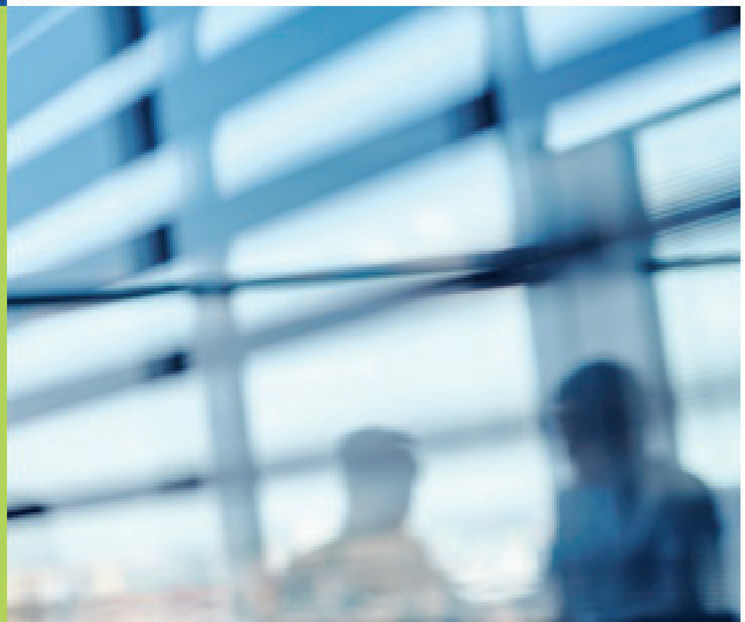
