
	3. PROFIT (LOSS) FROM ORDINARY ACTIVITIES BEFORE TAX AND EXCEPTIONAL ITEMS (I-II+III-IV+V-VI)	**2,140.8**	**(3,362.8)**
EXCEPTIONAL INCOME	Exceptional income from non-capital transactions	21.5	14.8
	Exceptional income from capital transactions	82.0	0.0
	Reversals of provisions and expense reclassifications	0.0	0.0
	Total exceptional income (VII)	**103.4**	**14.8**
EXCEPTIONAL EXPENSES	Exceptional expenses on non-capital transactions	135.3	132.0
	Exceptional expenses on capital transactions	0.0	12.7
	Exceptional appropriations for amortisations and reserves	0.0	0.0
	Total exceptional expenses (VIII)	**135.3**	**144.7**
	4. NET EXCEPTIONAL ITEMS (V-VI)	**(31.9)**	**(129.9)**
	Employee profit sharing (IX)	**0.0**	**0.0**
	Income tax expense (X)	**144.5**	**(75.8)**
	TOTAL REVENUES (I+III+V+VII)	**34,117.0**	**37,228.8**
	TOTAL EXPENSES (II+IV+VI+VIII+IX+X)	**32,152.7**	**40,645.7**
	5. PROFIT OR LOSS (Total revenues - Total expense)	**1,964.4**	**(3,416.9)**

CATERING INTERNATIONAL & SERVICES Balance Sheet - Assets (€ thousands)			Financial year Y ended 31.12.2021			Y-1 at 31.12.2020
			Gross	Depreciation, amortisation, provisions	Net	Net
		Uncalled subscribed capital (I)	**0.0**	**0.0**	**0.0**	**0.0**
NON-CURRENT ASSETS	INTANGIBLE ASSETS	Start-up costs	0.0	0.0	0.0	0.0
		Research and development expenditures	0.0	0.0	0.0	0.0
		Concessions, patents and similar rights	656.7	648.8	7.9	31.7
		Goodwill	0.0	0.0	0.0	0.0
		Other intangible assets	2,700.5	2,681.7	18.8	58.2
		Advances and prepayments on intangible assets	0.0	0.0	0.0	0.0
	PROPERTY, PLANT AND EQUIPMENT	Land	0.0	0.0	0.0	0.0
		Buildings	0.0	0.0	0.0	0.0
		Plant, machinery and equipment	383.2	163.6	219.6	3.8
		Other tangible assets	3,582.2	3,072.1	510.1	600.0
		Tangible assets under construction	0.0	0.0	0.0	0.0
		Advances and deposits	0.0	0.0	0.0	0.0
	NON-CURRENT FINANCIAL ASSETS	Equity-accounted investments	0.0	0.0	0.0	0.0
		Other investments	12,628.0	0.0	12,628.0	11,203.2
		Investment-related receivables	2,000.0	0.0	2,000.0	5,000.0
		Other fixed securities	0.5	0.0	0.5	0.5
		Loans	0.0	0.0	0.0	0.0
		Other financial assets	114.0	0.0	114.0	90.9
		TOTAL (II)	**22,065.2**	**6,566.1**	**15,499.1**	**16,988.3**
CURRENT ASSETS	STOCKS	Raw materials and supplies	1,993.9	0.0	1,993.9	2,145.1
		Work-in-progress: goods	0.0	0.0	0.0	0.0
		Work-in-progress: services	0.0	0.0	0.0	0.0
		Semi-finished and finished products	0.0	0.0	0.0	0.0
		Trade goods	0.0	0.0	0.0	0.0
		Advances and instalments paid on orders	727.5	0.0	727.5	257.0
	RECEIVABLES	Trade receivables and related accounts	3,538.6	0.0	3,538.6	2,717.8
		Other receivables	35,163.5	4,554.0	30,609.5	31,312.9
		Subscribed capital called and unpaid	0.0	0.0	0.0	0.0
	MISCEL-LANEOUS	Marketable securities	3,982.6	352.1	3,630.5	1,989.2
		Cash and cash equivalents	10,154.5	0.0	10,154.5	10,995.1
ACCRUAL ACCOUNTS		Prepaid expenses	501.4	0.0	501.4	437.5
		TOTAL (III)	**56,062.0**	**4,906.1**	**51,155.9**	**49,854.6**
		Charges to be spread over several periods (IV)	**0.0**		**0.0**	**0.0**
		Bond redemption premiums (V)	**0.0**		**0.0**	**0.0**
		Unrealised exchange losses (VI)	**927.3**		**927.3**	**1,869.3**
		TOTAL (I to VI)	**79,054.5**	**11,472.2**	**67,582.3**	**68,712.1**

	CATERING INTERNATIONAL & SERVICES Balance Sheet - Equity & Liabilities (€ thousands)	Financial year Y ended 31.12.2021	Y-1 at 31.12.2020
SHAREHOLDERS' EQUITY	Share capital or individual share	1,608.2	1,608.2
	Additional paid-in capital	1,500.7	1,500.7
	Revaluation difference	0.0	0.0
	Legal reserve	160.8	160.8
	Statutory or contractual reserves	0.0	0.0
	Tax-based reserves	0.0	0.0
	Other reserves	21,161.3	24,578.2
	Retained earnings	0.0	0.0
	Annual profit or loss	**1,964.4**	**(3,416.9)**
	Investment grants	0.0	0.0
	Tax-driven provisions	0.0	0.0
	TOTAL (I)	**26,395.4**	**24,431.1**
OTHER EQUITY	Proceeds of issuance of non-voting shares	0.0	0.0
	Advances on conditions	0.0	0.0
	TOTAL (II)	**0.0**	**0.0**
PROVISIONS FOR CONTINGENCIES AND EXPENSES	Provision for contingencies	2,856.3	3,636.5
	Provisions for expenses	243.4	232.6
	TOTAL (III)	**3,099.7**	**3,869.1**
PAYABLES	Convertible bonds	0.0	0.0
	Other bond loans	0.0	0.0
	Bank borrowings	24,955.3	27,166.7
	Other borrowings and financial liabilities	1,742.9	3,809.5
	Advances and down-payments on orders in progress	253.2	106.0
	Trade payables and related accounts	7,839.8	6,041.0
	Tax and social security payables	2,906.7	2,363.3
	Payables to suppliers of fixed assets and related accounts	54.9	15.2
	Other payables	28.2	189.5
ACCRUAL ACCOUNTS	Deferred revenue	0.0	0.0
	TOTAL (IV)	**37,781.0**	**39,691.2**
	Unrealised exchange gains (V)	**306.2**	**720.8**
	TOTAL (I to V)	**67,582.3**	**68,712.1**

NOTES TO THE ANNUAL FINANCIAL STATEMENTS

Notes to the separate parent company financial statements before the income appropriation for the year with total assets of €67,582,300 and an income statement presented in list form showing revenue of €22,385,800 and a profit of €1,964,400.
The financial period runs for twelve months from 1 January to 31 December 2021.
The notes and tables presented below are an integral part of the separate parent company financial statements.
The separate parent company financial statements of CIS for the year ended 31 December 2021 were approved by the Board of Directors on 13 April 2022.

1. Annual highlights

From the beginning of the health crisis in February 2020, CIS implemented and continues to apply all measures to protect all of its teams while ensuring the continuity of services to its customers.

Varying degrees of health restrictions and lockdown measures remained in effect in many countries affected by the pandemic over the course of 2021.

However, as some borders began to open and restrictions were gradually lifted, we were once again able to work closely with our customers and our teams working in the field of our operations.

The impact of the Covid-19 crisis on CIS has been limited thus far, highlighting its considerable resilience. These effects were also offset by its diversified customer base across different regions and industry segments.

As the environment for raw materials improved overall, the mining sector confirmed a rapid recovery from the crisis.

Oil markets also appeared to be gaining strength, with a marked surge in oil prices, thus favouring a gradual recovery in investments.

It should be noted that in 2021 exchange rates were less volatile in countries still affected by the Covid-19 crisis. This resulted in a positive currency effect on net financial expense of €1.1 million in 2021 compared to a negative currency effect of €6.6 million in 2020.

2. Significant accounting policies

General principles and policies
The separate parent company financial statements for the period have been prepared and presented in accordance with the general principles of conservatism, the time period concept and going concern.

For the recognition and measurement of balance sheet items, the historical cost method has been applied.
The financial statements have been drawn up in accordance with Regulation 2018-07 of 10 December 2018 of the French accounting standard setter (*Autorité des Normes Comptables* or ANC) with respect to French GAAP, and approved by the decision of 26 December 2018 (*Journal Officiel* of 30 December 2018).

Other regulations applied included CRC regulation 2002-10 for the depreciation, amortisation and impairment of assets and amended by CRC regulation 2003-07 and CRC regulation 2004-06 on the definition, recognition and measurement of assets.

Consistency principle

The methods of measurement used for this period are the same as for the previous year.
No assets meet the breakdown criteria in the financial statements for the period ended 31 December 2021.
Depreciation and amortisation periods for foreign operations are based on their useful lives defined according to the terms of the contracts.

Assets and accounting methods

The main accounting methods applied are as follows:

Intangible assets

Intangible assets are comprised mainly of:

- Software amortised over 4 years;
- Usufruct of offices amortised over 10 years;
- Non-compete clauses signed with partners amortised over 5 years.

Property, plant and equipment

Property, plant and equipment are recorded at acquisition cost (purchase price and related expenses, though excluding expenses incurred in their acquisition).

Depreciation

Depreciation is calculated on a straight-line basis according to their useful lives.
Useful lives for these assets are as a general rule as follows:

- fixtures and improvements .... 10 years
- transport equipment .... 5 years
- office and computer equipment... 3 years
- office furniture .... 5 years
- assets at foreign sites ....2 to 5 years (according to the term of the contracts)

Financial assets

Equity investments, as well as the other financial assets are recognised at their purchase price, excluding incidental expenses.
The financial assets are written down, when appropriate, by recording a provision to take into account their market value at year end. This value is usually determined in reference to the share of equity held in the companies concerned, which may be adjusted by taking into account discounted cash flows based on a three-year business plan and including a terminal value.

Inventories and work in progress

Inventories are measured (including transport cost (according to the weighted average cost method. However, for reasons relating to software applications or statutory requirements, where this method cannot be used, the FIFO (first in, first out) method is used, with a marginal impact on the measurement of inventory and consumables.
Furthermore, values used are adjusted for risks of expiration associated with such inventories.

Receivables and payables

Receivables and payables are recognised at face value.
A provision for impairment is recorded when the economic value or realisable value of a receivable is lower than the carrying amount.

Foreign currency transactions

Receivables and payables in foreign currency are translated into euros at the closing exchange rate at the end of the reporting period.

Resulting translation differences are recorded in the balance sheet under "unrealised exchange losses and gains", and a provision is recorded for the unrealised exchange losses.

Marketable securities

Marketable securities are measured at acquisition cost excluding expenses incurred in their acquisition.

In the case of the transfer of a block of shares of the same class conferring the same rights, their value has been estimated at the weighted average purchase price.

Treasury shares held by CIS are recorded as marketable securities.

An impairment charge is recognised determined in reference to share price trends.

ADDITIONAL INFORMATION ON THE BALANCE SHEET AND THE INCOME STATEMENT

Fixed assets - Gross values (€ thousands)

	Amount at the beginning of the financial year	Increase	Decrease	Amount at the end of the financial year
INTANGIBLE ASSETS				
Software	656.7	0.0	0.0	656.7
Goodwill	0.0	0.0	0.0	0.0
Other intangible assets	400.5	0.0	0.0	400.5
Non-compete clauses	2,300.0	0.0	0.0	2,300.0
Total	**3,357.2**	**0.0**	**0.0**	**3,357.2**
PROPERTY, PLANT AND EQUIPMENT				
Construction of living compounds	0.0	0.0	0.0	0.0
Plant, machinery and equipment	333.4	231.4	181.5	383.2
General equipment, fixtures and miscellaneous improvements	2,006.0	29.9	0.0	2,035.9
Transport equipment	1,065.3	0.0	113.5	951.8
Office and computer equipment	571.3	40.6	17.3	594.5
Tangible assets under construction	0.0	0.0	0.0	0.0
Total	**3,975.9**	**301.9**	**312,3**	**3,965.4**
FINANCIAL ASSETS				
Equity investments	11,203.2	1,424.8	0.0	12,628.0
Other fixed securities	0.5	0.0	0.0	0.5
Investment-related receivables	5,000.0	0.0	3,000.0	2,000.0
Loans	0.0	0.0	0.0	0.0
Deposits & security paid	90.9	23.8	0.7	114.0
Total	**16,294.6**	**1,448.6**	**3,000.7**	**14,742.6**
TOTAL	**23,627.7**	**1,750.5**	**3,313.1**	**22,065.2**

Amortisations (€ thousands)

	Amount at the beginning of the financial year	Increase	Decrease	Amount at the end of the financial year
INTANGIBLE ASSETS				
Software	625.0	23.7	0.0	648.8
Goodwill	0.0	0.0	0.0	0.0
Other intangible assets	342.3	39.4	0.0	381.7
Non-compete clauses	2,300.0	0.0	0.0	2,300.0
Total	**3,267.3**	**63.2**	**0.0**	**3,330.4**
PROPERTY, PLANT AND EQUIPMENT				
Construction of living compounds	0.0	0.0	0.0	0.0
Plant, machinery and equipment	329.6	15.5	181.5	163.6
General equipment, fixtures and miscellaneous improvements	1,479.5	113.9	0.0	1,593.4
Transport equipment	1,025.1	21.6	113.5	933.2
Office and computer equipment	537.9	24.8	17.3	545.4
Total	**3,372.2**	**175.8**	**312.3**	**3,235.7**
TOTAL	**6,639.4**	**239.0**	**312.3**	**6,566.1**

Provisions (€ thousands)

	Amount at the beginning of the financial year	Increase	Decrease	Amount at the end of the financial year
PROVISIONS FOR CONTINGENCIES AND EXPENSES				
For disputes and negative net equity [1]	1,767.2	611.9	450.1	1,929.0
For foreign exchange losses	1,869.3	927.3	1,869.3	927.3
For pension and similar obligations	232.6	10.8	0.0	243.4
Total	**3,869.1**	**1,550.0**	**2,319.4**	**3,099.7**
PROVISIONS FOR IMPAIRMENT				
For equity investments	0.0	0.0	0.0	0.0
For trade receivables	117.3	0.0	117.3	0.0
For current accounts	4,417.0	415.0	278.0	4,554.0
For other receivables	0.0	0.0	0.0	0.0
For treasury shares	1,161.6	0.0	809.5	352.1
Total	**5,695.9**	**415.0**	**1,204.8**	**4,906.1**
TOTAL	**9,565.0**	**1,965.0**	**3,524.2**	**8,005.8**

[1] The reversal of €450,100 of which €94,000 was not used.

Accounts receivable and payable aged trial balance (€ thousands)

RECEIVABLES	Gross amount	Of which up to a maximum of 1 year	Of which more than more than 1 year
NON-CURRENT ASSETS			
Equity investments	12,628.0		12,628.0
Investment-related receivables	2,000.0	2,000.0	
Loans and other financial assets	0.5		0.5
Deposits & guarantees paid	114.0		114.0
CURRENT ASSETS			
Doubtful receivables	0.0	0.0	
Other trade receivables	3,538.6	3,538.6	
Employee and related receivables	49.3	49.3	
Government and other public authorities	710.2	710.2	
Group and partners (2)	34,398.7	29,844.7	4,554.0
Supplier receivables	0.0	0.0	
Sundry debtors	0.0	0.0	
Other foreign tax receivables	0.0	0.0	
Accrued income	5.3	5.3	
Advances and instalments paid on orders	727.5	727.5	
Prepaid expenses	501.4	501.4	
TOTAL	**54,673.5**	**37,377.0**	**17,296.5**
PAYABLES			
Borrowings	24,508.6	4,414.5	20,094.1
Bank overdrafts	446.6	446.6	
Group and partners	1,742.9	1,742.9	
Trade payables and related accounts	7,839.8	7,839.8	
Customer advances	253.2	253.2	
Employee-related and social security payables	2,573.2	2,573.2	
Government payables and equivalent	99.4	99.4	
Payables on fixed assets	54.9	54.9	
Shareholders, payment for capital increase	0.0	0.0	
Other foreign tax payables	234.2	234.2	
Other accrued expenses	28.2	28.2	
Deferred revenue	0.0	0.0	
TOTAL	**37,781.0**	**17,686.9**	**20,094.1**

(2 Of which €26,662,500 in dividends receivable. Dividends of CNAS amounted to €24,038,900 at 31 December 2021 and call for the following comments:
CNAS paid dividends to CIS SA in 2007, 2008 and 2009. The Bank of Algeria, considering that these transfers of funds were made in violation of laws and regulations governing foreign exchange and the movement of capital, initiated legal proceedings against the bank having executed said transfers and CNAS respectively.
On 9 November 2016 the Court of Appeals of Algiers nevertheless rendered a definitive ruling dismissing this case, following its referral by the Algerian Supreme Court.
On that basis, CNAS thereupon requested the Bank of Algeria to lift the restriction on the international transfer of the funds. This was request executed by a letter dated 15 February 2017. On 1 February 2017, the General Meeting of CNAS voted to distribute a dividend of DZD 4 billion and requested its bank to transfer the funds accordingly to CIS SA. The bank initiated the transfer and CNAS paid the corresponding withholding tax to the Algerian tax authorities.
Despite the definitive ruling by the Algerian Supreme Court, the country's highest jurisdiction, the Bank of Algeria blocked the request to transfer the dividends by a decision dated 7 May 2017, in contradiction of the terms of its own letter of 15 February 2017.
CNAS thereupon referred the matter to the Council of State to obtain the annulment of the decision of the Bank of Algeria and the authorisation to transfer the dividends, in accordance with the ruling of the Court of Appeals of Algiers in November 2016. By its decision of 14 November 2019, without ruling on the merits, the Council of State dismissed the petitions of CNAS, considering the appeal as time-barred on the grounds that it was introduced after the legal deadlines.
A new application was in consequence initiated with another international bank which submitted it for prior approval by the Bank of Algeria. This application was on that basis submitted to the national bank's foreign exchange control division on 9 June 2020. This case is currently being processed by the competent authorities.
The Group thus remains confident, as its situation with regard to the authorisation to transfer dividends to France has been definitively judged and validated by Algeria's highest national courts who confirmed that we are fully entitled to transfer dividends to France.

Accrued expenses (€ thousands)

Employee-related and social security payables	2,387.8
Government and other public authorities	73.4
Trade payables	4,070.8
Other financial liabilities	28.2
TOTAL	**6,560.2**

Prepaid expenses (€ thousands)

Operating expenses	501.4

Capital stock

The share capital is comprised of 8,041,040 shares with a par value of €0.20 per share.
At 31 December 2021, the Company held 261,179 treasury shares for a gross amount of €3,982,600.
At 31 December 2020, 194,921 own shares recognised at €3,149,800 (gross value) were held in treasury.

(in € thousands except shares)	Number of shares	Capital	Reserves	Net income	TOTAL
EQUITY AT 31.12.2019	**8,041,040**	**1,608.2**	**23,235.7**	**3,004.0**	**27,847.9**
Net income appropriation of the prior year			3,004.0	(3,004.0)	
Payment of dividends			0.0		0.0
Net income for the financial year ended 31.12.2020				**(3,416.9)**	**(3,416.9)**
EQUITY AT 31.12.2020	**8,041,040**	**1,608.2**	**26,239.7**	**(3,416.9)**	**24,431.0**
Net income appropriation of the prior year			(3,416.9)	3,416.9	
Payment of dividends			0.0		0.0
Net income for the financial year ended 31.12.2021				**1,964.4**	**1,964.4**
EQUITY AT 31.12.2021	**8,041,040**	**1,608.2**	**22,822.9**	**1,964.4**	**26,395.4**

Annual revenue breakdown (€ thousands)

Revenue includes revenues of the headquarters and branch operations. In accordance with Decree No. 83-1020 of 29 November 1983 – Article 24-20°, the breakdown for revenue is provided by geographic segment, whereas a breakdown by business segment is not presented as this information is covered by the internal management reporting system of C.I.S. SA.

GEOGRAPHIC SEGMENTS	
Africa & Middle East	18,326.8
Commonwealth of Independent States	3,343.0
Asia / Oceania	661.1
Americas	54.9
Total	**22,385.8**

Cash and cash equivalents in foreign currencies

Cash and cash equivalents have been translated into euros at the closing exchange rate at the end of the reporting period. The resulting translation differences are recognised in the income statement of the year as currency gains or losses.

Exceptional income and expenses (€ thousands)

	Expenses	Income
Settlement differences, trade receivables, trade payables and third parties	(1.5)	11.4
Labour disputes & settlements	(133.8)	0.0
Customer & supplier disputes	0.0	0.0
Other foreign disputes & losses on deliveries	0.0	10.0
Penalties on social charges for foreign operations	0.0	0.0
Changes in Group structure	0.0	0.0
Disposal or retirement of assets	0.0	82.0
TOTAL	**(135.3)**	**103.4**

Breakdown of income tax (€ thousands)

In accordance with Decree No. 83-1020 of 29 of November 1983 - Article 24-20, corporate income tax breaks down as follows:

	Profit before tax	Tax	Profit after tax
Profit or loss before exceptional items	2,140.8	(146.7)	1,994.1
Exceptional income / (loss) (excl. profit sharing)	(31.9)	2.2	(29.7)
Accounting profit / (loss) (excl. profit sharing)	2,108.9	(144.5)	1,964.4

Capital leases

None.

Provisions for contingencies

(Article 531-2/4 of the french general chart of accounts - Plan Comptable Général or PCG)

A provision of €330,000 was recorded for employee-related litigation.

Off-balance sheet commitments (€ thousands)

Bank commitments given on 31 December 2021 amounted to €16,630,100 including €16,590,100 in guaranties given for our subsidiaries and namely:

- €9,569,400 for ACS Russie
- €3,169,500 for CIS Brésil
- €1,776,000 for ICS Cameroun
- €882,900 for CSS Congo
- €585,400 for CIS Bolivie
- €385,800 for CIS Nacala Mozambique
- €122,000 for CIS Yémen
- €99,100 for CIS Niger

Pension liabilities

A provision of €243,400 was recorded in the balance sheet for pension liabilities.
The benefits are calculated according to the preferred method based on the years of seniority on the retirement date.

These benefits apply solely to staff working in the company as of 31 December 2021, except for local staff under an employment contract with the foreign branches.

Assumptions used for the calculation are as follows:
- A retirement age of 65
- Average decrease in career profile
- Average staff turnover: 5%
- Salary escalation: 1.50% per year
- Discount rate: 0.80% per year
- Separate mortality ratios based on distinct mortality tables for men and women (Reference: Insee TD 2012-2016 Table)

Debt guaranteed by collateral

None.

Executive compensation (€ thousands)

Management bodies **€700,800**
- of which gross salary........ €668,500
- of which benefits in-kind €12,300
- of which attendance fees €20,000
- other guarantees........ €0

Attendance fees of other members of the Board of Directors........ **€200,000**

Advances or loans granted to executive officers

In accordance with the French Companies Act of 24 July 1966, no loans or advances were granted to executive officers of the Company.

Average workforce

Salaried employees: 583 France: 46 Other countries: 537

Subsequent events

In response to the current conflict in Ukraine, a crisis unit was set up on Thursday 24 February. CIS Group's priority is to provide support for all its employees, keep them safe and ensure the continuity of operations while standing beside our customers.

While active in Russia for 30 years, CIS has no operations in Ukraine.

In Russia, the Group works through its local subsidiary, which operates on several sites and is completely independent, both financially and in terms of human resources, thanks to mostly local recruitment and procurement policies.

Nearly 100% of the workforce is made up of local staff. Business continuity is current ensured to support customers and maintain services that are essential for remote sites to run smoothly, such as catering, accommodation and facility management services.

Russia accounted for 12.6% of CIS's business in 2021 (18.0% at 28 February 2022), representing a contribution of €34.2 million to the Group's consolidated revenue of €270.7 million.

The cash position of our Russian subsidiary was €0.5 million at 31 December 2021.

In the financial statements for CIS SA, net assets in Russia (equity investment and current account net of provisions) totalled €2.5 million at 31 December 2021.

As announced at the end of 2021, the Russian subsidiary won two major contracts with international Russian and Kazakh operators. The larger contract began operations successfully in early January, while delays of a few months are expected before the launch of the second contract.

The issue currently facing the Group is the depreciation of the rouble. As our income and expenses are denominated in local currencies, this situation, if it persists, could affect our revenue, but to a lesser extent our margins. However, it is still too early to tell.

In any case, the Group is closely monitoring how the situation is developing.

List of subsidiaries

Operating segments are those presented by management based on the Group's internal reporting procedures. As the total amount of Group revenue is generated outside of France, and it operates in a single business, segment information is presented by region as follows (€ thousands):

REGION	Share capital (Closing Price)	Shareholders' Equity excluding Share Capital (Closing Price)	Gross carrying value of securities held (Historical Price)	Loans and advances granted and not yet repaid (Closing Price)	Guarantees and pledges given by the Company (Closing Price)	Sales for year ended (Average Price)	Annual Profit or Loss for the Year Ended (Closing Price)	Dividends received by the company during the year (Historical Price)
AFRICA	€160,500	€10,197,400	€1,366,000	€2,898,600	€3,143,900	€58,844,600	€2,433,500	€2,698,700
MIDDLE EAST / OCEANIA	€243,100	(€3,024,800)	€157,500	€2,245,000	€122,000	€68,900	(€11,000)	€2,347,400
EURASIA	€1,553,200	€3,385,200	€1,496,500	€2,568,100	€9,569,300	€86,386,900	€3,080,300	€1,589,600
AMERICAS	€3,261,400	€2,668,800	€9,608,100	€2,024,500	€3,754,900	€37,211,000	€4,077,300	€0,000

FIVE-YEAR FINANCIAL HIGHLIGHTS AND OTHER STATUTORY DISCLOSURES

Nature of information	FY Y-4 2017	FY Y-3 2018	FY Y-2 2019	FY Y-1 2020	FY N 2021
CAPITAL STOCK AT YEAR-END					
Share capital	€1,608,200	€1,608,200	€1,608,200	€1,608,200	€1,608,200
Number of ordinary shares	8,041,040	8,041,040	8,041,040	8,041,040	8,041,040
Preferred non-voting stock	-	-	-	-	-
Maximum number of potential shares					
• from conversion of bonds	-	-	-	-	-
• from the exercise of subscription rights	-	-	-	-	-
OPERATIONS AND INCOME FOR THE YEAR					
Sales excluding tax	€23,330,300	€23,844,000	€34,278,100	€ 25,371,700	€22,385,800
Earnings before tax, profit-sharing, amortisation, depreciation and provisions	€25,469,700	€1,693,600	€4,268,600	(€5,436,400)	€788,800
Income tax	€43,800	€109,200	€552,800	(€75,800)	€144,500
Employee profit-sharing for the financial year	-	-	-	-	-
Earnings after taxes, employee profit-sharing, amortisation, depreciation and provisions	€22,938,900	(€659,900)	€3,004,000	(€3,416,900)	€1,964,400
Distributed earnings (in year Y for Y-1)	€482,500	€884,500	€964,900	€0,000	€0,000
EARNINGS PER SHARE					
Income after tax and employee profit-sharing but before depreciation allowances and provisions	€3.16	€0.20	€0.46	(€0.67)	€0.08
Earnings after taxes, employee profit-sharing, amortisation, depreciation and provisions	€2.85	(€0.08)	€0.37	(€0.42)	€0.24
Net dividend per share (distributed in year Y for Y-1)	€0.06	€0.11	€0.12	€0.00	€0.00
STAFF					
Average head office staff for the period	43	47	46	46	46
Annual payroll (head office and local staff)	€9,137,200	€5,813,800	€5,553,000	€ 5,688,300	€6,247,600
Total social charges and benefits paid for the period (social security, charities, etc.)	€2,699,500	€2,322,100	€2,223,200	€2,236,200	€2,447,700

Report on corporate governance

This report on corporate governance was drawn up in accordance with the provisions of Article L.225-37 of the French Commercial Code with the support of several of the Company's functional departments, and namely Legal Affairs, Finance, Human Resources and Internal Control.
It includes disclosures relating to the composition of the administrative and management bodies, the rules governing the operation of these bodies and compensation paid to their members. The composition and operating procedures of corporate governance bodies are governed by the provisions of the law and the Company's articles of association and the rules of procedure of the Board of Directors and its committees.

01. CORPORATE GOVERNANCE

The Board of Directors refers to the corporate governance code established by Middlenext, which may be consulted at the Middlenext website (www.middlenext.com).
The Company has duly noted the revised version of the Middlenext Code dated September 2021.
On the date of this report, the Company applied the latest revisions to the recommendations of Middlenext's corporate governance code, with the exception of a portion of recommendations 1, 5 and 8 for the reasons indicated below.

Middlenext Code recommendations not followed by the Company:	**Justification ("Comply or Explain" principle)**
Recommendation 1: **Director ethics**	To date, paragraph 10 of recommendation 1 relating to the presence of directors at the General Meetings is not applied. However, the rules of procedure of the Board of Directors stipulates that Board members shall undertake to participate in General Meetings. The Company otherwise follows all other principles presented under Recommendation°1 of the Middlenext Code.
Recommendation 8: **The choice of each Board member**	The biographies of Board members and information relating to Board members whose appointments or renewals are proposed to the General Meeting are presented to the shareholders within the framework of the communication and distribution of its Annual Report. However, this information is not provided by the Company online, except in the Annual Report available at its website.
Recommendation 5: **Board member training**	Although the Board agrees with this recommendation and plans to implement said training programme, no specific training plan has been implemented as yet that would allow us to state that this recommendation has been implemented at the date of this report. The training plan is currently being developed.

02. CORPORATE GOVERNANCE BODIES

2.1. The exercise of Executive Management

Since the Company's creation, the corporate governance model adopted has been that of a company with a Board of Directors.
Mr. Régis Arnoux, Founder of CIS, combines the functions of Chairman *(Président)* and Chief Executive Officer *(Directeur Général).*
His term of office as director, as well as his terms as Chairman of the Board and Chief Executive Officer expire at the end of the next Ordinary General Meeting scheduled for 16 June 2022.

At its meeting on 13 April 2022, the Board of Directors decided at its next Ordinary General Meeting on 16 June 2022 that it will propose to renew his office as director for a new term of three years, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the year ending 31 December 2024.
To strengthen its governance, the Board of Directors will also propose to appoint a new director, Caroline Flaissier,

at the annual Ordinary General Meeting of 16 June 2022 A French citizen, Caroline Flaissier was born on 25 October 1976 in Seoul, South Korea. Caroline Flaissier's biography is presented in the reasons for the resolutions.
At the same meeting, the Board of Directors decided to renew the terms of office of Régis Arnoux as Chairman of the Board and Chief Executive Officer for a new term of three years, on the condition that the shareholders approve the renewal of his term as director at the General Meeting on 16 June 2022.

Combining the offices of Chairman of the Board of Directors and Chief Executive Officer is still considered to be in the interests of the Company, its proper functioning and efficiency of the decision-making process.
No restrictions have been placed on the powers of the Chairman and Chief Executive Officer. However, the latter convenes Board members to meetings on a regular basis to discuss with them the Company's operations, strategy and outlook and future.

In compliance with the recommendations of the AMF, the French financial market authority, and the Middlenext Code, measures have been adopted to promote a balance of powers within the Board of Directors:
- More than half the directors are considered as independent within the Middlenext Code;
- Furthermore, meetings, in particular meetings of Board members, are organised on a regular basis to prepare for the work of the Board.

To improve its governance and in addition to the Audit and Risk Committee, in 2018 CIS created a strategy committee and a compensation committee whose composition and missions are described below in paragraph 2.3.

CIS' corporate governance was also strengthened on 17 June 2019 by the appointment of Yannick Morillon as Deputy Chief Executive Officer. Born in 1975, Yannick Morillon is a graduate of the School of Business and Management of Lille *(École de Gestion et de Commerce de Lille* or EGC-CEPRECO) and has also completed Executive Programs in Management and Leadership in the US at Stanford and Babson. Having worked in international markets and sensitive regions for most of his career and with extensive experience in the service sector, he brings a broad range of commercial, financial, operational and managerial expertise (Vinci group, Veolia Propreté, Geocoton).

Continuing the strategy of CIS Group, Yannick Morillon's primary mission will be to ensure the Group's continuity, development, profitability and independence, alongside its Chairman-CEO and Founder, Régis Arnoux.
At its meeting on 16 September 2021, the Board also decided to add corporate social responsibility (CSR) issues to the scope of responsibilities of the Audit and Risk Committee. This proposal is consistent with the new recommendations in the Middlenext Code on corporate governance and is part of the Board's steps towards making CSR a central focus of the Group's strategy.

2.2. Board of Directors

Composition of the Board

On the date of this report, the Board of Directors had 11 members, of which six were independent members. The proportion of men and women serving as directors respectively is above 40% in accordance with the provisions of Article L. 225-18-1 of the French Commercial Code.

Since the shareholders' General Meeting of 6 June 2016, the term of Board members was reduced to three years for all new directors or the renewal of offices. Their term of office expires at the end of the Ordinary General Meeting of the shareholders called for the purpose of approving the financial statements for the period ended and held in the year in which their term of office as director expires.

Summary presentation of the Board of Directors on the date of this report

Last name, first name and office	Director Independence	1st appointment	Term of appointment	Other appointments and functions exercised within CIS	Other appointments and functions exercised outside CIS
Régis Arnoux Director, Chairman of the Board, and Chief Executive Officer	No	05.02.1992	AGM held to approve the financial statements for the year ending 31.12.2021*	None	• Chairman of FINRA (SAS) • Managing Partner of SCI Immobilière Borély • Managing Partner of SCI IMRA • Managing Partner of SCI Phénix
Monique Arnoux Director	No	05.02.1992	AGM held to approve the financial statements for the year ending 31.12.2021*	None	• Managing Partner of SCEA Mas de Joussanes
Florence Arnoux Director	No	15.06.2010	AGM held to approve the financial statements for the year ending 31.12.2021*	Strategy Committee member	• Managing Partner of SCI Monceau • Director of MEDEF International • Director of EVOLEN • Director of MNCAP-AC • Foreign Trade Advisor, Paris Office member, Climate, Diversity, Africa, Eurasia Committee • Regional Attractiveness Coordinator, CCE IDF
Frédérique Salamon Director	No	05.02.1992	AGM held to approve the financial state-ments for the year ending 31.12.2021*	• Audit and Risk Committee member • Strategy Committee member • Compensation Committee member	• Managing Partner of Flaym Consulting (SARL)
Financière Régis Arnoux (FINRA) Director Permanent representative: Monique Arnoux	No	15.06.2010	AGM held to approve the financial statements for the year ending 31.12.2021*	None	None
Cantos Ltd Director Permanent representative: Henri de Bodinat	Yes	Co-opted by the Board of Directors on 16.12.2016, Ratified by the General Meeting of 12.06.2017	AGM held to approve the financial statements for the year ending 31.12.2022	Henri de Bodinat is the Chair of the Strategy Committee	• Chairman of Espérance SAS • Director of Oslo Software • Director and Chairman of Zound Industries • Director of AgriMarketPlace
Financière Lucinda Director Permanent representative: Sophie Le Tanneur de Rancourt	Yes	Co-opted by the Board of Directors on 16.12.2016, Ratified by the General Meeting of 12.06.2017	AGM held to approve the financial statements for the year ending 31.12.2021*	• S. Le Tanneur is a member of the Audit and Risk Committee • S. Le Tanneur is a member of the Compensation Committee	• Director of Micropole SA • Director of Glen Dimplex LLC
Gonzague de Blignières Director	Yes	17.06.2014	AGM held to approve the financial statements for the year ending 31.12.2022	Compensation Committee member	• Chairman of Raise Conseil (SAS) • Chairman of Financière GdB (SAS) • Chairman of Le Ponton (SAS) • Managing Partner of SCI GdB • Co-Managing Partner of SCI La Plume • Co-Managing Partner of Domaine la Plume (SARL) • Director of Fondation Bettencourt-Schueller • Director of United Way Alliance • Director of Projet Imagine • Honorary Chairman of the Réseau Entreprendre Paris • Member of the support committee of the Espérance Banlieue, an organisation providing aid to youth in under-resourced urban areas • Member of the support committee of the Institut Imagine
Marine Firminy Director Permanent representative: Pierre-François Forissier	Yes	13.06.2012	AGM held to approve the financial statements for the year ending 31.12.2023	Pierre-François Forissier is the Chair of the Audit and Risk Committee	• Director of HEOH (SA) • Partner of SEA PROVEN (SAS)

Last name, first name and office	Director Independence	1st appointment	Term of appointment	Other appointments and functions exercised within CIS	Other appointments and functions exercised outside CIS
Frédéric Bedin Director	Yes	26.05.2011	AGM held to approve the financial statements for the year ending 31.12.2021*	None	• Chair of the Executive Board of Hopscotch Group (SA) • German of the Revital'Emploi not-for-profit organisation • Member of the Supervisory Board of Sopexa (SA) • Director of Fondation Entreprendre • Member of the Supervisory Board of Global Technologies (SAS)
YLD Conseil Director Permanent representative: Yves-Louis Darricarrère	Yes	06.06.2016	AGM held to approve the financial statements for the year ending 31.12.2021*	• Yves-Louis Darricarrère is a Strategy Committee member • Yves-Louis Darricarrère is a Compensation Committee member	• Senior Advisor of Lazard • Senior Advisor of Accuracy • Chairman of NHV (Belgium) • Director of Ortec (SA) *Yves-Louis Darricarrère also holds the following positions and offices in his own name:* *• Supervisory Board member of Société Phocéenne de Participation (SA),* *• Co-Chairman of the France-Kazakhstan Business Council*

* With the terms of office of these directors expiring at the end of the annual Ordinary General Meeting of 16 June 2022, at its meeting on 13 April 2022 the Board of Directors proposed to renew their respective offices for a new term of three years, i.e. until the end of the Ordinary General Meeting called to approve the financial statements for the year ending 31 December 2024.

To strengthen its governance, the Board of Directors will also propose to appoint a new director, Caroline Flaissier, at the annual Ordinary General Meeting of 16 June 2022 A French citizen, Caroline Flaissier was born on 25 October 1976 in Seoul, South Korea. Caroline Flaissier's biography is presented in the reasons for the resolutions.

Diversity and gender balance policy

The Board regularly assesses the composition of the Board and its committees as well as the different competencies and experiences offered by each director. Based on the orientations identified, the board conducts its evaluation with the objective of ensuring the best possible balance by seeking complementary profiles with respect to diversity and professional background in terms of nationality, gender, age as well as experience.

In accordance with Middlenext Code recommendation 10, when each director is appointed or reappointed, sufficient information about his or her experience and skills should be included in the annual report and provided to the General Meeting. In addition, each proposal for the appointment or reappointment of a director is the subject of a distinct resolution in order that shareholders may freely decide on the composition of the Company's Board of Directors.

Furthermore, the Board is constantly committed to ensuring a balanced representation of men and women in its membership and that of its special committees. On that basis, the Board currently counts five women out of a total of eleven members, in compliance with the provisions of Article L. 22-10-3 of the French Commercial Code.
If the General Meeting were to approve the appointment of Ms Caroline Flaissier as a new director, 6 out of 12 Board members would be women.

In line with recommendation 15 of the Middlenext Code, the Board also ensures that there is no discrimination and that diversity is represented within the organisation at all hierarchical levels and insofar as possible in the context of its businesses. The Management Committee currently has three women and five men.

The Company's internal committees also continually strive to maintain gender balance among their members. The Board therefore confirms that the Company engages in an ongoing policy to uphold diversity and maintain gender parity within all its representative bodies.

Independent directors

The notion of an independent director is that used in the Middlenext Code recommendation 3, and namely:

- they must not have been during the last five years an employee or executive officer of the Company or a company in its group;
- they must not have had any material business relationship with the Company or its group for the last two years (as a client, supplier, competitor, service provider, creditor, banker, etc.);
- they must not be a reference shareholder of the Company or hold a significant percentage of voting rights;
- they must not have a close relationship or close family ties with a corporate officer or a reference shareholder;
- they must not have been an auditor of the company in the course of the previous six years.

After reviewing the situation of its members with regards to these criteria, the Board considered that 6 of its members constituted independent directors within the meaning of the Middlenext Code out of the total of 11, as summarised in the table (pages 114-115).

Terms of office

In accordance with Middlenext Code recommendation 11, the term provided for under the Company's articles of association is three years.
In addition, the renewal of the terms of office of directors has been staggered.

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

Rules of procedure

The Board has adopted rules of procedure (Board charter) specifying the conduct of business rules for its members and operating procedures, in accordance with Middlenext Code recommendation 9.

To reflect the changes in CIS Group's administrative methods and management structure, while incorporating legal and regulatory changes applicable to the Company, the AMF's recommendations on corporate governance, and the revised version of Middlenext's corporate governance code from September 2021, the Board of Directors decided to update its rules of procedure at its meeting on 13 April 2022. All directors have signed these rules of procedure. On that basis, each director is made aware of their responsibilities and encouraged to observe the rules of ethical conduct relating to their office.

The rules of procedure stipulate:

- The Board's powers and restrictions that may be imposed on the powers of the Chairman and CEO;
- The composition of the board and independence criteria applicable to directors;
- The directors' duties, the rules of ethics to which they are subject, and monitoring procedures;
- The working of the Board and directors' compensation rules;
- The development of the management succession plan;
- Social protection programmes for executive officers.

It should also be noted since 2017 that the Chairman and Chief Executive Officer has taken a number of measures to ensure his succession. To this purpose, in 2017, the Board created an ad hoc succession planning committee which presented its conclusions to the Board of Directors on 21 February 2018 All recommendations issued by this committee were designed to protect the governance of CIS and the long-term viability of CIS

Group and its shareholder base, notably by maintaining the Arnoux family's position as majority shareholder. In particular, it has been agreed that in the event of temporary or permanent incapacity of Régis Arnoux, the governance of FINRA, the Arnoux family holding company will be assured by Frédérique Salamon, one of Régis Arnoux's daughters, in his place. This succession plan was reviewed and updated by the Board at its meeting on 2 July 2020.

Lastly, in application of recommendation 2 of the Middlenext Code, the Board reviews the conflicts of interest among its members every time it meets to ensure that decisions are at all times taken in the corporate interest. A procedure for disclosing conflicts of interest has been set out so that directors refrain from participating in proceedings and from voting on any matter in which they are in such a situation. On that basis, the Board declares that none of its members has known conflicts of interest.

Procedures for calling meetings and providing directors with information
Directors are called to meetings by all means within a reasonable time period and at least 8 days before the proposed Board meeting date, except under special circumstances requiring shorter notice.
The Statutory Auditors of the Company are invited to the meetings that review and approve the interim and annual financial statements.

The agenda of the different Board meetings are established by the Chairman. Each director is provided with this agenda within a reasonable period in advance of the meeting, along with the information and documents of use for preparing the meeting.

Subjects of a particularly sensitive, urgent nature or requiring a greater degree of confidentiality may be discussed without a prior distribution of documents.

Evaluation of the Board's work
In accordance with recommendation 13 of the Middlenext Code, the Board has planned a self-assessment of its work in 2022.
It has been established that once a year, Board members will be invited by the Chairman of the Board to express their opinion of the practices and procedures of the Board of Directors, the Audit and Risk Committee and the preparation of its work. This discussion will be recorded in the minutes of the Board meeting.

Shareholder relations
In accordance with the Middlenext Code and recommendation 14, the Board pays particular attention to negative votes at General Meetings by analysing more specifically how most minority shareholders voted.

The Board of Directors takes this opportunity to work on how to change what may have led to negative votes, in preparation for the next General Meeting, and how possibly to communicate about the issue, mainly on the way in which most minority shareholders voted.

Board meetings

The Board meets as often as the interests of the Company require and in principle at least four times a year in accordance with Middlenext Code recommendation 6.

The Board sets the orientations for the activity of the Company, ensures their implementation and takes up all questions relating to the management of the Company It also adopts the separate parent company and consolidated financial statements, calls shareholders meetings, sets the agenda and draws up the draft resolutions. In addition, the Board carries out all controls and verifications it deems appropriate and authorises the regulated agreements covered by Article L. 225-38 *et seq.* of the French Commercial Code.

In 2021, the Board formally met five times and addressed notably the following items of business.

Date	Agenda items	Attendance rate
31.03.2021	• Update on subsidiaries in Algeria	100%
15.04.2021	• Review and approval of the separate annual and consolidated financial statements for the period ended 31 December 2020 • Review and approval of the annual report on the consolidated financial statements for the period ended 31 December 2020 • Review and approval of the annual report including (i) the Board of Directors' report on corporate governance and (ii) the management report • Compensation of executive officers: (i) review and approval of the Board of Directors' report on the compensation policy for executive officers for the year ended; (ii) review and approval of total compensation and benefits of any nature paid or granted in FY 2020, or granted for FY 2020 to the Chairman and Chief Executive Officer and to the Deputy Chief Executive Officer for FY 2021 (iv) review and approval of the compensation policy for the Chief Executive Officer and the Deputy Chief Executive Officer for FY 2021 • Review and adoption of preparatory documents for the General Meeting of 17 June 2021 • Proposal for the appropriation of net profit for FY 2020 • Review and approval of "regulated agreements" • Setting of the annual amount of compensation granted to of Board members • Review of the terms of office nearing expiry • Proposal to renew the share buyback programme • Review of plan to authorise the Board of Directors to grant restricted stock units from existing or new shares, with cancellation of the shareholders' pre-emptive rights, to the Company's executive officers • Review of the draft agenda for the annual Ordinary and Extraordinary General Meeting • Update on the gender equality and equal pay policy • Miscellaneous issues	100%
20.07.2021	• Update on the Group's strategy	91%
16.09.2021	• Review and approval of the interim financial statements for the six-month period ending 30 June 2021; • Miscellaneous issues	91%
14.12.2021	• Authorisation to grant 10,000 shares of restricted Company stock to Yannick Morillon, Deputy Chief Executive Officer • Approval of the terms and conditions of restricted stock awards and all related documentation • Miscellaneous issues	91%

The directors actively perform their missions and virtually all directors were present at each of the Board meetings held in 2021.

Board members also met for seven preparatory meetings over the course of 2021. The following topics were discussed at these meetings:

- Financial review: analysis of performance by country, cash flow, etc.
- Business review: strategy, outlook, commercial performance, etc.
- Progress on some key, strategic issues facing the Group.

2.3. Special Committees

CIS created three special committees to improve the governance:
- An Audit and Risk Committee;
- A Strategy Committee;
- A Compensation Committee.

Their mission is to analyse and assist the decision-making process of the Board of Directors and a number of areas. The attributes and operating procedures of these committees are governed by their own rules of procedures. Each committee exercises an advisory power and intervenes exclusively under the authority of the Board of which they are an embodiment and to which they regularly report. Each committee may request at the Company's expense external technical studies about subjects within its fields of competence and after having obtained the authorisation of the Chairman and Chief Executive Officer. Each committee may also decide to invite any specialist or expert as required, to these meetings.

Audit and Risk Committee (ARC)

The committee was created in 2010.

On 23 April 2020, the Board of Directors decided to change the name of the Internal Audit Committee to the Audit and Risk Committee (**ARC**).

In order to ensure the quality of internal control and reliability of financial information provided to shareholders and financial markets, the ARC exercises the following missions:

- Ensuring oversight of the process of preparing financial information, before examination of the financial statements by the Board of Directors (reviewing of the interim and annual financial statements, reviewing the accounting methods and principles adopted to prepare these financial statements, by ensuring their applicability, reviewing the accounting and financial information and, in particular, the financial statements, to ensure the correct accounting treatment of these operations, ensuring that corrective measures have been effectively adopted in the case of dysfunctions in the process of preparing financial information).

- Monitoring the performance of internal control and risk management systems (evaluating internal control procedures and all measures adopted to remedy possible material dysfunctions in the area of internal control; examining the annual work program of the internal and external auditors; examining material risks and off-balance-sheet commitments, monitoring the efficacy of risk management systems and, in particular, the risk mapping). In this context, the Committee ensures the existence of these systems and this risk mapping, their deployment and the adoption of corrective measures when weaknesses or irregularities have been identified, reviewing on a periodic basis significant litigation, examining and providing its opinion to the Board of Directors on the report on corporate governance.

- Monitoring the work of the Statutory Auditors and ensuring their independence, making all recommendations on the Statutory Auditors put before the General Meeting regarding their appointments or renewals and propose their compensation. Services that cannot be separated from the statutory auditing engagement, namely all work required to issue reports certifying the accounts and audit reports to be provided to the Ordinary General Meeting approving the financial statements do not need to be approved by the ARC, however the procedures of intervention are presented to it.

- Ensuring compliance with laws, regulations and recommendations applying to CIS and, in particular:
  - Determining the effectiveness of procedures designed to ensure compliance with the laws and regulations, analysing the conclusions of investigations of Management and ensuring oversight (including of disciplinary measures) in the case of infringements;
  - Analysing the conclusions of all investigations conducted by supervisory authorities and any comments issued by the auditors and ensuring the appropriate compliance measures are taken;
  - Taking into account the observations and conclusions of the High Council of Statutory Auditors *(Haut Conseil du Commissariat aux Comptes)* resulting from controls that may be exercised in application of articles L. 821-9 *et seq.* of the French Commercial Code;
  - Ensuring that CIS' Business Ethics Charter exists, is distributed and applied;
  - Ensuring the treatment of all information about possible problems of internal control or any problem of an accounting and financial nature, as applicable, by preserving the anonymity of whistleblowers;
  - Examining the procedures of CIS relating to the detection of fraud and the system for reporting ethical issues. Finally, CIS's management has an obligation to inform the ARC of any incident of fraud concerning a material amount to enable the latter to proceed with the appropriate verifications if it considers necessary.

At its meeting on 16 September 2021, the Board of Directors also decided to add corporate social responsibility (CSR) issues to the scope of responsibilities of the Audit and Risk Committee. This proposal is consistent with the new recommendations in the Middlenext Code and is part of the Board's steps towards making CSR a central focus of the Group's strategy.

As a result, the ARC is also now responsible for:
- reviewing the Group's main risks and opportunities in terms of CSR policy;
- reviewing reporting, assessment and monitoring overviews, enabling the Group to produce reliable non-financial information;
- reviewing the key focuses of CSR communication addressed to shareholders and other stakeholders (primarily customers).

In general, the ARC may address and/or be solicited to consider any subject that might have a material impact on the financial statements of CIS and/or presenting material risks for CIS Group. Finally, the ARC shall provide all advice and formulate all appropriate recommendations in the above areas and may refer to outside experts as required, while ensuring their competency and independence.

On the date of this report, membership of the ARC is comprised of three directors (two of which are independent including the ARC Chair) selected for their expertise in the field of finance and accounting and their knowledge of the Group's business plus a consultant originating from outside the Board of Directors:
- Admiral Pierre-François Forissier, permanent representative of Marine Firminy, independent director and Chair of the Audit and Risk Committee;
- Frédérique Salamon, director;
- Sophie Le Tanneur De Rancourt, permanent representative of Financière Lucinda, independent director;
- Laurence Daziano, consultant, external director.

In the performance of their duties, the Audit and Risk Committee members are not subject to any hierarchical or disciplinary authority within the company.

The ARC has regular exchanges with the Company's Statutory Auditors, notably in connection with the preparation of their reports.
In order to take into account the Committee's new responsibilities relating to CSR, the ARC rules of procedure were updated by the Board of Directors on 13 April 2022.
The ARC met five times in 2021.

Strategy Committee

This committee was created in 2018 to assist the Company and the Board in their work.

The Committee is tasked notably with the following missions:
- Evaluating CIS' strategic position in light of developments in the Group's environment and its markets as well as medium and long-term development priorities;
- Studying Group development projects, notably with respect to external growth and particular, acquisitions or the disposal of subsidiaries, equity investments, borrowing and capital investments.

On the date of this report, the Strategy Committee was comprised of 4 Board members, selected for their expertise in the area of strategy and their knowledge of the Company's business:
- Henri de Bodinat, permanent representative of Cantos Ltd, Strategy Committee Chair and independent director;
- Florence Arnoux, director;
- Frédérique Salamon, director;
- Yves Louis Darricarrère, permanent representative of YLD Conseil, independent director.

The Strategy Committee met five times in 2021.

Compensation Committee

This committee was created in 2018 and is tasked with in particular the following missions:
- Studying questions relating to components of compensation of any nature of executive officers and selected CIS employees;
- Examining any project relating to the distribution of stock options and other types of CIS share-based profit-sharing schemes.

On the date of this report, this Committee was comprised of 4 directors, selected for their expertise in the area of compensation and their knowledge of the Company's business:
- Sophie Le Tanneur de Rancourt, permanent representative of Financière Lucinda, Compensation Committee Chair and independent director;
- Frédérique Salamon, director;
- Yves Louis Darricarrère, permanent representative of YLD Conseil, independent director;
- Gonzague de Blignières, director.

The Compensation Committee met six times in 2021.

03. COMPENSATION AND BENEFITS OF CORPORATE OFFICERS

3.1. General principles for setting the compensation of corporate officers

The compensation policy for all company officers is set by the Board of Directors, on the recommendation of the Compensation Committee and subject to annual review.

The annual compensation policy was discussed and adopted by the Board of Directors on 13 April 2022 on the recommendation of the Compensation Committee.
In compliance with the provisions of Article L. 22-10-8 of the French Commercial Code, this compensation policy for corporate officers will be submitted to vote at the General Meeting of the shareholders on 16 June 2022.

The Board of Directors ensures that the compensation policy in place is in the company's corporate interest, adapted to its strategy and the environment in which it operates, and takes into account the priorities of ensuring a socially responsible environmental transition. Within this framework, the Board ensures that the compensation policy contributes to promoting the performances of CIS Group, its sustainability and competitiveness in the short, medium and long-term.

3.2. Compensation policy for executive officers

The compensation policy for executive officers is set by the Board of Directors, pursuant to the Compensation Committee's recommendation and subject to annual review. This Committee may be assisted by outside consultants specialised in executive compensation. It also takes into account comments that may be made by shareholders.

Compensation of the executive officers is set each year by the Board of Directors according to the principles of comprehensiveness, balance between compensation components, benchmark, consistency, understandability and proportionality and transparency, and in accordance with Middlenext Code recommendations.

The purpose of the compensation policy for executive officers of CIS is to:
- support its short, medium and long-term strategy;
- align the interests of its managers with those of the shareholders and all stakeholders;
- ensure that results in the short term contribute to laying the groundwork for achieving the medium and long-term goals;
- rewarding economic, financial and CSR results by encouraging sustained improvements in performances from one year to the next, building on its corporate culture and values;
- rewarding individual and collective performance and promoting employee retention;
- actively participating in the quality of social dialogue, cohesion and team engagement;
- be competitive and effective in continuing to attract, develop and motivate its talented employees while maintaining its economic and financial equilibrium.

In addition, the compensation policy for the Deputy Chief Executive Officer is intended to be supplemented by a long-term component. With the aim of retaining Yannick Morillon, the Company's Deputy Chief Executive Officer, by incentivising him based on Company performance and thereby promoting its success, CIS's Board of Directors, on the proposal of its Chairman, at its meeting of 14 December 2021, and under the authorisation granted at the

General Meeting of 17 June 2021, decided to grant him ten thousand (10,000) shares of restricted stock, which represented 0.12% of the Company's share capital at that date, irrespective of any performance conditions and in accordance with the terms detailed below in section 3.2.2.
In application of Article L.225-197-4 of the French Commercial Code, this restricted stock award is described in a special report to be presented to the Annual General Meeting on 16 June 2022.

At the date of this report, no other restricted stock or stock option plans for executive directors were in force within the Company.
In addition, there were no retirement plans for executive officers.

The following table provides selected information about the benefits of executive officers in 2021:

Executives and corporate officers	Employment contract		Supplemental retirement plan		Compensation or benefits due or likely to be payable because of or pursuant to the termination of service		Payments relating to non-compete clauses		Benefits in kind (vehicle)	
	Yes	No	Yes	No	Yes	No	Yes	No	Yes	No
Monsieur Régis Arnoux Chairman and CEO		✕		✕		✕		✕	✕	
Monsieur Yannick Morillon Deputy Chief Executive Officer	✕			✕		✕		✕	✕	

Compensation or benefits due or likely to be due upon termination or change of duties of Yannick Morillon ceased after two years of service, i.e. as of 18 June 2021. To date, Yannick Morillon does not benefit from any other advantage relating to the termination of his duties as Deputy Chief Executive Officer.

Compensation and benefits for executive officers

The Board considers that the compensation policy of CIS' executive officers has the following characteristics:

It is in CIS' corporate interest	Its amount is adapted to the size and complexity of CIS Group
It contributes to the Company's long-term development and is in line with its commercial strategy	Its amount is coherent with the resources available to the Group and its strategic development targets
It is largely subject to demanding performance conditions	Future performances are assessed in relation to past performances and, in that way, are grounded in reality
It is capped	• The fixed amount is stable over the duration of the term of office • The short-term variable portion is capped in relation to the fixed amount and each indicator corresponds to a capped bonus • The long-term variable portion is capped at the time it is granted
It is balanced	It achieves a balance between: • the short and long-term as a guarantee and alignment with the interests of shareholders; and • the economic and financial performances and the implementation of the sustainable development policies

3.2.1. Compensation policy applicable to Régis Arnoux, Chairman and Chief Executive Officer for FY 2022

The compensation policy for the Chairman and CEO seeks to achieve a balance between the short, medium and long-term in order to promote the development of the company for all its stakeholders. On that basis, in order to safeguard the interest of these stakeholders, the Company is committed to maintaining the coherence between the total compensation of the Chairman-CEO and the evolution of the performance of the Company and the CIS Group.

On 13 April 2022, the Board of Directors adopted the principles and criteria for establishing the components of compensation of Régis Arnoux for 2022, on the recommendation of the Compensation Committee.

Upon the proposed renewal of his term of office as Chairman of the Board of Directors and Chief Executive Officer taking effect at the end of the next Ordinary General Meeting of the shareholders on 16 June 2022, subject to the condition precedent of the renewal of his term as director, the Board specified at its meeting on 13 April 2022 that the terms of Régis Arnoux's compensation for the period would remain unchanged.

No significant changes have been made to the compensation policy of the Chairman-CEO for 2022.

The compensation of the Chairman and Chief Executive Officer breaks down as follows:

Gross fixed annual compensation
Subject to a duly justified individual increase, changes in the fixed annual compensation of Régis Arnoux are consistent with normal practice for companies of equivalent size.
Accordingly, the Board of Directors has decided to maintain the amount of fixed annual compensation for Régis Arnoux as Chairman and CEO Officer for FY 2022 at a gross amount of €342,000.
This gross annual compensation is determined in reference to the experience, responsibilities and the benchmark for equivalent positions in the business sector or a similar sector, while taking into account the corporate culture and values.

Variable compensation
Régis Arnoux does not receive variable compensation.

Benefits of any nature
Régis Arnoux benefits from the use of a company car.

Pension and personal protection benefits
Régis Arnoux benefits from the group personal protection and healthcare plan available in the Company.
Régis Arnoux is not a beneficiary of a supplemental retirement plan.

Supplemental group health insurance scheme
Régis Arnoux benefits from the supplemental insurance plan available in the Company.

Severance benefit
Régis Arnoux is not entitled to benefits in the event of the termination or change in his functions.

Long-term compensation
Régis Arnoux does not received any other form of long-term compensation (restricted stock units, stock options, etc.).

Non-compete clause
Régis Arnoux does not benefit from the provisions of a non-compete clause.

Directors' compensation
As a director of CIS, Régis Arnoux receives a fixed annual amount as compensation for serving as director, determined freely by the Board of Directors. The total annual amount allocated to the Board of Directors is set by the General Meeting of the Company.

Other compensation or benefits due or that may be due by Group companies, on the basis of his office
Régis Arnoux is not the beneficiary of any other compensation or benefit due or that may be due by Group companies, on the basis of his office.

Employment contracts combined with a corporate office
In accordance with Middlenext Code recommendation 18, the Chairman and Chief Executive Officer does not combine his function of corporate officer with an employment contract.

3.2.2. Compensation policy applicable to Yannick Morillon, Deputy Chief Executive Officer for FY 2022

The compensation policy for the Deputy-CEO seeks to achieve a balance between the short, medium and long-term performance in order to promote the development of the company for all its stakeholders. On that basis, in order to safeguard the interest of these stakeholders, the Company is committed to maintaining the coherence between the total compensation of the Deputy CEO and the evolution of the performance of the Company and the CIS Group.

The compensation policy for the Deputy Chief Executive Officer for FY 2019 and 2020 was adopted when Yannick Morillon was appointed by the Board of Directors on 16 May 2019, confirmed by the Board of Directors on 23 April 2020 on the recommendation of the Compensation Committee. This compensation policy has been approved at each annual Ordinary General Meeting held over this period.

In 2021, the Compensation Committee reviewed the components of the Deputy Chief Executive Officer's compensation and recognized his excellent performance, expertise and successful integration into CIS since assuming his functions. On that basis, the Compensation Committee proposed to the Board of Directors to increase the compensation of Yannick Morillon in order to take into account the above.

At its meeting on 15 April 2021, the Board of Directors acknowledged the recommendations of the Compensation Committee and stated that it was in favour of the proposed increase in compensation paid to Yannick Morillon. As such, the Company formally transposed these recommendations in amendment 1 to the terms of his office dated 14 June 2021. Details of these terms are indicated below.

It should be noted that in addition to serving as a corporate officer as Deputy CEO, he also has an employment contract as the Chief International Business Development Officer. The components of compensation associated with his employment contract are provided solely for information purposes and are in no way subject to the provisions of articles L. 22-10-4 and L. 22-10-8 of the French Commercial Code.

The compensation of the Deputy Chief Executive Officer breaks down as follows:

Gross fixed annual compensation
Subject to a duly justified individual increase for the reasons presented above and as proposed by the Compensation Committee, changes in the fixed annual compensation of Yannick Morillon are in line with the general salary increase applied by the Company in accordance with normal practice for companies of equivalent size.

The total gross annual compensation is determined in reference to the experience, responsibilities and the benchmarks for equivalent positions in the business sector or similar sectors, while taking into account the corporate culture and values.

The fixed compensation of the Deputy CEO corresponds to the compensation attached to this type of corporate office.

On that basis, it is determined notably in reference to the following criteria:
• the level and complexity of the missions and responsibilities attached to this function;
• the competencies, experience, expertise and career of the person holding the position;
• analyses and market studies on the compensation of similar functions in comparable companies.

In 2021, in application of the recommendations of the Compensation Committee and the decision of the Board of Directors, the fixed compensation paid to Yannick Morillon in his executive capacity as Deputy Chief Executive Officer was increased to €110,000 gross, paid over twelve (12) months, as of 1 June 2021.

Variable compensation
Under the terms of his office, Yannick Morillon can also receive variable annual compensation.

In 2021, in application of the recommendations of the Compensation Committee and the decision of the Board of Directors, the variable compensation paid to Yannick Morillon in his capacity as Deputy Chief Executive Officer was increased to a maximum gross amount of €60,000 if he meets all performance targets set each year by the Board and the Chairman and Chief Executive Officer.

For FY 2021, he could be paid maximum gross variable annual compensation of €60,000 if he achieves all targets set for 2021.

For FY 2020, Yannick Morillon was paid the gross sum of €17,634 in variable compensation, based on his achievement of the targets set for him.

The formula for calculation factors in economic criteria referring to quantitative objectives reflecting the Group's performance as well as the personal contribution of the Deputy Chief Executive Officer based on a qualitative assessment of his management.

The specific nature of the objectives set has been defined in a precise and detailed manner though is not rendered public for reasons of confidentiality.

Benefits of any nature
Yannick Morillon benefits from the use of a company car.

Pension and personal protection benefits
Yannick Morillon benefits from the group personal protection and healthcare plan available in the Company. Yannick Morillon is not a beneficiary of a supplemental retirement plan.

Supplemental group health insurance scheme
Yannick Morillon benefits from the supplemental insurance plan available in the Company.

Severance benefit
The Deputy Chief Executive Officer was eligible for a severance benefit payment representing a gross amount of €66,000 in the event of his removal without cause at the initiative of the Company, occurring within a period of 2 years from the start of his term of office as a corporate officer, i.e. until 17 June 2021 at midnight, in compliance with the laws and regulations applicable to companies with shares traded on a regulated market.

Now that this deadline has passed, Yannick Morillon will no longer be eligible to receive severance benefits of any nature upon termination of his corporate office, subject to application of common law.

Long-term compensation
In accordance with the terms of his corporate office, the compensation of the Deputy Chief Executive Officer has since been supplemented by a long-term component in the form of restricted stock units under annual plans and for which the Extraordinary General Meeting of 17 June 2021 granted full powers to the Board of Directors to award Company shares in the form of restricted stock units (*actions gratuites*) to the Deputy Chief Executive Officer. As a reminder, any additional shares of restricted stock that could be granted to Yannick Morillon will be subject to performance and service requirements defined by the Board of Directors and may not exceed 1.5% of the Company's share capital.

Therefore, on the proposal of its Chairman, at its meeting of 14 December 2021 CIS's Board of Directors decided to grant Yannick Morillon ten thousand (10,000) shares of restricted stock, which represented 0.12% of the Company's share capital at that date, irrespective of any performance conditions, but subject to a service requirement on the vesting date of these shares.

The vesting period for these restricted stock units was set at one (1) year from 14 December 2021, followed by a ten (10) year holding period.

Non-compete clause
Yannick Morillon does not benefit from any non-compete clause with respect to his corporate office.

Other compensation or benefits due or that may be due by Group companies, on the basis of his office.
Yannick Morillon is not the beneficiary of any other compensation or benefit due or that may be due by Group companies, on the basis of his office.

Employment contracts combined with a corporate office
In addition to serving as a corporate officer as Deputy CEO, Yannick Morillon also has an employment contract as the Chief International Business Development Officer.

Under the terms of his employment contract Yannick Morillon receives on the date of this document a gross fixed annual compensation of €154,000. In accordance with amendment 1 of 14 September 2021, the variable component of his compensation calculated on the basis of his achievement of targets set each year was revised from a maximum gross amount of €70,000 to a maximum gross amount of €90,000, if all targets are met and provided he is employed by CIS at the time this bonus is paid.

3.3. Compensation policy for Board members for FY 2022

Each director of the Company receives compensation for their participation in the work of the Board and its committees.

The total annual amount of this compensation is determined each year by the General Meeting of the shareholders. The Board of Directors then freely allocate this amount among its members on the basis of their level of attendance at the meetings of the Board and, as applicable, its committees.

The total compensation paid in 2021 for FY 2020 to all members of the Board fell within the maximum amount of €220,000 set by the General Meeting of 17 June 2021.

It is proposed at the General Meeting of the shareholders to be held on 16 June 2022 to set the compensation for directors payable in 2022 for the year ended 31 December 2021 at €220,000.

In addition to this total annual compensation for directors' attendance at meetings of the Board of Directors, each member of the Audit and Risk Committee receives a fixed annual compensation of €5,000. To date, members of the Strategy Committee and the Compensation Committee have not received any additional compensation.

However, in light of directors' significant involvement in these committees, the Board of Directors decided at its meeting of 13 April 2022, as proposed by its Chairman, to allocate a fixed annual compensation of €5,000 to each member of the Strategy Committee. The Board also decided that it would rule, every year on a case-by-case basis, whether to allocate additional compensation to members of the Compensation Committee, based on the type of the work and duties carried out by the Compensation Committee during the reporting year.

As such, the Board of Directors decided at its meeting of 13 April 2022, as proposed the Chairman, to allocate additional compensation of €5,000 to each member of the Compensation Committee.

The Board of Directors may also allocate exceptional compensation for ad hoc missions that may be assigned to certain directors. These agreements would in that case be subject to the procedure of regulated agreements of Article L.225-38 of the French Commercial Code.

Finally, the Board may also authorise reimbursement of certain travel and other expenses incurred by directors in the interest of the Company.

If a director is appointed or leaves in the course of the year, the same principles will apply on a pro rata basis for the period the office is exercised.

04. COMPONENTS OF COMPENSATION PAID OR GRANTED IN FY 2021

4.1. Components of compensation paid or granted in FY 2021 to executive officers

**Summary of compensation paid or granted to Régis Arnoux
Chairman and CEO**

	2021			2020		
(Gross annual amounts)	Amounts due for FY 2021	Amounts paid	Paid vs. % Total paid	Amounts due for FY 2020	Amounts paid	Paid vs. % Total paid
RÉGIS ARNOUX, Chairman and CEO						
Fixed compensation	€342,000	€342,000	100%	€342,000	€342,000	100%
Variable compensation	N/A	N/A	N/A	N/A	N/A	N/A
Compensation for serving as a director	€20,000	€20,000	100%	€15,000	€15,000	100%
Long-term compensation	N/A	N/A	N/A	N/A	N/A	N/A
Benefits in kind	€6,260	€6,260	100%	€6,260	€6,260	100%
Total	**€368,260**	**€368,260**	**100%**	**€363,260**	**€363,260**	**100%**

**Summary of compensation paid or granted to Yannick Morillon
Deputy Chief Executive Officer**

	2021			2020		
(Gross annual amounts)	Amounts due for FY 2021	Amounts paid	Paid vs. % Total paid	Amounts due for FY 2020	Amounts paid	Paid vs. % Total paid
YANNICK MORILLON, Deputy Chief Executive Officer						
Fixed compensation for serving as officer of the company	€91,667	€91,667	100%	€66,000	€66,000	100%
Variable compensation for serving as an officer of the company	€0 to €60,000	€60,000	100%	€0 to €30,000	€17,634	59%
Long-term compensation	€140,000	€140,000	100%	N/A	N/A	N/A
Benefits in kind	€6,000	€6,000	100%	€6,000	€6,000	100%
Fixed compensation under his employment contract	€154,000	€154,000	100%	€154,000	€154,000	100%
Variable compensation under his employment contract	€0 to €90,000	€90,000	100%	€0 to €70,000	€63,196	90%
Long-term compensation under his employment contract	N/A	N/A	N/A	N/A	N/A	N/A
Benefits in kind under his employment contract	N/A	N/A	N/A	N/A	N/A	N/A
Total	**€541,667**	**€541,667**	**100%**	**€326,000**	**€306,830**	**94%**

4.1.1. Components of compensation paid or granted in FY 2021 to Régis Arnoux, Chairman and Chief Executive Officer

Information on the compensation paid or granted to Régis Arnoux for FY 2021 is provided in the tables presented above.

The different components of compensation have been determined in compliance with the compensation policy for the Chairman and CEO, approved by the shareholders at the General Meeting of 17 June 2021.

The General Meeting of the shareholders of 16 June 2022 will be called to vote on the draft resolution relating to fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted in the year ended 31 December 2021 to Régis Arnoux, Chairman and CEO, as presented below:

M. RÉGIS ARNOUX, Chairman and Chief Executive Officer		
Components of compensation paid or granted for FY 2021	**Amounts**	**Comments**
Gross annual compensation	€342,000	Growth fixed compensation for FY 2021 as approved by the Annual General Meeting on 17 June 2021
Variable compensation	N/A	Not applicable
Benefits of any nature	€6,260	Régis Arnoux benefits from the use of a company car
Pension and personal protection benefits	N/A	Not applicable
Severance benefit	N/A	Not applicable
Compensation for serving as a director	€20,000	As director and Chairman of the Board of Directors of CIS, Régis Arnoux receives director's compensation determined by the General Meeting and allocated by the Board of Directors.
Long-term compensation	N/A	Not applicable
Other compensation or benefits due or that may be due by Group companies, on the basis of his office	N/A	Not applicable

4.1.2. Components of compensation paid or granted in FY 2021 to Yannick Morillon, Deputy Chief Executive Officer

Information on the compensation paid or granted to Yannick Morillon for FY 2021 is provided in the tables presented above.

The components of compensation were determined in compliance with the compensation policy for the Deputy Chief Executive Officer, approved by the shareholders at the General Meeting of 17 June 2021.

The General Meeting of the shareholders of 16 June 2022 will be called to vote on the draft resolution relating to fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted in the year ended 31 December 2021 to Yannick Morillon, in his executive capacity as Deputy Chief Executive Officer, as presented below:

M. YANNICK MORILLON, Deputy Chief Executive Officer		
Components of compensation paid or granted for FY 2021	**Amounts**	**Comments**
Gross annual compensation	€91,667	Growth fixed compensation for FY 2021 as approved by the Annual General Meeting on 17 June 2021
Variable compensation	€0 to €60,000 according to achievement of the results linked to fixed objectives.	Gross variable portion linked to objectives
Benefits of any nature	€6,000	Yannick Morillon benefits from the use of a company car in his capacity as corporate officer
Pension and personal protection benefits	N/A	Not applicable
Severance benefit	N/A	Not applicable
Long-term compensation	€140,000	At its meeting of 14 December 2021, the Board granted Yannick Morillon 10,000 shares of restricted stock, which represented 0.12% of the Company's share capital at that date, in accordance with the terms and conditions set out in section 4.4 above
Other compensation or benefits due or that may be due by Group companies, on the basis of his office	N/A	Not applicable
Fixed compensation under his employment contract	€154,000	
Variable compensation under his employment contract	€0 to €90,000 according to achievement of the results linked to fixed objectives	
Long-term compensation under his employment contract	N/A	
Benefits in kind under his employment contract	N/A	

4.1.3. Fair pay ratio between the level of compensation of the executive officers and the average and median compensation of French employees of CIS SA

The following presentation has been made in accordance with Article L. 22-10-9 I paragraphs 6 and 7 of the French Commercial Code, as amended by Ordinance No. 2019-1234 of 27 November 2019.
The table, in accordance with Article L. 22-10-9 I paragraph 6 of the French Commercial Code, shows the level of compensation of the corporate officers, i.e. Régis Arnoux and Yannick Morillon, compared with average compensation on a full-time equivalent basis of the employees (excluding the officers) and the median compensation of the full-time employees (excluding the officers) of CIS SA in France, as well as the evolution of this ratio over the last five financial years.
The following ratios are calculated on the basis of the fixed and variable compensation of executive managers paid in the periods indicated below;

	FY 2021	FY 2020	FY 2019	FY 2018	FY 2017
Chairman and Chief Executive Officer	348,260	348,260	351,324	351,324	351,324
Ratio on average compensation	4.9	5.4	5.2	5.3	5.6
Ratio on median compensation	6.9	7.3	6.9	7.3	7.9
Deputy Chief Executive Officer	**109,303**	**79,500**	**35,750**	**149,683**	**142,744**
Ratio on average compensation	1.5	1.2	1.0	2.7	2.3
Ratio on median compensation	2.6	1.7	1.3	3.8	3.2

4.2. Compensation paid and granted to non-executive directors for FY 2021

In 2021, the total amount of compensation paid to directors allocated for 2020 amounted to €220,000, which was equally distributed among the directors (€20,000 per director), as proposed at the General Meeting of the shareholders on 17 June 2021. Additional compensation is paid for each meeting held to prepare for Board meetings, and travel expenses are reimbursed.

On top of this total annual compensation, Committee members receive additional compensation based on the following principles:

For members of the Audit and Risk Committee s

Each member of the Audit and Risk Committee received a fixed annual compensation of €5,000.

For members of the Strategy Committee

In light of directors' significant involvement in the Strategy Committee, the Board of Directors decided at its meeting of 13 April 2022, as proposed by its Chairman, to allocate a fixed annual compensation of €5,000 to each member of the Strategy Committee as of the 2021 reporting year.

For members of the Compensation Committee

The Board of Directors also decided at its meeting of 13 April 2022, as proposed by its Chairman, that it would rule every year on a case-by-case basis whether to allocate additional compensation to members of the Compensation Committee, based on the type of the work and duties carried out by the Compensation Committee during the reporting year.

After reviewing the work carried out by the Compensation Committee for the 2021 reporting year, the Board of Directors decided to allocate additional compensation of €5,000 to each member of the Compensation Committee.

The compensation paid and granted to each director for FY 2021 was as follows:

- FINRA, Director: €719,000 for rental payments and management fees, and €20,000 for compensation as a member of the Board of Directors.
- Monique Arnoux, Director: €20,000 for compensation as a member of the Board of Directors.
- Florence Arnoux, Director: €193,000 for wages and for compensation as a member of the Board of Directors and the Strategy Committee.
- Frédérique Salamon, Director: €42,000 for compensation as a member of the Board of Directors, the Strategy Committee, the Compensation Committee and the Audit and Risk Committee.
- CANTOS Ltd, Director: €31,000 for compensation as a member of the Board of Directors and the Strategy Committee.
- Financière Lucinda, Director: €37,000 for compensation as a member of the Board of Directors, the Compensation Committee and the Audit and Risk Committee.
- Frédéric Bedin, Director: €27,000 for compensation as a member of the Board of Directors.

- Marine Firminy, Director: €32,000 for compensation as a member of the Board of Directors and the Audit and Risk Committee.
- Gonzague de Blignières, Director: €27,000 for compensation as a member of the Board of Directors and the Compensation Committee.
- YLD Conseil, Director: €37,000 for compensation as a member of the Board of Directors, the Strategy Committee and the Compensation Committee.

4.3. CIS shares held by corporate officers

i. Shares held by directors and officers

In accordance with the Company's articles of association, each director must hold at least one (1) CIS share (except for the director representing employee shareholders and directors representing employees).

ii. Dealings in company shares by officers and directors of the company and those persons mentioned in Article L.621-18-2 of the French Monetary and Financial Code

The following directors and officers of the Group subject to the obligation of self-reporting dealings in the Company's shares in 2021, and on the date of this report, declared the following transactions:

(In number of shares)	**Period**	**Purchases**	**Disposals**
FINRA	08.2021	99.000	
Florence Arnoux	08.2021		99.000

4.4. Stock options, performance shares and long-term incentive plans

At the proposal of its Chairman, the Board of Directors of CIS decided at its meeting of 14 December 2021 to use the authorisation granted at the General Meeting of 17 June 2021 to award ten thousand (10,000) shares of restricted stock to Yannick Morillon, Deputy Chief Executive Officer, representing 0.12% of the Company's share capital at that date, in accordance with Article L.225-197-1 of the French Commercial Code (**"2021 Plan"**).

This 2021 Plan states that these shares will vest after a one- (1) year holding period starting on 14 December 2021 and ending on 14 December 2022. The vesting of these shares is subject to a service condition at CIS Group but is not subject to any performance requirements. Under the 2021 Plan, these shares must be held for ten (10) years as of their vesting date.

As a reminder, any additional shares of restricted stock that could be granted to Yannick Morillon will be subject to performance and service requirements defined by the Board of Directors and may not exceed 1.5% of the Company's share capital. Excluding the plan to distribute restricted stock units to Yannick Morillon, Deputy Chief Executive Officer through a specific restricted stock unit plan subject to fulfilment of the aforementioned conditions, the Company has implemented no other stock option or restricted stock unit plans.

05. DRAFT RESOLUTIONS ON THE COMPENSATION OF EXECUTIVE OFFICERS SUBJECT TO APPROVAL BY THE GENERAL MEETING OF 16 JUNE 2022

SEVENTEENTH RESOLUTION – Approval of the compensation policy for members of the Board of Directors – Setting of total compensation paid to members of the Board of Directors
The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approve, in application of Article L.22-10-8 of the French Commercial Code, the compensation policy for directors for FY 2022 as described herein.

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, having considered the Board of Directors' report on corporate governance, decide to allocate a total amount of €220,000 to members of the Board of Directors for FY 2021.

EIGHTEENTH RESOLUTION – Approval of the disclosures relating to compensation of executive directors for FY 2021, referred to in section I of Article L.22-10-9 of the French Commercial Code
The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approve, in application of Article L.22-10-34 of the French Commercial Code, the disclosures mentioned in Article L.22-10-9 I therein.

NINETEENTH RESOLUTION - Approval of the components of the total compensation and benefits of any nature paid or granted in 2021 to Régis Arnoux, Chairman and Chief Executive Officer
The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, approve, in application of Article L. 225-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted in 2021 to the Chairman and CEO, Régis Arnoux, as presented herein.

TWENTIETH RESOLUTION - Approval of the fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted in 2021 to Yannick Morillon, Deputy Chief Executive Officer
The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the report on Corporate Governance referred to in Article L.225-37 of the French Commercial Code, approve, in application of Article L.225-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted in 2021 to the Deputy Chief Executive Officer Yannick Morillon, as presented herein.

TWENTY-FIRST RESOLUTION - Approval of the compensation policy for executive officers for FY 2022
The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approve, in application of Article L.22-10-8 of the French Commercial Code, the compensation policy for executive officers for FY 2022 as described herein.

06. RELATED PARTY TRANSACTIONS

This information is provided in note 19 to the consolidated financial statements for the period ended 31 December 2021.

07. SUMMARY OF DELEGATIONS OF AUTHORITY WITH RESPECT TO CAPITAL INCREASES AND OTHER AUTHORISATIONS GIVEN TO THE BOARD OF DIRECTORS

	Shareholders' meeting date	Maturity	Authorised amount
Share buyback programme	17 June 2021	16 December 2022	€14.071.820 10% of the share capital
Authorisation to grant restricted stock units by repurchasing existing shares or issuing new shares	Combined General Meeting of 17 June 2021: authorisation granted to the Board of Directors, in accordance with Articles L.225-197-1 *et seq.* of the French Commercial Code, to award ordinary Company shares of restricted stock on one or more occasions, which will be existing Company shares via previous share buybacks carried out in accordance with applicable laws, to certain executive officers.	16 August 2023 26 months starting with the Combined General Meeting 17 June 2021	The delegation is granted within the limit of 1.5% of the Company's share capital.

08. ITEMS WITH POTENTIAL IMPACTS IN CONNECTION WITH PUBLIC OFFERINGS

Factors that may have an impact in the event of public offers on the securities of CIS are presented below:

- Structure of CIS share capital: information on the share capital is provided in section VIII of the management report. As a result, we remind you that a shareholders' agreement was signed on 31 May 1998 between the Arnoux and the Aloyan families, under which the Arnoux and the Aloyan families are considered to be acting in concert. The Arnoux and the Aloyan families hold 67.1% of the Company's capital and 81.2% of the voting rights Also, CIS owns 3.2% of the capital in the form of treasury shares.

  The founder and Chairman of CIS, Régis Arnoux, holds both directly and indirectly through FINRA, of which he is a majority partner, 49.8% of the shares and 60.1% of the voting rights.

  We also remind you that, within the Arnoux family, on 5 August 2021, Florence Arnoux sold 99,000 CIS shares, representing 1.23% of the share capital, to the Arnoux family holding company, FINRA. As a result, FINRA increased its individual holding of between 30% and 50% of the share capital of CIS by more than 1% in less than twelve consecutive months. In accordance with applicable regulations, the increase in FINRA's holding was exempted from filing a mandatory draft public offer by the French financial market authority, the AMF, in a decision published on the AMF website on 6 July 2021.

- Article 13.2 of the Company's articles of association provides for a double voting right attaching to all fully paid up shares held in registered form for at least the last three years in the name of the same shareholder. In the event of a capital increase by the capitalisation of reserves, earnings or issue premium, registered shares granted for free to a shareholder shall carry double voting right when issued, if the corresponding shares already held by the shareholder also carry double voting rights.

09. PROCEDURE FOR THE ASSESSMENT OF AGREEMENTS COVERING DAY-TO-DAY TRANSACTIONS SIGNED UNDER ARM'S LENGTH TERMS IN APPLICATION OF ARTICLES L.22-10-12 AND L.22-10-10 PARAGRAPH 6 OF THE FRENCH COMMERCIAL CODE

In accordance with Articles L.22-10-12 and L.22-10-10 paragraph 6 of the French Commercial Code, the Board of Directors adopted at its meeting of 13 April 2022, on the recommendation of the Audit and Risk Committee (ARC), a procedure to ensure, on a regular basis, that agreements not subject to the procedure for regulated agreements cover day-to-day transactions signed under arm's length terms.

This procedure stipulates that the Company must identify and review these unregulated agreements every year. These agreements are assessed based on legal, jurisprudential and commercial criteria.

A preliminary report will be drawn up by the legal and financial departments and submitted to the ARC.
The ARC will examine the report and in turn submit it to the Board of Directors.

It is specified that no direct or indirect parties to these agreements may participate in this assessment.

For the financial year ended 31 December 2021, the Board acknowledged that the agreements in effect relating to day-to-day transactions signed under arm's length terms do meet these conditions and consequently decided not to reclassify these agreements as regulated agreements.

10. PROCEDURES RELATING TO THE PARTICIPATION OF SHAREHOLDERS IN GENERAL MEETINGS

The General Meeting comprises all of the shareholders, regardless of the number of shares they hold. The rules and conditions for the participation of shareholders in General Meetings are provided again in each meeting notice, in accordance with applicable provisions of the law, regulations and the articles of association and notably Article 21 of the articles of association reproduced below.

Shareholders shall meet for a General Meeting at minimum once per year, within six months of the close of the financial year, to approve the accounts of that financial year, subject to extension of this deadline by decision of a court of law. All shareholders are provided material access to said Meeting.

Article 21 - General meetings

21.1. Preliminary remarks

Decisions by shareholders are made in General Meetings.

Ordinary General Meetings shall be those that are held to vote on decisions that do not amend the articles of association or the nationality of the Company.

Extraordinary General Meetings shall be those called to decide or authorise direct or indirect amendments to the articles of association or the nationality of the Company.

Deliberations by the General Meetings are binding on all shareholders even if they are absent, dissenting or incapacitated.

21.2. Record of attendance - Committee - Minutes

1. *General Meetings are convened by the Board of Directors, or, failing that, by the Auditors, or by any person duly empowered for this purpose.*
   General Meetings are to be held at the registered office or at any other venue indicated in the notice of meeting.

   Before holding a shareholders' meeting, the Company is required to publish a meeting notice at least thirty-five days before the meeting in the Bulletin des Annonces Légales Obligatoires, containing the information mentioned in Article R.225-73 of the French Commercial Code.

   General shareholders' meetings are called by a notice placed in a publication for legal announcements in the department of the registered office in addition to the French national publication for legal announcements (Bulletin des Annonces Légales Obligatoires or B.A.L.O.) at least fifteen clear days before the date of the Meeting.

   Shareholders holding registered shares for at least one month from the date of publication of the notice of meeting will be called to attend any meeting by ordinary mail, even if they have not so requested.

   The meeting notice must be sent by registered letter to those shareholders having so requested and provided the Company with the amount corresponding to the registered mail costs.

   Joint owners of indivisible shares are called to meetings in the same manner. When shares are held in usufruct, the party holding the voting right is called in the same manner and under the same conditions.

   In addition, in compliance with Article R.225-73-1 of the French Commercial Code, the supporting documents to the General Meeting will be available on the Company's website by the 21st day preceding the meeting which shall include notably the meeting agenda and resolutions.

   When the Meeting was unable to validly conduct proceedings due to the absence of the required quorum, the second Meeting, and where applicable, the postponed second meeting, are called at least ten days in advance in the same manner as for the first Meeting.

2. *The public notices of a meeting and the notice of call of meeting shall include the information provided for by law and notably the meeting agenda, the Company's electronic address to which the shareholders' written questions may be sent and, as applicable, the mention of the obligation to obtain the opinion or prior approval of the holders of securities giving access to the share capital.*

   The Meeting may only deliberate on the items on the agenda. It may however revoke one or more directors in any circumstances;

   One or more shareholders representing the percentage of capital required by law, may in accordance with legal requirements and within applicable time limits, request the inclusion of proposed resolutions on the agenda.

   In accordance with the provisions of articles R.225-71 to R.225-74 of the French Commercial Code, requests by shareholders to add draft resolutions to the agenda and written questions are sent to the registered office by registered letter with return receipt as from the publication date of the meeting notice and until twenty-five days before the General Meeting or twenty-five days as from the publication of the meeting notice, when published more than forty-five days before the General Meeting date (date of receipt of the request by the Company which is taken into account).

   Requests for adding an item to the agenda must be justified. The request to add draft resolutions is accompanied by a draft text that may be accompanied a brief description of the reasons. Such requests shall be subject to the provision of proof of ownership or representation of the percentage of capital required by regulation.

   In addition, in accordance with the provisions of Article L.2323-67 paragraph 2 of the French Labour Code, requests for including draft resolutions by the works council, when such committee exists, shall be sent within ten days from the publication of the meeting notice.

3. *Every shareholder shall have the right to take part in General Meetings and in deliberations personally or by proxy, regardless of the number of shares held, on presentation of proof of identity and of share ownership. Evidence of the right to take part in General Meetings shall be shown by an entry in the accounts of the securities held in the name of the shareholder or the intermediary registered on his behalf, on the second working day prior to the General Meeting at midnight CET, or in the accounts of registered securities held by the company, or in the accounts of bearer securities held by an authorised intermediary. The record of shares in the accounts maintained by the authorised intermediary for bearer shares must be evidenced by a participation certificate (attestation de participation) issued by the latter, which must be attached to the voting form or the proxy or the request for an admission card (carte d'admission) established in the name of the shareholder or the registered intermediary on their behalf. A certificate is also issued to shareholders wishing to personally attend the Meeting who have not received their admission card on the second business day preceding the Meeting by midnight (CET).*

   Any shareholder may be represented by any other individual or legal entity of his or her choice in accordance with the conditions provided for by articles L.225-106 to L.225-106-3 of the French Commercial Code, and to that purpose, must possess a proxy in writing.

   The legal representatives of shareholders who are legally incapacitated and natural persons representing legal entities may participate in the Meetings, regardless of whether or not they are shareholders themselves.

4. Any shareholder may vote by mail using a form completed and sent to the Company under the conditions provided for by law and regulations and that must be received by the Company no later than 3 days before the Meeting date to be taken into account.

Distance voting by an electronic voting form or by proxy given by an electronic signature shall be exercised in accordance with regulations in force.

5. All shareholders may also participate in General Meetings via videoconferencing or other means of telecommunications according to the conditions provided for by law and regulations which are to be mentioned in the meeting notice.

6. If applicable, two members of the works council, appointed by the council under the conditions provided for by law, may attend the General Meetings. They must be heard, if they so request, in respect of all actions requiring the unanimous vote of the shareholders.

7. An attendance sheet containing the information required by law is drawn up for each Meeting.

8. The Meetings are chaired by the Chair of the Board of Directors or by the longest serving director attending the Meeting. Failing this, the shareholders' meeting appoints its own Chairman.

Vote counting shall be performed by two shareholders who are present and accept such duties, representing, either on their own behalf or as proxies, the greatest number of votes.

The meeting officers shall name a secretary, who does not have to be a shareholder Meeting minutes are drawn up and copies or excerpts (short form certificates) are issued and certified in accordance with the law.

21.3. Quorum – Vote – Number of votes

1. The quorum is calculated on the basis of the total number of shares making up the share capital, after deducting shares legally deprived of voting rights.

In the case of distance voting, only those forms received by the Company before the Meeting in accordance with the conditions and deadlines established by decree, are counted in calculating the quorum.

2. Voting rights attached to the shares are proportional to the percentage of share capital such shares represent. At equal nominal value, each share of capital stock owned or possessed carries one vote.

3. For pledged shares, the voting right is exercised by the owners of the shares. The issuing Company is not authorised to vote using shares it has subscribed for, acquired or accepted as security and such shares are not taken into account in calculating the quorum.

4. Votes are cast by a show of hands, by standing or by a roll call according to the decision of the Meeting's officers.

5. Decisions by the shareholders' Meeting are expressed on the basis of a majority vote of shareholders present or represented. Votes expressed do not include those attached to shares for which the shareholder has not participated in the vote, has abstained or returned a blank or invalid vote.

21.4. Ordinary General Meeting

An Ordinary General Meeting shall meet at least once per year, within six months of the close of the financial year, to approve the accounts of that financial year, subject to extension of this deadline by decision of a court of law.

The Ordinary General Meeting can validly conduct proceedings after the first notice of meeting, only if shareholders present, represented or voting by mail hold at least one-fifth of the shares with voting rights.

Upon the second convocation, no quorum is required. Decisions are made by a majority of votes held by the shareholders present or represented, including by shareholders voting by mail.

21.5. Extraordinary General Meeting

The Extraordinary General Meeting can modify all provisions of the articles of association and namely decide on the transformation of the company into a Company with another non-trading or commercial company form. It may not, however, increase shareholder commitments, except for properly executed transactions resulting from a share consolidation.

The Extraordinary General Meeting shall be authorised to validly conduct business, pursuant to the first meeting notice, only if all shareholders present, represented, or voting by mail represent at least one quarter of the shares carrying voting rights and, pursuant to the second call, one fifth of the shares with voting rights. If the latter quorum is not reached, the second Meeting may be postponed to a date no later than two months after the date for which it was called.

Decisions are made on the basis of a two thirds majority of shareholders present or represented or shareholders having voted by mail.

21.6. Shareholders' right to obtain information

All shareholders are entitled to access to documents necessary to allow them to have full knowledge of relevant facts and make informed judgements about the management and oversight of the Company.

The nature of these documents and the procedures for their transmission by mail or making them available are defined by applicable regulations.

Signed in Marseilles
13 April 2022

THE BOARD OF DIRECTORS

Extraordinary General Meeting Ordinary General Meeting of 16 June 2022

Agenda

Agenda for the extraordinary general meeting

1. Revision of the Company's articles of association to bring them into compliance with applicable laws and regulations;
2. Authorisation to the Board of Directors to award Company shares of restricted stock by purchasing existing shares for the benefit of the Deputy Chief Executive Officer;
3. Powers for legal formalities pursuant to the Extraordinary General Meeting;

Agenda for the ordinary general meeting

4. Approval of the separate parent company financial statements for the year ended 31 December 2021 and grant of discharge to directors;
5. Approval of the consolidated financial statements for the year ended 31 December 2021;
6. Appropriation of income from the parent company financial statements for the year ended 31 December 2021;
7. Auditors' special report on regulated agreements – Approval of these agreements;
8. Renewal of Régis Arnoux's term of office as Director;
9. Renewal of Monique Arnoux's term of office as Director;
10. Renewal of Florence Arnoux's term of office as Director;
11. Renewal of Frédérique Salamon's term of office as Director;
12. Renewal of the term of office as Director of Financière Regis Arnoux (FINRA);
13. Renewal of the term of office as Director of Financière Lucinda;
14. Renewal of Frédéric Bedin's term of office as Director;
15. Renewal of the term of office as Director of YLD Conseil;
16. Appointment of a new independent director, Caroline Flaissier;
17. Approval of the compensation policy for members of the Board of Directors – Setting of total compensation paid to members of the Board of Directors;
18. Approval of the disclosures relating to compensation of executive directors for FY 2021, referred to in section I of Article L.22-10-9 of the French Commercial Code;
19. Approval of the fixed, variable or exceptional components of total compensation and benefits of any nature paid or granted in 2021 to Régis Arnoux, Chairman and Chief Executive Officer;
20. Approval of the fixed, variable and exceptional components of total compensation and benefits of any nature paid or granted in 2021 to Yannick Morillon, Deputy Chief Executive Officer;
21. Approving the compensation policy for executive officers for FY 2022;
22. Renewal of the appointments of the Company's Statutory Auditors;
23. Non-renewal of the appointments of the Company's Alternate Auditors;
24. Renewal of the authorisation given to the Board of Directors to deal in the Company's shares in accordance with Article L.22-10-62 of the French Commercial Code;
25. Powers for legal formalities pursuant to the Ordinary General Meeting.

Extraordinary General Meeting Ordinary General Meeting of 16 June 2022

Presentation of the reasons for the resolutions proposed by the Board of Directors

To the shareholders,

The purpose of this document is to present you the reasons for the resolutions submitted to the Annual meeting and Ordinary General Meeting in accordance with Article L.225-115 3° of the French Commercial Code.

The General Meeting of 16 June 2022 has accordingly been called mainly for the purpose of voting on the following resolutions:

1. Revision of the Company's articles of association primarily to bring them into compliance with applicable laws and regulations (Modification of articles: 2. Corporate purpose, 4. Registered office, 5. Term, 11. Indivisibility, 13. Rights and obligations attached to shares, 14. Board of Directors, 15. Organisation and oversight of the Board of Directors, 16. Meetings of the Board of Directors, 18. Executive management, 20. Statutory auditors, 21. General Meetings);
2. Authorisation to the Board of Directors to award Company shares of restricted stock by purchasing existing shares for the benefit of the Deputy Chief Executive Officer;
3. Approval of the separate parent company financial statements for the year ended 31 December 2021 and grant of discharge to directors; Approval of the consolidated financial statements for the year ended 31 December 2021;
4. Appropriation of income from the parent company financial statements for the year ended 31 December 2021;
5. Auditors' special report on regulated agreements – Approval of these agreements;
6. Renewal of Régis Arnoux's term of office as Director;
7. Renewal of Monique Arnoux's term of office as Director;
8. Renewal of Florence Arnoux's term of office as Director;
9. Renewal of Frédérique Salamon's term of office as Director;
10. Renewal of the term of office as Director of Financière Regis Arnoux (FINRA);
11. Renewal of the term of office as Director of Financière Lucinda;
12. Renewal of Frédéric Bedin's term of office as Director;
13. Renewal of the term of office as Director of YLD Conseil;
14. Appointment of a new independent director, Caroline Flaissier;
15. Approval of the compensation policy for members of the Board of Directors – Setting of total compensation paid to members of the Board of Directors;
16. Approval of the disclosures relating to compensation of executive directors for FY 2021, referred to in section I of Article L.22-10-9 of the French Commercial Code;
17. Approval of the fixed, variable or exceptional components of total compensation and benefits of any nature paid or granted in 2021 to Régis Arnoux, Chairman and Chief Executive Officer;
18. Approval of the fixed, variable and exceptional components of total compensation and benefits of any nature paid or granted in 2021 to Yannick Morillon, Deputy Chief Executive Officer;
19. Approving the compensation policy for executive officers for FY 2022;
20. Renewal of the appointments of the Company's Statutory Auditors;
21. Non-renewal of the appointments of the Company's Alternate Auditors;
22. Renewal of the authorisation given to the Board of Directors to deal in the Company's shares in accordance with Article L.22-10-62 of the French Commercial Code;
23. Powers for legal formalities pursuant to the meeting and Ordinary and Extraordinary General Meeting.

01. I. EXTRAORDINARY RESOLUTIONS

1. Revision of the Company's articles of association primarily to bring them into compliance with applicable laws and regulations

(Modification of articles: 2. Corporate purpose, 4. Registered office, 5. Term, 11. Indivisibility, 13. Rights and obligations attached to shares, 14. Board of Directors, 15. Organisation and oversight of the Board of Directors, 16. Meetings of the Board of Directors, 18. Executive management, 20. Statutory auditors, 21. General Meetings)

First resolution

To update the Company's articles of association, primarily to bring them into compliance with changes in laws and regulations, we propose amending the articles: 2. Corporate purpose, 4. Registered office, 5. Term, 11. Indivisibility, 13. Rights and obligations attached to shares, 14. Board of Directors, 15. Organisation and oversight of the Board of Directors, 16. Meetings of the Board of Directors, 18. Executive management, 20. Statutory auditors, 21. General Meetings. The new draft version of the articles of association is available on the Company website in the section on General Meetings (https://www.cis-integratedservices.com/fr/informations-reglementees) and includes the following changes:

Modification of Article 2. Corporate purpose

To take into account the diversification of the Company's businesses, especially in so-called "high-performance" cleaning services, it is proposed to add this activity to the corporate purpose.

Modification of the second paragraph of Article 4. Registered office

The purpose of this resolution is to clarify the application of and expressly limit the powers of the Board of Directors to decide to transfer the registered office. Following this new resolution, any decision to transfer the registered office would fall exclusively within the purview of the Ordinary General Meeting.

Modification of Article 5. Term – Addition of a paragraph

The term of the Company is set at 99 years.
To act ahead of the Company's expiry date, we propose inserting a clause in Article 5 of the Company's articles of association of relating to the term that requires the Board of Directors to call an Extraordinary General Meeting to decide whether to extend the Company's term.
We propose stipulating that, should the Board of Directors fail to call such an Extraordinary General Meeting within this timeframe, any shareholder will be entitled to request that the presiding judge of the Commercial Court appoint a legal representative tasked with organising the Extraordinary General Meeting to consult with the shareholders and decide on extending the Company's term.

Modification of the second paragraph of Article 11 – Indivisibility of shares – Addition of a paragraph

The purpose of this amendment is to bring Article 11 of the Company's articles of association into compliance with Article 1844 of the French Civil Code by including in the articles of association the option, should ownership of Company shares be divided between usufructuary and bare owner, of convening both parties to all Company General Meetings and granting them voting rights, even if one of them does not have voting rights.

Modification of Article 13.1.5

The purpose of this resolution is to submit for your approval the modification of Article 13.1.5 of the Company's articles of association for the purpose of updating the wording of the rules describing the legal obligation to inform the Company and the French financial market authority, the AMF, about holdings of a number of shares and voting rights equal to, less than or greater than the legal thresholds for these holdings, and to adjust statutory thresholds.

Addition of Article 13.3 – Identification of holders of bearer shares

The purpose of this resolution is to submit for your approval the addition of Article 13.3 to the Company's articles of association to allow the Company to identify holders of its bearer shares, in application of the new requirements set out in Article L.228-2 of the French Commercial Code, as amended by the French law of 8 October 2021.

By virtue of the aforementioned Article, to identify the owners of its bearer shares, the Company is entitled to request at any time and for a fee, under the conditions provided for by law, information concerning the owners of its shares and securities with current or future rights to vote at its own shareholders' meetings.

Modification of Article 14.2 on directors representing employees

Addition of the following preamble: *"The status, terms and conditions for electing directors representing employees are set in Articles L.225-27 to L.225-34, L.22-10-6 and L.22-10-7 of the French Commercial Code and in these articles of association."*

Modification of Article 15.2 on the age limit to be appointed Chairman of the Board of Directors

We propose raising the age limit on performing the duties of Chairman of the Board of Directors of the Company to 87 years old.

Modification of Article 16.3.

It is proposed to introduce a requirement of a qualified majority for certain decisions by the Board of Directors.

As a general rule, Board decisions are made by a majority vote of members present or represented. In the event of a tied vote, the Chair of the meeting has the casting vote.

However, the following decisions may only be made by a majority of three-quarters of the members present or represented:
- Appointment or reappointment of the Chairman of the Board of Directors;
- Appointment or reappointment of the Chief Executive Officer;
- Appointment or reappointment of the Deputy Chief Executive Officer;
- Co-option of a new director;
- Any purchase, subscription, disposal or modification of securities, assets or activities, including the going concern, and more generally, any acquisition;
- Any transformation, restructuring, merger, demerger, dissolution or liquidation of the Company;
- The takeover or lease of the Company's as a going concern;
- The suspension or termination of a business unit.

Modification of Article 16.6.

The purpose of this amendment is to clarify the outcomes of deliberation by the Board of Directors and refer directly to the laws and regulations with which the Company must comply.

Addition of Article 16.7.

The purpose of adding this Article 16.7 to the Company's articles of association is to grant the Board of Directors use of the option provided for in Article L.225-37 of the French Commercial Code in making certain decisions, listed exhaustively therein, by way of written consultation and thereby allowing for a smoother decision-making process for the Board.

Decisions that can be made by written consultation include:
- Temporary appointment of Board members;
- Authorisation of sureties, endorsements and guarantees given by the Company;
- Decision made by delegation of the Extraordinary General Meeting to amend the Company's articles of association to bring them into compliance with current laws and regulations;
- Notice for the General Meetings.

Modification of Article 18 on the age limit to be appointed Chief Executive Officer

We propose amending Article 18 of the Company's articles of association to raise the age limit on performing the duties of Chief Executive Officer to 87 years old.

Modification of Article 20 – Statutory auditor

The purpose of this resolution is to apply France's Sapin II law of 9 December 2016 by amending Article 20 of the Company's articles of association and remove the current statutory requirement on the Company to appoint Alternate Auditors.

This will reduce Company costs by giving it the option to appoint Alternate Auditors.

Modification of Article 21.2 – Record of attendance – Committee – Minutes

The purpose of the amendments to Article 21.2 of the Company's articles of association is to bring its provisions into compliance with applicable laws and regulations.

Given the significant amendments made to the Company's Articles of Association, as detailed above, the Board of Directors proposes that you revise the Company's articles of association and adopt the corresponding resolution.

2. Authorisation to the Board of Directors to award Company shares of restricted stock by purchasing existing shares for the benefit of the Deputy Chief Executive Officer

Second resolution

The purpose of this resolution is to authorise the Board of Directors to award Company shares, by purchasing existing shares on one or more occasions, to the Deputy Chief Executive Officer as part of a specific plan.

The restricted stock units may be subject to performance conditions, to be determined by the Board of Directors.

The total number of restricted stock units that can be granted must not exceed 1.5% of the Company's share capital, within an overall limit of 120,000 shares, and in any case must not exceed the limits set by Articles L.225-197-1 *et seq.* of the French Commercial Code.

This authorisation would be granted for a period of twenty-six (26) months and invalidate any previous delegation with the same purpose.

The Board of Directors proposes adopting this resolution as stated.

02. ORDINARY RESOLUTIONS

3. Approval of the separate annual and consolidated financial statements for the period ended 31 December 2021

Fourth and fifth resolutions

It is requested that you (i) approve the separate financial statements of the Company and the consolidated financial statements of CIS Group for FY 2021 and (ii) grant discharge to the directors for their management.

- The separate parent company financial statements show a net profit of €1,964,377.59.
- The consolidated financial statements show a net profit attributable to equity holders of the parent of €5,102,621.

The Board of Directors proposes adopting these resolutions as stated.

4. Appropriation of income from the parent company financial statements for 2021 Setting of dividend amount and payment date

Sixth resolution

The Board of Directors proposes that all of the net profit for 2021 of €1,964,377.59 be appropriated as follows:

- Other reserves €685,852.23
- Dividend...€1,278,525.36

The total gross dividend is set at €0.159 per share.
The dividend will be paid as from 24 June 2022 directly to the shareholders who hold shares in a pure registered account or to the financial intermediaries responsible for managing the bearer shares or shares held in an administered registered account, through CACEIS.
The ex-dividend date is set on 24 June 2022.

When dividends are paid to natural persons having their tax residence in France, the dividend is subject to either a single, flat-rate withholding tax of 12.8% levied on all dividends paid (Article 200 A of the French General Tax Code), or, on the taxpayer's express, irrevocable and generally applicable request, to personal income tax based on the progressive income tax scale after deducting the 40% allowance (Article 200 A, 13 and 158 of the French General Tax Code).

Dividends will also be subject to social levies at a rate of 17.2%.
The Board of Directors proposes adopting this resolution as stated.

5. Regulated agreements

Seventh resolution

The purpose of this resolution is to submit to your approval the regulated agreements entered into in 2021 as described in the Auditors' special reports as referred to in articles L. 225-38 *et seq.* of the French Commercial Code.
The Board of Directors proposes adopting this resolution as stated.

6. Renewal of Régis Arnoux's term of office as Director

Eighth resolution

The office of director of Régis Arnoux expires at the end of the next General Meeting to be held on 16 June 2022.

We propose in consequence that you renew this office as director for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending on 31 December 2024.

The Board of Directors proposes adopting this resolution as stated.

7. Renewal of Monique Arnoux's term of office as Director

Ninth resolution

The office of director of Monique Arnoux expires at the end of the next General Meeting to be held on 16 June 2022.

We propose in consequence that you renew this office as director for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending on 31 December 2024.

The Board of Directors proposes adopting this resolution as stated.

8. Renewal of Florence Arnoux's term of office as Director

Tenth resolution

The office of director of Florence Arnoux expires at the end of the next General Meeting to be held on 16 June 2022.

We propose in consequence that you renew this office as director for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending on 31 December 2024.

The Board of Directors proposes adopting this resolution as stated.

9. Renewal of Frédérique Salamon's term of office as Director

Eleventh resolution

The office of director of Frédérique Salamon expires at the end of the next General Meeting to be held on 16 June 2022.

We propose in consequence that you renew this office as director for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending on 31 December 2024.

The Board of Directors proposes adopting this resolution as stated.

10. Renewal of the term of office as Director of Financière Regis Arnoux

Twelfth resolution

The office of director of Financière Régis Arnoux (FINRA), represented by Monique Arnoux, will expire at the end of the next General Meeting of 16 June 2022.

We propose in consequence that you renew this office as director for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending on 31 December 2024.

The Board of Directors proposes adopting this resolution as stated.

11. Renewal of the term of office as Director of Financière Lucinda

Thirteenth resolution

The office of the director of Financière Lucinda, represented by Sophie Le Tanneur de Rancourt, will expire at the end of the next General Meeting of 16 June 2022.

We propose in consequence that you renew this office as director for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending on 31 December 2024.

The Board of Directors proposes adopting this resolution as stated.

12. Renewal of Frédéric Bedin's term of office as Director

Fourteenth resolution

The office of director of Frédéric Bedin will expire at the end of the next General Meeting to be held on 16 June 2022.

We propose in consequence that you renew this office as director for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending on 31 December 2024.

The Board of Directors proposes adopting this resolution as stated.

13. Renewal of the term of office as Director of YLD Conseil

Fifteenth resolution

The office of the director of YLD Conseil, represented by Yves-Louis Darricarrère, will expire at the end of the next General Meeting of 16 June 2022.

We propose in consequence that you renew this office as director for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending on 31 December 2024.

The Board of Directors proposes adopting this resolution as stated.

14. Appointment of a new independent director, Caroline Flaissier

Sixteenth resolution

It is proposed that you appoint Caroline Flaissier, born on 25 October 1976, residing at 34 avenue de Saint Ouen – 75018 Paris, as an independent director for a term of three years, i.e. until the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

With an engineering degree from the École Nationale Supérieure des Mines de Nancy, Caroline Flaissier is a partner with the international talent and organisational consulting firm Korn Ferry. Prior to that, she was Chief Executive Officer of ENGIE Supply B2B in France, where she led the full turnaround of the business, and the shift of its operating model to innovative services linked to the energy transition. Earlier in her career, Caroline spent 16 years at TotalEnergies where she held various operational and functional executive roles.

Caroline is a board member of the infrastructure fund Infravia Capital Partner, a partner at the impact fund 50 Partners Impact, and a member of the Oversight Council for Engineering Sciences Courses of Sorbonne Université.

She is also a Young Leader of the French American Foundation, and winner of the *Les Echos* Next Leader Award for digital technology in 2017.

Caroline Flaissier meets all the independence criteria of the Middlenext Code to which the Company refers.
The Board of Directors proposes adopting this resolution as stated.

15. Approval of the compensation policy for members of the Board of Directors Setting of total compensation

Seventeenth resolution

The purpose of this resolution is to submit for your approval, after considering the report of corporate governance referred to in Article L.225-37 of the French Commercial Code, in application of Article L.22-10-8 of the French Commercial Code, the amount of compensation granted to directors for FY 2021 and the compensation policy for directors for FY 2022, as described herein.
The purpose of this resolution is also to allocate a total amount of two hundred twenty thousand euros (€220,000) to members of the Board of Directors for FY 2021.
The Board of Directors proposes adopting this resolution as stated.

16. Approval of the disclosures relating to compensation of executive directors for FY 2021, referred to in section I of Article L.22-10-9 of the French Commercial Code

Eighteenth resolution

The purpose of this resolution is to submit to your approval, after considering the report on corporate governance referred to in Article L. 225-37 of the French Commercial Code, in application of Article L.22-10-34 of the French Commercial Code, the disclosures mentioned in Article L. 22-10-9 of said code presented herein.
The Board of Directors proposes adopting this resolution as stated.

17. Approval of the components of total compensation and benefits of any nature paid or granted to executive officers in FY 2021

Nineteenth resolution

The purpose of this resolution is to submit for your approval, in application of Article L.22-10-34 II of the French Commercial Code and after considering the report on corporate governance referred to in Article L.225-37 of said code, the fixed, variable and exceptional components of the total compensation and benefits of any nature paid in or granted in 2021 to the Chairman and CEO, Régis Arnoux, as presented herein.
The Board of Directors proposes adopting this resolution as stated.

Twentieth resolution

The purpose of this resolution is to submit for your approval, in application of Article L. 22-10-34 II of the French Commercial Code and after considering the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted in 2021 to the Deputy Chief Executive Officer Yannick Morillon, as presented herein.
The Board of Directors proposes adopting this resolution as stated.

18. Approving the compensation policy for executive officers for FY 2022

Twenty-first resolution

The purpose of this resolution is to submit for your approval, in application of Article L.22-10-8 of the French Commercial Code and after considering the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, the compensation policy for executive officers and for FY 2022 as described herein.
The Board of Directors proposes adopting this resolution as stated.

19. Renewal of the appointments of Joint Statutory Auditors

Twenty-second resolution

The terms of Odycé Nexia SAS (formerly Audit Conseil Expertise) – member of Nexia International, domiciled at 17 boulevard Augustin Cieussa, 13007 Marseille, Joint Statutory Auditor – and Synthèse Révision Expertise Comptable SYREC – domiciled at Prado Beach, 59 Promenade Georges Pompidou, 13272 Marseille, Joint Statutory Auditor – expire at the end of this General Meeting.

We propose accordingly that you renew the appointment of Odycé Nexia SAS, represented by Sylvain Lavagna, and of Synthèse Révision Expertise Comptable SYREC, represented by William Parmaksizian, as Joint Statutory Auditors for a new term of six (6) financial years, which will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2027.
The Board of Directors proposes adopting this resolution as stated.

20. Non-renewal of the appointments of Joint Alternate Auditors

Twenty-third resolution

The terms of A.E.C.C Gilbert Caulet and Fiprovex, Joint Alternate Auditors, expire at the end of this General Meeting. Subject to the approval of the new Article 20 of the Company's articles of association, and in compliance with applicable laws, we propose that you acknowledge the expiry of these terms and not reappoint alternate auditors to reduce Company costs.
The Board of Directors proposes adopting this resolution as stated.

21. Renewal of the authorisation given to the Board of Directors to deal in the Company's shares

Twenty-fourth resolution

The General Meeting held on 17 June 2021, according to the terms and conditions set forth in the corresponding resolution, authorised the Board of Directors, and vested it with all powers to that effect, in accordance with the provisions of Articles L.22-10-62 *et seq.* of the French Commercial Code and AMF regulations, to purchase company shares.

This authorisation was granted for a period of eighteen months that will expire on 16 December 2022.

We accordingly request that you renew this authorisation for a new period of eighteen months, subject to the following conditions: a maximum purchase price of twenty-five euros (€25) per share and within the legal limit of 10% of the share capital, whereby it is specified that (a) this limit applies to an amount of Company share capital that will be adjusted for any transactions affecting the share capital subsequent to this General Meeting and (b) when shares are purchased under a liquidity contract in compliance with the AMF's General Regulations, the number of shares taken into account to calculate the 10% limit corresponds to the number of shares purchased minus shares sold during the period this authorisation is valid.

Under the authorisation granted by the General Meeting, the Board of Directors acquired and sold shares of the Company in 2021 for the purpose of maintaining an orderly market in its shares.

At 31 December 2021, the Company held 261,179 own shares in treasury compared with 194,921 shares at 31 December 2020.
The Board of Directors proposes adopting this resolution as stated.

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We hope that these proposals will meet with your approval and that you will approve in consequence the resolutions submitted to your vote.

Marseilles,
13 April 2022

THE BOARD OF DIRECTORS

Extraordinary General Meeting Ordinary General Meeting of 16 June 2022

The Board of Directors' report to the Extraordinary General Meeting

To the shareholders,

We have called this Extraordinary General Meeting to consider the following items on the agenda:

- Revision of the Company's articles of association primarily to bring them into compliance with applicable laws and regulations (Modification of articles: 2. Corporate purpose, 4. Registered office, 5. Term, 11. Indivisibility, 13. Rights and obligations attached to shares, 14. Board of Directors, 15. Organisation and oversight of the Board of Directors, 16. Meetings of the Board of Directors, 18. Executive management, 20. Statutory auditors, 21. General Meetings);
- Authorisation to the Board of Directors to grant restricted stock units from existing or new shares, with cancellation of the shareholders' preferential subscription rights, to the Company's executive officers.

Revision of the Company's articles of association primarily to bring them into compliance with applicable laws and regulations

(Modification of articles: 2. Corporate purpose, 4. Registered office, 5. Term, 11. Indivisibility, 13. Rights and obligations attached to shares, 14. Board of Directors, 15. Organisation and oversight of the Board of Directors, 16. Meetings of the Board of Directors, 18. Executive management, 20. Statutory auditors, 21. General Meetings)

The Board of Directors proposes to the shareholders at this Extraordinary General Meeting to update the Company's articles of association to bring them into compliance with changes in laws and regulations.

This would require amending the articles: 2. Corporate purpose, 4. Registered office, 5. Term, 11. Indivisibility, 13. Rights and obligations attached to shares, 14. Board of Directors, 15. Organisation and oversight of the Board of Directors, 16. Meetings of the Board of Directors, 18. Executive management, 20. Statutory auditors, 21. General Meetings.

An explanation of the reasons for each modification proposed is provided in the section "Presentation of the reasons for the resolutions proposed by the Board of Directors" of the Company's Annual Financial Report, to which this report is appended. We refer you to this report to provide you with the clearest possible explanations and to avoid any repetition or further complexity.

Authorisation to the Board of Directors to award Company shares of restricted stock by purchasing existing shares for the benefit of the Deputy Chief Executive Officer

The Board reminds the General Meeting that restricted stock units may be awarded to certain corporate officers of the Company under Article L.225-197-1 *et seq.* of the French Commercial Code.

The Board determined that the compensation of Yannick Morillon, Deputy Chief Executive Officer of the Company would be supplemented by a long-term component through possible restricted stock unit awards as part of a specific plan that could be subject to the achievement of one or more performance conditions to be defined by the Board of Directors.

In consequence, we ask you to authorise your Board of Directors to grant Company shares, in accordance with Articles L.225-197-1 *et seq.* of the French Commercial Code, in the form of restricted stock units by purchasing existing shares, to Yannick Morillon, Deputy Chief Executive Officer, within the limit of 1.5% of the Company's share capital and within a total limit of 120,000 shares, and to grant the Board of Directors all powers to set the conditions and, if applicable, the criteria for allocating these restricted stock units.

These shares will become fully vested following a minimum vesting period (*période d'acquisition*) of one (1) year followed by an obligation by the beneficiary to holding shares for a period to be set by the Board of Directors, it being specified that the combined duration of the vesting period and the holding period (*période de conservation*) may not be less than two (2) years.

In consequence, we ask the General Meeting to give full powers to the Board of Directors, with the power of sub-delegation to the extent authorised by law, to implement the delegation of authority and in particular in order to:

(i) set the number of shares granted to the Deputy Chief Executive Officer within the aforementioned limit;
(ii) determine terms, conditions and procedures of the restricted stock unit plan(s) within the limits of this authorisation;
(iii) determine the effects on the rights of the beneficiary, of corporate actions modifying the share capital out during the vesting period and, in consequence, modify or adjust as necessary the number of shares granted to preserve the rights of the beneficiary;
(iv) set the conditions, including any performance conditions required for vesting, and determine the criteria, dates and procedures for share grants, in particular the minimum vesting period, as well as, where applicable, the required holding period for the beneficiary, record the final grant dates and the dates from which the shares may be freely transferred, in accordance of the legal restrictions, and generally take any useful measures and sign any agreements to ensure the successful completion of the proposed share grants;
(v) provide for the possibility of temporarily suspending right to grant shares under the conditions provided for by applicable law and regulations;
(vi) decide, if applicable, to register the restricted stock units to be granted in a registered account in the name of their holder, specifying, if applicable, the lock-up provisions and their duration, and to lift such lock-up restrictions where permitted under this resolution or the applicable regulations;
(vii) and more generally, in accordance with the laws in force, take all steps necessary to implement this authorisation.

We remind you that the final terms and conditions of the transactions carried out by virtue of the authorisation granted to the Board of Directors will be described in a supplementary report, in accordance with the provisions of Article L.225-129-5 of the French Commercial Code to be produced by the Board of Directors when exercising this delegation of authority granted by the General Meeting.

This authorisation, which would render ineffective in the future the unused portion of any previous delegation of powers for the same purpose, shall be granted to the Board of Directors for a period of twenty-six (26) months from the date of the Extraordinary General Meeting of 16 June 2022.

Marseilles,
13 April 2022

THE BOARD OF DIRECTORS

Extraordinary General Meeting Ordinary General Meeting of 16 June 2022

Board of Directors' report on transactions carried out by virtue of legal provisions governing restricted stock units presented at the General Meeting (Article L.225-197-4 of the French Commercial Code)

At its meeting of 13 April 2022, the Company's Board of Directors approved the terms of this report to inform the Annual Ordinary General Meeting of 16 June 2022, pursuant to Article L.225-197-4 of the French Commercial Code, about the restricted stock units awarded to employees and corporate officers during the year ended 31 December 2021.

01. INTRODUCTORY REMINDER

As a preliminary point, we would like to inform you that, in accordance with Article L.225-197-1 of the French Commercial Code, restricted stock units awarded at the General Meeting, or by the Board of Directors following an authorisation granted at the General Meeting, only fully vest after a vesting period (determined at the time of each award) and if the beneficiaries meet the award conditions set at the General Meeting or by the Board of Directors.

During the vesting period, i.e. between the initial award and final grant, the beneficiaries are not the owners of the restricted stock units but have non-transferable rights in the company.

02. RESTRICTED STOCK UNIT AWARDS

1. Description of transactions

The Company's Combined General Meeting of 17 June 2021 ("Extraordinary General Meeting") authorised the Board of Directors, in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code, to award ordinary Company shares of restricted stock on one or more occasions, which will be existing shares via previous share buybacks carried out in accordance with applicable laws, to certain executive officers of the Company.

Shareholders at the Extraordinary General Meeting decided that the total number of restricted stock units awarded must not exceed an overall limit of 1.5% of the Company's share capital.

At the Extraordinary Shareholders' Meeting, the minimum vesting period was set at one year from the date the award rights are granted by the Board of Directors. After which the restricted stock units will be fully vested and delivered to their beneficiaries. Shareholders also decided that the Board of Directors will determine the holding period, specifying that the combined vesting and holding period may not be less than two years.

With the aim of retaining Yannick Morillon, the Company's Deputy Chief Executive Officer ("Beneficiary"), by incentivising him based on Company performance and thereby promoting its success, CIS's Board of Directors, on the proposal of its Chairman, at its meeting of 14 December 2021, decided in accordance with the delegation granted at the Extraordinary General Meeting, to grant him ten thousand (10,000) shares of restricted stock ("restricted stock"), with a par value of €0.20, which represented 0.12% of the Company's share capital at that date, irrespective of any performance conditions ("2021 Plan").

Prior to the decision of the Board of Directors, the Company's Compensation Committee stated that it was in favour of the 2021 Plan.

The Board of Directors has set the terms and conditions for awarding the restricted stock units under the 2021 Plan ("2021 Rules") as follows:

Vesting period

The vesting period in the 2021 Restricted Stock Plan is set at one (1) year from the date that the acknowledgement of receipt form is countersigned by the Beneficiary ("Vesting Period"), i.e. on 14 December 2021.

Award terms and conditions

The restricted stock units awarded under the 2021 Plan will be fully vested on the following conditions: (i) the Beneficiary has held his office within the Company without interruption throughout the Vesting Period, and (ii) a shareholders' agreement is signed with pre-defined terms by the parties.

If the Beneficiary leaves the Company during the Vesting Period, the rights to transfer ownership of the restricted stock units will permanently lapse, unless the departure is due to: (i) the Beneficiary's death during the Vesting Period; his heirs or other beneficiaries are entitled to request that the restricted stock units be awarded to them within a period of six (6) months as of the Beneficiary's death, in accordance with Article L.225-197-3 of the French Commercial Code (ii) the Beneficiary's disability recognised by the national health system, corresponding to the Beneficiary's inability to exercise any professional activity during the Vesting Period, said Beneficiary will be entitled to receive the restricted stock units that would have vested at the end of the Vesting Period.

If the Beneficiary meets the aforementioned award conditions, full ownership of the restricted stock units will be transferred to the Beneficiary at the end of the Vesting Period, as they are registered at that date in the Beneficiary's name in the Company's records.

Holding period for shares of restricted stock

The restricted stock units awarded under the 2021 Plan transferred at the end of the Vesting Period will be non-transferable for a period of 10 years as of the end of the Vesting Period ("Holding Period").

Notwithstanding the foregoing provisions, this Holding Period does not apply (i) to beneficiaries of the deceased Beneficiary (ii) if the Beneficiary becomes disabled during the Vesting Period.

In any case, at the end of the Holding Period, the Beneficiary must keep at least 30% of the fully vested restricted stock units awarded under the 2021 Plan registered throughout his term as a corporate officer within the Company.

The Chairman and Chief Executive Officer informed the Beneficiary by individual letter dated 14 December 2021 of the restricted stock unit award and its conditions, as mentioned above, which were laid down in a set of rules. The Beneficiary agreed to said rules and the restricted stock unit award to him under the 2021 Plan.

2. Description of post-closing transactions

We hereby inform you that the Company has not carried out any free share allocation transactions since the opening date of the current reporting period pursuant to legislation governing restricted stock unit awards.

Marseilles,
13 April 2022

THE BOARD OF DIRECTORS

Extraordinary General Meeting Ordinary General Meeting of 16 June 2022

Text of draft resolutions

01. EXTRAORDINARY RESOLUTIONS

First resolution – Revision of the Company's articles of association to bring them into compliance with applicable laws and regulations

The shareholders, acting in accordance with the conditions of quorum and majority that apply at Extraordinary General Meetings, having considered the Board of Directors' report, the presentation of the reasons for the resolutions proposed by the Board of Directors, and the new draft version of the Company's articles of association, decide to proceed with a complete revision of the Company's articles of association and adopt, article by article and then the Company's new articles of association in full, which are enclosed with these minutes.

Second resolution – Authorisation to the Board of Directors to award Company shares of restricted stock by purchasing existing shares for the benefit of the Deputy Chief Executive Officer

The shareholders, voting in accordance with quorum and majority rules for Extraordinary General Meetings, after considering the Board of Directors' report and the Statutory Auditors' special report, in accordance with articles L. 225-197-1 *et seq.* of the French Commercial Code:

- **authorise** the Board of Directors to grant, in accordance with Articles L. 225-197-1 *et seq.* of the French Commercial Code and under the conditions defined in this resolution, restricted stock units from existing Company shares on one or more occasions to the Deputy Chief Executive Officer under the conditions defined below;

- **resolve** that the total number of restricted stock units that may be granted by virtue of this resolution must not exceed 1.5% of the Company's share capital, within an overall limit of 120,000 shares, it being specified that in any case the total number of restricted stock units must not exceed the limits set by Articles L 225-197-1 *et seq.* of the French Commercial Code;

- **resolve** that grants made under this resolution may be subject to achievement of one or more performance conditions defined by the Board of Directors;

- **resolve** that shares awarded to the Deputy Chief Executive Officer will be fully vested at the end of a vesting period set by the Board of Directors of at least one (1) year;

- **resolve** that the Board of Directors will determine the vesting and holding periods respectively, it being specified that the combined length of these two periods may not be less than two (2) years;

- **grant** all powers to the Board of Directors, with the power of sub-delegation to the extent authorised by law, to implement the present delegation of authority and in particular to:
  (i) set the number of shares granted to the Deputy Chief Executive Officer within the aforementioned limit,
  (ii) determine terms, conditions and procedures of the restricted stock unit plan(s) within the limits of this authorisation,
  (iii) determine the effects on the rights of the beneficiary, of corporate actions modifying the share capital out during the vesting period and, in consequence, modify or adjust as necessary the number of shares granted to preserve the rights of the beneficiary,

(iv) set the conditions, including any performance conditions required for vesting, and determine the criteria, dates and procedures for share grants, in particular the minimum vesting period, as well as, where applicable, the required holding period for the beneficiary, record the final grant dates and the dates from which the shares may be freely transferred, in accordance of the legal restrictions, and generally take any useful measures and sign any agreements to ensure the successful completion of the proposed share grants,
(v) provide for the possibility of temporarily suspending right to grant shares under the conditions provided for by applicable law and regulations,
(vi) decide, if applicable, to register the restricted stock units to be granted in a registered account in the name of their holder, specifying, if applicable, the lock-up provisions and their duration, and to lift such lock-up restrictions where permitted under this resolution or the applicable regulations,
(vii) and more generally, in accordance with the laws in force, take all steps necessary to implement this authorisation;

- **acknowledge** that the final terms and conditions of the transactions carried out by virtue of this authorisation will be described in a supplementary report, in accordance with Article L. 225-129-5 of the French Commercial Code, which the Board of Directors will draw up in exercising this delegation of authority granted at this General Meeting;

- **resolve** that this authorisation is granted to the Board of Directors for a period of twenty-six (26) months from the date of this General Meeting and renders ineffective the unused portion of any previous delegation of powers for the same purpose.

Third resolution – Powers for legal formalities pursuant to the Extraordinary General Meeting

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Extraordinary General Meetings, delegate all powers to the holder of a copy or short-form certificate of this document to carry out formalities that may be required by law.

02. ORDINARY RESOLUTIONS

Fourth resolution – Approval of the separate parent company financial statements for the year ended 31 December 2021 and grant of discharge to directors

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the reports of the Board of Directors and the Statutory Auditors, approve the separate annual financial statements for the year ended 31 December 2021 as well as the transactions reflected in these accounts and summarised in these reports, showing a net profit of €1,964,377.59.

In consequence, the shareholders grant a full and unconditional discharge to the directors for their management for the period under review.

Fifth resolution - Approval of the consolidated financial statements for the year ended 31 December 2021

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the reports of the Board of Directors and the Statutory Auditors, approve the consolidated financial statements for the year ended 31 December 2021 as well as the transactions reflected in these accounts and summarised in these reports, showing a net profit of €5,102,621.

Sixth resolution - Appropriation of income from the parent company financial statements for the year ended 31 December 2021

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, decide to allocate the profit for FY 2021 amounting to €1,964,377.59 as follows:

- Other reserves €685,852.23
- Dividend.. €1,278,525.36

Shareholders at the General Meeting duly note that the total gross dividend is set at €0.159 per share.
When dividends are paid to natural persons having their tax residence in France, the dividend is subject to either a single, flat-rate withholding tax of 12.8% levied on all dividends paid (Article 200 A of the French General Tax Code), or, on the taxpayer's express, irrevocable and generally applicable request, to personal income tax based on the progressive income tax scale after deducting the 40% allowance (Article 200 A, 13 and 158 of the French General Tax Code). Dividends are also subject to social levies at a rate of 17.2%.

The dividend will be paid on 24 June 2022 directly to the shareholders who hold shares directly in a registered account, or to banks or brokers that hold bearer shares and shares deposited in an administered registered account, through the financial intermediary CACEIS.

The ex-dividend date is set on 24 June 2022.

Amounts corresponding to unpaid dividends on treasury shares held by the Company on the ex-dividend date will be allocated to retained earnings.

The shareholders duly note as required by law dividends amounts distributed for the last three financial periods:

	2018	2019	2020
Number of shares entitled to dividends	8,041,040	8,041,040	8,041,040
Net dividend per share	€0.12	None	None
Closing share price at year-end	€9.16	€13.30	€10.20

Seventh resolution – Auditors’ special report on regulated agreements Approval of these agreements

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, having considered the auditors’ special report on agreements covered by Article L.225-38 of the French Commercial Code, approve this report and the agreements mentioned therein, including new agreements, and duly note the information provided on agreements entered into in prior periods which remained in force in the period ended, and also mentioned in this special report.

Eighth resolution – Renewal of Régis Arnoux’s term of office as Director

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Board of Directors’ report, decide to renew Régis Arnoux’s term of office for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

Ninth resolution – Renewal of Monique Arnoux’s term of office as Director

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and after considering the Board of Directors’ report, decide to renew Monique Arnoux’s term of office for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

Tenth resolution – Renewal of Florence Arnoux’s term of office as Director

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and after considering the Board of Directors’ report, decide to renew Florence Arnoux’s term of office for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

Eleventh resolution – Renewal of Frédérique Salamon’s term of office as Director

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and after considering the Board of Directors’ report, decide to renew Frédérique Salamon’s term of office for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

Twelfth resolution – Renewal of the term of office as Director of Financière Regis Arnoux (FINRA)

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and after considering the Board of Directors’ report, decide to renew the term of office of Financière Regis Arnoux, represented by Monique Arnoux, for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

Thirteenth resolution – Renewal of the term of office as Director of Financière Lucinda

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and after considering the Board of Directors' report, decide to renew the term of office of Financière Lucinda, represented by Sophie Le Tanneur de Rancourt, for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

Fourteenth resolution – Renewal of Frédéric Bedin's term of office as Director

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and after considering the Board of Directors' report, decide to renew Frédéric Bedin's term of office for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

Fifteenth resolution – Renewal of the term of office as Director of YLD Conseil

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and after considering the Board of Directors' report, decide to renew the term of office of YLD Conseil services, represented by Yves-Louis Darricarrère, for a new term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

Sixteenth resolution – Appointment of a new independent director, Caroline Flaissier

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings and after considering the Board of Directors' report, appoint Caroline Flaissier, born on 25 October 1976, residing at 34 avenue de Saint Ouen – 75018 Paris, as an independent director for a term of three years that will expire at the end of the General Meeting called to approve the financial statements for the year ending 31 December 2024.

Seventeenth resolution – Approval of the compensation policy for members of the Board of Directors – Setting of total compensation paid to members of the Board of Directors

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approve, in application of Article L.22-10-8 of the French Commercial Code, the compensation policy for directors for FY 2022 as described herein.

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Board of Directors' report on corporate governance, decide to allocate a total amount of two hundred twenty thousand euros (€220,000) to members of the Board of Directors for FY 2021.

Eighteenth resolution – Approval of the disclosures relating to compensation of executive directors for FY 2021, referred to in section I of Article L.22-10-9 of the French Commercial Code

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approve, in application of Article L.22-10-34 of the French Commercial Code, the disclosures mentioned in Article L.22-10-9 I of the French Commercial Code therein.

Nineteenth resolution - Approval of the components of the total compensation and benefits of any nature paid or granted in 2021 to Régis Arnoux, Chairman and Chief Executive Officer

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approve, in application of Article L.22-10-34 II of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted in 2021 to the Chairman and CEO, Régis Arnoux, as presented herein.

Twentieth resolution - Approval of the fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted in 2021 to Yannick Morillon, Deputy Chief Executive Officer

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approve, in application of Article L.22-10-34 of the French Commercial Code, the fixed, variable and exceptional components of the total compensation and benefits of any nature paid or granted in 2021 to the Deputy Chief Executive Officer Yannick Morillon, as presented herein.

Twenty-first resolution - Approval of the compensation policy for executive officers for FY 2022

The shareholders, voting in accordance with quorum and majority rules for Ordinary General Meetings, after considering the report on corporate governance referred to in Article L.225-37 of the French Commercial Code, approve, in application of Article L.22-10-34 of the French Commercial Code, the compensation policy for executive officers for FY 2022, as described herein.

Twenty-second resolution – Renewal of the appointments of the Company’s Statutory Auditors

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Board of Directors’ report, duly note that the terms of the Joint Statutory Auditors, Odycé Nexia SAS (formerly Audit Conseil Expertise) and Synthèse Révision Expertise Comptable SYREC, expire at the end of this General Meeting and resolve:

- to renew the term of Odycé Nexia SAS – member of Nexia International, domiciled at 17 boulevard Augustin Cieussa, 13007 Marseille – as Joint Statutory Auditor, represented by Sylvain Lavagna; and
- to renew the term of Synthèse Révision Expertise Comptable SYREC – domiciled at Prado Beach, 59 Promenade Georges Pompidou, 13272 Marseille – as Joint Statutory Auditor, represented by William Parmaksizian.

Each term is for a new term of six (6) years, that will end with the General Meeting called to approve the financial statements for the year ending 31 December 2027.

Twenty-third resolution – Non-renewal of the appointments of the Company's Alternate Auditors

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Board of Directors' report, duly note that the terms of the Joint Alternate Auditors, A.E.C.C Gilbert Caulet and Fiprovex, expire at the end of this General Meeting and resolve:
- not to renew their respective terms as Joint Alternate Auditors;
- not to appoint new Joint Alternate Auditors pursuant to applicable laws and as amended in the new Article 20 of the Company's articles of association.

Twenty-fourth resolution - Renewal of the authorisation given to the Board of Directors to deal in the Company's shares

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, after considering the Board of Directors' report, authorise the Board of Directors, with the option to further delegate this authority, pursuant to Articles L.22-10-62 *et seq.* of the French Commercial Code, Articles 241-1 *et seq.* of the General Regulations of the French Financial Market Authority ("AMF"), and European regulations on market abuse, in particular Regulation (EU) 596/2014 of 16 April 2014, to deal in the Company's shares under the terms and within the limits stated in this legislation, in order to:

(i) use all or part of shares purchased to implement any stock option plan or restricted stock award plan, or any other form of share grant, award, sale or transfer to current and former employees and corporate officers of the Company and its group, and carry out any hedging transactions relating to such transactions, under the conditions provided for by law;

(ii) remit all or part of the shares purchased following the exercise of rights attached to securities conferring rights to Company shares by conversion, exercise, redemption or exchange or in any other way, in accordance with applicable regulations;

(iii) make a market or ensure liquidity of CIS shares under a liquidity contract entered into with an independent investment service provider that complies with AMF market practices; and

(iv) more generally, to carry out any other eligible transaction, or which may be eligible or authorised by applicable laws, regulations or AMF rules.

These shares may be acquired, sold, transferred or exchanged in one or more instalments, by any means, notably on regulated markets or over the counter (including through block trades), as well as from identified shareholders, through the use of financial instruments, warrants or securities giving access to Company shares, or by implementing option strategies, in compliance with applicable regulations.

The General Meeting sets:
- the maximum purchase price (or the equivalent of this amount on the same date in any other currency) at €25 per share, excluding acquisition costs, and the maximum amount used for the share purchase programme at €10,051,300, it being specified that in the event of a transaction affecting the share capital, especially a stock split, reverse stock split or restricted stock unit awards to shareholders, the price and the maximum amount used to implement the share purchase programme shall be adjusted by a multiplying factor equal to the ratio between the number of shares outstanding before the transaction to the number of shares outstanding after the transaction;
- the number of shares that may be purchased at 10% of the shares outstanding, it being noted that (a) this limit applies to an amount of Company share capital that will be adjusted for any transactions affecting the share capital subsequent to this General Meeting and (b) when shares are purchased under a liquidity contract in compliance with the AMF's General Regulations, the number of shares taken into account to calculate the 10% limit corresponds to the number of shares purchased minus shares sold during the period this authorisation is valid.

Within the limits provided for by applicable regulations, the transactions covered by this authorisation may be carried out by the Board of Directors at any time during the period the share buyback programme is valid, it being specified that the Board of Directors will not have powers to implement this authorisation between the issuance of a draft public offer for the Company's shares and the end of the offer acceptance period, nor may the Company continue to carry out a share purchase programme without prior authorisation from the General Meeting.

In accordance with Article L.225-210 of the French Commercial Code, the Company cannot own, directly or through an individual acting in his or her own name but on behalf of the Company, more than 10% of the total number of its own shares, nor more than 10% of a given class.

Full powers are granted to the Board of Directors to implement this authorisation, to specify, if necessary, the terms and conditions thereof and, in particular, to place any buy and sell orders, to allocate or reallocate shares purchased for various purposes in accordance with applicable laws and regulations, to carry out all formalities and, in general, to do everything that is required. The Board of Directors will inform shareholders at the General Meeting each year of the transactions carried out pursuant to this resolution.

This authorisation is granted for a period of eighteen (18) months from the date of this General Meeting and renders ineffective the unused portion of any previous authorisation for the same purpose.

Twenty-fifth resolution - Powers for legal formalities pursuant to the Ordinary General Meeting

The shareholders, acting in accordance with the quorum and majority voting requirements applicable to Ordinary General Meetings, delegate all powers to the holder of a copy or short-form certificate of this document to carry out formalities that may be required by law.

Statutory auditors' reports

STATUTORY AUDITORS' REPORT ON THE CONSOLIDATED FINANCIAL STATEMENTS

Financial year ended 31 December 2021

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English-speaking readers. The Statutory Auditors' Report includes information specifically required by French law in such reports, whether qualified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures. This report also includes information relating to the specific verification of information given in the Group 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 general meeting of catering international & services,

Opinion

In accordance with the terms of our engagement as auditors entrusted to us at your Annual General Meeting, we have audited the accompanying consolidated financial statements of Catering International & Services for the year ended 31 December 2021.

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 31 December 2021in accordance with International Financial Reporting Standards as adopted by the European Union.

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

Basis for opinion

Audit framework

We conducted our audit in accordance with professional standards applicable in France. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.
Our responsibilities under those standards are further described in the "Statutory Auditors' Responsibilities for the Audit of the Consolidated Financial Statements" section of our report.

Independence

We conducted our audit in compliance with independence rules applicable to us, for the period from January 1, 2021 to the issue date of our report and in particular we did not provide any prohibited non-audit services referred to in Article 5 (1) of Regulation (EU) No 537/2014 or in the French code of ethics for statutory auditors.

Observation

Without qualifying the opinion expressed above, we draw your attention to:

- Note 14 "Cash and cash equivalents" to the consolidated financial statements concerning the non-collection of the dividends of the Algerian subsidiary, CNAS;
- Note 25 "Subsequent events" to the consolidated financial statements contains information about the conflict in Ukraine.

Justification of assessments - Key audit matters

Due to the global crisis related to the Covid-19 pandemic, the preparation and audit of the consolidated financial statements of this period were carried out under specific conditions. Specifically, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Certain measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organisation and the performance of the audits.

In this complex and evolving environment, in accordance with the requirements of articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we bring your attention to the key audit matters relating to risks of material misstatement that, in our professional judgement, were of most significance in the audit of the annual financial statements of the current period, as well as our responses to those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, adopted under the conditions previously described, and in forming our opinion thereon, and we do not provide a separate opinion on specific elements, accounts or items of the consolidated financial statements.

Measurement of goodwill

Identified risk	In connection with its development, the Group made a targeted acquisitions (in Algeria and Brazil) resulting in the recognition of goodwill. This goodwill corresponding to the positive difference between the acquisition cost of the securities of the acquiree and the fair value of the assets, liabilities and contingent liabilities on the acquisition date, is allocated to the Cash Generating Unit (CGU) corresponding to the country in which the acquisition is integrated. This allocation is coherent with the internal organisation established by the Group where CGUs are defined at the country level. Management ensures for each financial period that the carrying value of goodwill recognised in the balance sheet in the amount of €12.1 million is not greater than the recoverable value and does not present a risk of impairment. However, any unfavourable change in expected returns from the businesses to which goodwill has been allocated, due to internal or external factors, for example, those related to the economic or regulatory environment in which the business operates, could significantly impact the recoverable value and require the recognition of an impairment charge. A change of this nature will require a reassessment of the relevance of all assumptions adopted to determine this value as well as the reasonable and coherent nature of the calculation parameters. The procedures used to test for impairment are described in note 2, chapter "Intangible assets" and detailed information on the assumptions adopted are presented in note 8 to the consolidated financial statements; The recoverable value was determined in reference to value in use calculated from the present value of estimated future cash flows expected to arise from the group of assets making up the business. The determination of the recoverable value of goodwill is largely based on management judgments, consisting notably of budget data, the rate of growth used to estimate future cash flows and the corresponding discount rate applied. For that reason we considered the valuation of the goodwill as a key audit matter.

Responses as part of our audit	We assessed the compliance of the methodology applied by the company with applicable accounting standards. We also performed a critical examination of the manner in which this methodology was implemented and verified in particular: • the exhaustive nature of the components of the CGUs tested and the consistency of the determination of this amount with the manner that the estimated future cash flows were determined for value in use; • the reasonable nature of the estimated future cash flows in relation to the economic and financial environment in which the subsidiaries constituting the CGU operate and the reliability of the processes for producing estimates by examining the causes for the differences between forecasts and actual amounts; • the consistency of these estimated future cash flows with the latest estimates of management as presented to the board of directors in connection with the budget process; • the consistency of the growth rate used for the estimated future cash flows with analysis of the market and consensus of the main market players; • the calculation of the discount rate applied to estimated future cash flows expected from the CGU, by verifying the different discounting parameters making up the weighted average cost of capital (debt ratio, risk free rate, market premium, the beta of capital employed, the “specific” risk premium and the borrowing costs) in order to compare the rate of return that participants in the market would currently require from such a business; • analysis of the sensitivity of value in use adopted by management to a change in the main assumptions. • Finally, we verified that notes 2 and 8 to the consolidated financial statements provided appropriate information.

Specific procedures

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 have no matters to report regarding its fair presentation and consistency with the consolidated financial statements.

We attest that the consolidated non-financial statement required by Article L. 225-102-1 of the French Commercial Code is included in the information presented in the Group management report, it being specified that, in accordance with the provisions of Article L. 823-10 of the code, we have not verified the fair presentation and 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 intended to be included in the annual financial report

We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the Statutory Auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the consolidated financial statements to be included in the consolidated 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 Managing Chairman, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of 17 December 2018. As it relates to consolidated financial statements, our work includes verifying that markups for disclosures in these consolidated financial statements comply with the format defined in the above delegated regulation.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the consolidated financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the consolidated financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the auditors

We were appointed as statutory auditors of Catering International & Services by your General Meeting of 6 June 2016.

As at 31 December 2021, Odycé Nexia was in its sixth period and SYREC in its sixteenth period of uninterrupted engagement respectively and for identical periods since the Company's shares were admitted to trading on a regulated market.

Responsibilities of management and those charged with governance for the consolidated financial statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with International Financial Reporting Standards as adopted by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless it is expected to liquidate the Company or to cease 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.

These consolidated financial statements have been approved by the Board of Directors.

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

Objectives and audit approach

Our role is to issue a report on the consolidated financial statements. Our 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 consolidated 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 the Company's management has conducted or will conduct the affairs of the entity.

As part of an audit in accordance with professional standards applicable in France, we exercise professional judgement throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated 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. Our conclusions are based on the audit evidence obtained up to the date of our 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. We are responsible for the direction, supervision and performance of the audit of the consolidated financial statements. We remain solely responsible for our audit opinion.

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 programme implemented, as well as significant audit findings. We also bring to its attention, if need be, any significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes the risks of material misstatement that, in our professional judgement, were of most significance in the audit of the annual financial statements of the current period, constituting in consequence key audit matters to be described in this report.

We also provided the Audit Committee with the declaration referred to in Article 6 of Regulation (EU) N° 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 the related safeguards.

Marseilles,
14 April 2022

THE STATUTORY AUDITORS

French original signed by:

SYREC	**Odycé Nexia SAS** Member of Nexia International
Luc-René CHAMOULEAU	Guy CASTINEL

STATUTORY AUDITORS' REPORT ON THE ANNUAL FINANCIAL STATEMENTS

Financial year ended 31 December 2021

This is a free translation into English of the Statutory Auditors' report issued in French and is provided solely for the convenience of English-speaking readers. The Statutory Auditors' Report includes information specifically required by French law in such reports, whether qualified or not. This information is presented below the opinion on the financial statements and includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account balances, transactions, or disclosures. This report also includes information relating to the specific verification of information given in the Group 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 General Meeting of Catering International & Services,

Opinion

In accordance with the terms of our engagement as auditors by your Annual General Meeting, we have audited the accompanying annual financial statements of Catering International & Services for the year ended 31 December 2021.

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 at December 31, 2019 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 Annual 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 January 1, 2021 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.

Observation

Without qualifying the opinion expressed above, we draw your attention to:

- The note "Statutory disclosures on the accounts receivable and payable aged trial balance" to the annual financial statements concerning the non-collection of the dividends of the Algerian subsidiary, CNAS, in the amount of €24,039,000;
- Note 25 "Subsequent events" to the annual financial statements contains information about the conflict in Ukraine.

Justification of assessments - Key audit matters

Due to the global crisis related to the Covid-19 pandemic, the preparation and audit of the consolidated financial statements of this period were carried out under specific conditions. Specifically, this crisis and the exceptional measures taken in the context of the state of sanitary emergency have had numerous consequences for companies, particularly on their operations and their financing, and have led to greater uncertainties on their future prospects. Certain measures, such as travel restrictions and remote working, have also had an impact on the companies' internal organisation and the performance of the audits.

In this complex and evolving environment, in accordance with the requirements of articles L. 823-9 and R. 823-7 of the French Commercial Code relating to the justification of our assessments, we bring your attention to the key audit matters relating to risks of material misstatement that, in our professional judgement, were of most significance in the audit of the annual financial statements of the current period, as well as our responses to those risks.

These matters were addressed in the context of our audit of the consolidated financial statements as a whole, adopted under the conditions previously described, and in forming our opinion thereon, and we do not provide a separate opinion on specific elements, accounts or items of the annual financial statements.

Measurement of equity interests

Identified risk	Equity interests, representing a net amount of €12,628,000 at 31 December 2021, represent one of the most important line items in the balance sheet. On the date of their initial recognition they are recorded at their acquisition cost and, when appropriate, are written down by recording a provision to take into account their present value at year end. As indicated in note 2, "financial assets", the present value at year end is generally determined in reference to the share of equity held in the companies concerned, which may be adjusted for future cash flows based on a three-year business plan and including a terminal value. The estimation of the present value of these securities requires judgments by management in the choice of items to consider according to the investments in question, which may correspond to historical (equity) or forward-looking items (earnings prospects and the economic trends in the country in question). Competition and the economic and geopolitical environment facing certain subsidiaries, as well as the geographical location of some of the subsidiaries may lead to a decline in their business and a deterioration in their operating performance. In this context and in light of the inherent uncertainties associated with certain items and notably the likelihood of meeting forecasts, we have considered that the correct evaluation of equity interests, the corresponding receivables (notably current accounts) and provisions for contingencies constituted a key audit point.

Responses as part of our audit	To assess the reasonable nature of the estimate of value in use of the equity interests, based on the information provided to us, our work has consisted mainly in verifying that the estimate of these values by management is based on an appropriate justification of the methods of evaluation and the quantitative data used and in consequence: For the assessments based on historic data: • ensuring that the shareholders equity applied is consistent with the accounts of the entities subject to audit or analytical procedures and that adjustments made, as applicable, to this equity capital are based on supporting documentation. For the assessments based on forward-looking data: • obtaining the cash flow forecasts and operating forecasts for the activities of the entities concerned produced by their operational divisions and assess their consistency with the forward-looking data based on the latest strategic plans, produced under the supervision of their executive management for each of these businesses and approved, when applicable, by the Board of Directors; • verifying the consistency of assumptions adopted with the economic environment on the balance sheet date and the date the financial statements were produced; • comparing the forecasts used for prior periods with actual results in order to assess the achievement of past objectives; • verifying that the value resulting from the cash flow forecasts has been adjusted to reflect the amount of debt held by the entity in question. In addition to assessing the values in use of the equity interests, our work has also consisted in: • assessing the recoverable nature of related receivables (notably current accounts) with respect to analysis performed of the equity interests; • verifying the recognition of a provision for contingencies in cases where the company has undertaken to incur the losses of a subsidiary with negative equity

Specific procedures

We have also performed, in accordance with professional standards applicable in France, the specific verifications required by French law.

Information given in the management report and other documents addressed to shareholders with respect to the financial position and the annual financial statements
We have no matters to report regarding the fair presentation and consistency with the financial statements of the information given in report of the Board of Directors and the other documents addressed to the shareholders in respect of the financial position and the annual financial statements.

We attest to the fair presentation and the consistency with the financial statements of the information relating to payment deadlines mentioned in Article D.441-6 of the French Commercial Code.

Report on corporate governance
We certify that the Board of Directors' report on corporate governance includes the information required by Articles L. 225-37-4, L. 22-10-10 and L.22-10-9 of the French Commercial Code.

Concerning the information given in accordance with the requirements of Article L.225-37-3 of the French Commercial Code relating to compensation and benefits paid or granted to corporate officers and any other commitments made in their favour, we have verified their 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 companies that control the company or that the company controls and included in the consolidation scope. On the basis of this work, we certify that these disclosures are accurate and fairly stated.

Concerning the information relating to items that your company considers may have an impact in the case of a takeover bid or a public exchange offer provided in application of the provisions of L.225-37-5 of the French Commercial Code, we have verified their consistency with relevant source documents. Based on this work, we have no matters to report in connection with the information given.

Other disclosures
In accordance with French law, we have verified that the required information concerning the identity of the shareholders and holders of the voting rights has been properly disclosed in the management report.

Other verifications or information required by law and regulations

Format of presentation of the annual financial statements intended to be included in the annual financial report
We have also verified, in accordance with the professional standard applicable in France relating to the procedures performed by the statutory auditor relating to the annual and consolidated financial statements presented in the European single electronic format, that the presentation of the annual financial statements to be included in the annual financial report mentioned in Article L. 451-1-2 of the French Monetary and Financial Code (*Code monétaire et financier*), prepared under the responsibility of the Chairman and Chief Executive Officer, complies with the single electronic format defined in the European Delegated Regulation No. 2019/815 of 17 December 2018.

Based on the work we have performed, we conclude that the presentation of the financial statements intended to be included in the annual financial report complies, in all material respects, with the European single electronic format.

We have no responsibility to verify that the annual financial statements that will ultimately be included by your company in the annual financial report filed with the AMF are in agreement with those on which we have performed our work.

Appointment of the auditors
We were appointed as statutory auditors of Catering International & Services by your General Meeting of 6 June 2016.

As at 31 December 2021, Odycé Nexia was in its sixth period and SYREC in its sixteenth period of uninterrupted engagement respectively and for identical periods since the Company's shares were admitted to trading on a regulated market.

Responsibilities of management and those charged with governance for the annual financial statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with French accounting principles, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the 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 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.
These annual financial statements have been approved by the Board of Directors.

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

Objectives 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 consolidated 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 the entity.

As part of an audit in accordance with professional standards applicable in France, we exercise professional judgement throughout the audit.

We 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. Our conclusions are based on the audit evidence obtained up to the date of our 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 issue a qualified opinion or no opinion at all;
- Evaluate the overall presentation of the annual financial statements and whether the annual financial 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 programme implemented, as well as significant audit findings. We also bring to its attention, if need be, any significant deficiencies in internal control regarding the accounting and financial reporting procedures that we have identified.

Our report to the Audit Committee includes information about the risks of material misstatement that, in our professional judgement, 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 provided the Audit Committee with the declaration referred to in Article 6 of Regulation (EU) N° 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 the related safeguards.

Marseilles,
14 April 2022

THE STATUTORY AUDITORS

French original signed by:

SYREC	**Odycé Nexia SAS** Member of Nexia International
Luc-René CHAMOULEAU	Guy CASTINEL

STATUTORY AUDITORS' REPORT ON REGULATED AGREEMENTS

Financial year ended 31 December 2021

This is a free translation into English of a report issued in the French language and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the General Meeting of Catering International & Services,

In our capacity as Statutory Auditors of your Company, we hereby report on regulated agreements and commitments.

The terms of our engagement do not require us to identify such other transactions, if any, but to communicate to you, based on information provided to us, the principal terms and conditions and the reasons justifying their interest for the company of those agreements brought to our attention or discovered in the performance of our engagement, without expressing an opinion on their merits. It is your responsibility, pursuant to Article R.225-31 of the French Commercial Code to assess the interest involved in respect of the conclusion of these agreements with a view to their approval.

In addition, we are required, where applicable, to inform you in accordance with Article R.225-31 of the French Commercial Code (*Code de commerce*) concerning the implementation, during the year ended, of the agreements already approved by the General Meeting of the Shareholders.

We performed 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 standards 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 approved and entered into in the period ended

We hereby inform you that we were not notified of any agreement authorised and signed during the reporting year to be submitted to the Annual General Meeting for approval in accordance with the provisions of Article L.225-38 of the French Commercial Code.

Agreements already approved by the General Meeting

Agreements approved in prior periods

A. AGREEMENTS THAT REMAINED IN FORCE DURING THE PERIOD ENDED

Pursuant to Article R. 225-30 of the French Commercial Code, we have been informed that the following agreements, previously approved by shareholders' meetings of prior years, remained in force during the year.

1. Lease agreement between CIS and SCI Borély

Related party

Régis Arnoux, Chairman of the Board of Directors of CIS and Managing Partner of SCI Borély.

Description

Pursuant to the authorisation of the Board of Directors of 16 September 2015, your company concluded a commercial lease for office space with SCI Borély, for premises located at 40 C avenue de Hambourg 13008 Marseille, in the Les Bureaux Borély property complex, building C, including parking spaces. This 12-year lease entered into effect on 15 September 2015 for annual rent of €32,000 excluding taxes.

For FY 2021, under the terms of this agreement, expenses of €33,455 were recognised for rental payments excluding charges.

2. Lease agreement between CIS and SAS FINRA

Related party

Régis Arnoux, Chairman of the Board of Directors of CIS and Chairman of SAS FINRA.

Description

Pursuant to the authorisation of the Board of Directors of 10 April 2018, your company concluded a commercial lease for office space with SAS FINRA, for premises located at 40 C avenue de Hambourg 13008 Marseille, in the Les Bureaux Borély property complex, building D/E on the ground floor, including parking spaces. This nine-year lease entered into effect on 1 May 2018 for annual rent of €45,360 excluding taxes.

For FY 2021, under the terms of this agreement, expenses of €46,847 were recognised for rental payments excluding charges.

3. Lease agreement between CIS and SAS FINRA

Related party

Régis Arnoux, Chairman of the Board of Directors of CIS and Chairman of SAS FINRA.

Description

Pursuant to the authorisation of the Board of Directors of 10 April 2018, your company concluded a commercial lease for office space with SAS FINRA, for premises located at 40 C avenue de Hambourg 13008 Marseille, in the Les Bureaux Borély property complex, building D/E on the first floor, including parking spaces. This nine-year lease entered into effect on 1 May 2018 for annual rent of €87,120 excluding taxes.

For FY 2021, under the terms of this agreement, expenses of €89,976 were recognised for rental payments excluding charges.

4. Lease agreement between CIS and SAS FINRA

Related party

Régis Arnoux, Chairman of the Board of Directors of CIS and Chairman of SAS FINRA.

Description

Pursuant to the authorisation of the Board of Directors of 10 April 2018, your company concluded a commercial lease for office space with SAS FINRA, for premises located at 40 C avenue de Hambourg 13008 Marseille, in the

Les Bureaux Borély property complex, building C, including parking spaces. This nine-year lease entered into effect on 1 May 2018 for annual rent of €99,360 excluding taxes.

For FY 2021, under the terms of this agreement, expenses of €102,618 were recognised for rental payments excluding charges.

5. Undertakings on behalf of the Deputy Chief Executive Officer

Related party
Yannick Morillon, Deputy CEO of CIS.

Description
On 16 May 2019, your Board of Directors appointed Yannick Morillon as the Deputy Chief Executive Officer of CIS and made on his behalf the following undertaking:

In the event of the removal of the Deputy Chief Executive Officer from his office without cause before a period of two years from the start of his term, Yannick Morillon will receive a gross fixed and definitive total compensation in the amount of €66,000 or one year of gross compensation.

In addition, this Board of Directors duly noted the conclusion with Yannick Morillon of an employment contract as Chief International Business Development Officer and on that basis undertook the following:

In the event of dismissal by terminating his employment contract before a period of two years from the start of his term, Yannick Morillon will receive a gross fixed and definitive total compensation (including the legal severance payment) in the amount of €154,000 or one year of gross compensation.

6. Agreement for the purposes of coordination and assistance between CIS and FINRA

Related party
Régis Arnoux, Chairman of the Board of Directors of CIS and Chairman of SAS FINRA.

Description
Pursuant to the authorisation of the Board of Directors of 28 May 2020, your company concluded an agreement for the provision of coordination and assistance services with SAS FINRA, which entered into effect on 1 January 2020. This agreement was concluded for a 12-month period running from 1 January to 31 December 2020, subject to tacit renewal for successive 12-month periods. SAS FINRA will assist your company in the development of financial, operational and business policies, strategy, HR organisation and communication. In return for services rendered, your company will pay SAS FINRA a fixed fee of €150,000 excluding tax, plus any additional remuneration in the event of recourse to external consultants, calculated on the basis of costs incurred plus 10%.

For FY 2021, under the terms of this agreement, expenses of €449,209 excluding tax were recognised for fees.

7. Lease agreement between CIS and SAS FINRA

Related party
Régis Arnoux, Chairman of the Board of Directors of CIS and Chairman of SAS FINRA.

Description

Pursuant to the authorisation of the Board of Directors of 19 November 2020, your company concluded a commercial lease for office space with SCI PHENIX, for premises located at 40 C avenue de Hambourg 13008 Marseille, in the Les Bureaux Borély property complex, building B, including parking spaces. This lease entered into effect on 1 November 2020 for annual rent of €29,898 excluding taxes. SCI Phénix was subsequently absorbed by SAS FINRA, which took over the lease.

For FY 2021, under the terms of this agreement, expenses of €29,990 were recognised for rental payments excluding charges.

B. AGREEMENTS NOT PERFORMED IN THE PERIOD ENDED

1. Service agreement between the companies CIS and Marine Firminy

Related party

The company Marine Firminy, member of the Board of Directors of CIS.

Description

Pursuant to the authorisation of the Board of Directors of 4 July 2013, your company concluded a service agreement with the company Marine Firminy. Under the terms of this agreement, the company Marine Firminy will provide your company with commercial and technical assistance for the development and diversification of your company's activities for services to the armed forces.

For FY 2021, under the terms of this agreement, no expense was recorded.

Marseilles,
14 April 2022

THE STATUTORY AUDITORS

French original signed by:

SYREC	Odycé Nexia SAS Member of Nexia International
Luc-René CHAMOULEAU	Guy CASTINEL

STATUTORY AUDITORS' REPORT ON THE AUTHORISATION TO AWARD RESTRICTED STOCK UNITS FROM EXISTING SHARES OR SHARES TO BE ISSUED

Extraordinary General Meeting of 16 June 2022 (second resolution)

This is a free translation into English of a report issued in the French language and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the Shareholders of Catering International & Services,

As the statutory auditors of your company and in accordance with the terms of our engagement provided for under Article L.225-197-1 of the French Commercial Code, we hereby present our report on the proposed authorisation to award restricted stock units from existing shares or shares to be issued for the benefit of Yannick Morillon, Deputy Chief Executive Officer, which is hereby submitted to your vote.

The total number of shares of restricted stock units that may be awarded by the Board of Directors is set at 1.5% of the share capital on the date of their grant decision, up to a total limit of 120,000 shares.

Your Board of Directors proposes, on the basis of this report, to authorise for a period of 26 months to award shares from existing shares or shares to be issued.

It is the responsibility of the Board of Directors to issue a report on this proposed stock award. It is our responsibility to inform you, when applicable, on our observations concerning the information provided to you on this proposed stock award.

We performed 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 have consisted notably in verifying that the procedures proposed and presented in the Board of Directors' report comply with applicable laws.

We have no comments to make regarding the information provided in the Board of Directors' report on the proposed stock award.

Marseilles,
14 April 2022

THE STATUTORY AUDITORS

French original signed by:

SYREC	**Odycé Nexia SAS** Member of Nexia International
Luc-René CHAMOULEAU	Guy CASTINEL

INDEPENDENT THIRD-PARTY ASSURANCE STATEMENT ON THE CONSOLIDATED NON-FINANCIAL STATEMENT INCLUDED IN THE MANAGEMENT REPORT

Financial year ended 31 December 2021

This is a free translation into English of a report issued in the French language and is provided solely for the convenience of English-speaking readers. This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

To the shareholders,

As independent third-party assurance service provider of Catering International & Services, certified by Cofrac, the French National Accreditation Body (Cofrac certification under No. 3-1080, scope available at www.cofrac.fr) we hereby present our report on the consolidated statement of non-financial statement (hereafter the "Statement") presented in the management report prepared for the period ended 31 December 2021 in accordance with Article L.225 102-1, R.225-105 and R.225-105-1 of the French Commercial Code.

Responsibility of the company

The Board of Directors is responsible for issuing a Statement in accordance with the legal and regulatory provisions that includes a presentation of the business model, a description of the main non-financial risks, a presentation of the policies applied with regard to these risks and the results of these policies, including key performance indicators.

The Statement was prepared by applying the company's procedures (hereinafter the "Guidelines"), the significant elements of which are presented in the Statement.

Independence and quality control

Our independence is defined by the provisions of Article L.822-11-3 of the French Commercial Code and the Code of Ethics (*Code de Déontologie*) of our profession. 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.

Statutory Auditors' responsibility

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 truthfulness and fairness of the information provided in application of paragraph 3 of sections I and II of Article R.225-105 of the French Commercial Code, namely the results of the policies, including key performance indicators, and the actions relating to the main risks (hereinafter the "Information").

However, it is not our responsibility to express an opinion on:

- the company's compliance with any other applicable legal and regulatory provisions, particularly those concerning the combating of corruption and tax evasion;
- the conformity of products and services with applicable regulations.

Nature and scope of work

Our work described above was performed in compliance with the provisions of Articles A.225 1 *et seq.* of the French Commercial Code determining the procedures according to which the independent third-party assurance service provider performs its engagement and according to the international standard ISAE 3000 - *Assurance engagements other than audits or reviews of historical financial information.*

We carried out checks allowing us to assess the Statement's compliance with the legal and regulatory provisions and the fair presentation of the Information:

- we duly noted the activity of all the businesses included in the consolidation scope, their exposure to the main social and environmental risks associated with this activity;
- we assessed the suitability of the Guidelines with respect to their relevance, completeness, reliability, impartiality and comprehensibility and taking into account best industry practices where appropriate;
- we verified that the Statement discloses the information provided for in section II of Article R.225-105, where this information is relevant to the main risks and that it provides, where applicable, an explanation of the reasons for non-disclosure of the information required by the 2nd paragraph of III of Article L.225-102-1;
- we verified that the Statement presents the business model and the main risks related to the activity of all the entities included within the scope of consolidation, including, whenever relevant and proportionate, the risks engendered by business relations, products or services as well as the policies, reasonable diligence procedures and results, including key performance indicators;
- we consulted documentary sources and conducted interviews to:
  - assess the process for selecting and approving the main risks and the consistency of the results and key performance indicators selected for the main risks and policies presented, and
  - substantiate the qualitative information (actions and results) that we considered to be the most important[1];
- we verified that the Statement covers the consolidated scope, i.e. all entities included in the scope of consolidation in compliance with Article L.233-16 of the French Commercial Code;
- we have taken note of the internal control and risk management procedures implemented by the entity and assessed the data collection process to ensure that the Information is both complete and accurate;
- regarding the key performance indicators and other quantitative results that we considered to be material we used[2]:
  - analytical procedures consisting in verifying the correct consolidation of collected data as well as the consistency of changes in them,
  - detailed tests based on sampling, consisting in verifying the proper application of definitions and procedures, and in reconciling data with supporting documents. This work was conducted with a selection of contributing entities[3] and covers 100% of the consolidated data selected for these tests;
- we assessed the overall consistency of the Statement in relation to our knowledge of the entities included in the scope of consolidation.

We consider that the work we carried out by exercising our professional judgement allows us formulate a conclusion of moderate assurance; a higher level of assurance would have required more extensive verification work.

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[1] Qualitative information relating to the following sections: "Nutrition and balanced diet", "Regional impact of CIS Group activities in operating countries".

[2] Quantitative employment information: average total headcount and breakdown by gender, age and continent; recruitments, departures (including dismissals); absenteeism rate; frequency and severity rate of occupational accidents; total number of training hours Quantitative environmental information: water consumption, total electricity consumption CO2 emissions (of which for transportation and energy).

[3] CIS France.

Means and resources

Our work made use of the expertise of 3 persons between February and March 2022. In the performance of this engagement, we were assisted by our sustainable development and social responsibility specialists. We conducted meetings with persons responsible for preparing the Statement.

Conclusion

Based on our work, and bearing in mind the scope of our responsibility, we did not observe any significant misstatement likely to call into question the consolidated non-financial statement's conformity with the applicable regulatory provisions or the fair presentation of the Information, taken as a whole, in accordance with the Guidelines.

Comments

Without qualifying the above conclusion and in accordance with the provisions of Article A.225-3 of the French Commercial Code, we nevertheless wish to point out that the environmental information presented covers a limited scope as mentioned in the methodology note of the management report.

Marseilles,
13 April 2022

INDEPENDENT THIRD PARTY

French original signed by:

Grant Thornton
French member firm of Grant Thornton International

Lionel HATET	Bertille CRICHTON
Partner	*Partner*

Responsibility statement

I hereby certify, having taken all reasonable measures for such purpose, that the information contained in this report, to my knowledge, is true and that there are no omissions that would cause it to be misleading.

I also declare that, to the best of my knowledge, the financial statements have been prepared in accordance with the applicable financial reporting standards and give a true and fair view of the assets and liabilities, financial position and results of the operations of the Company and consolidated companies and that the management report included this report faithfully presents business trends, the results and financial position of the company and a description of the main risks and uncertainties.

Régis ARNOUX
Chairman of the Board of Directors

NOTES

NOTES

CIS

Integrated Life Support Services

Mongolia

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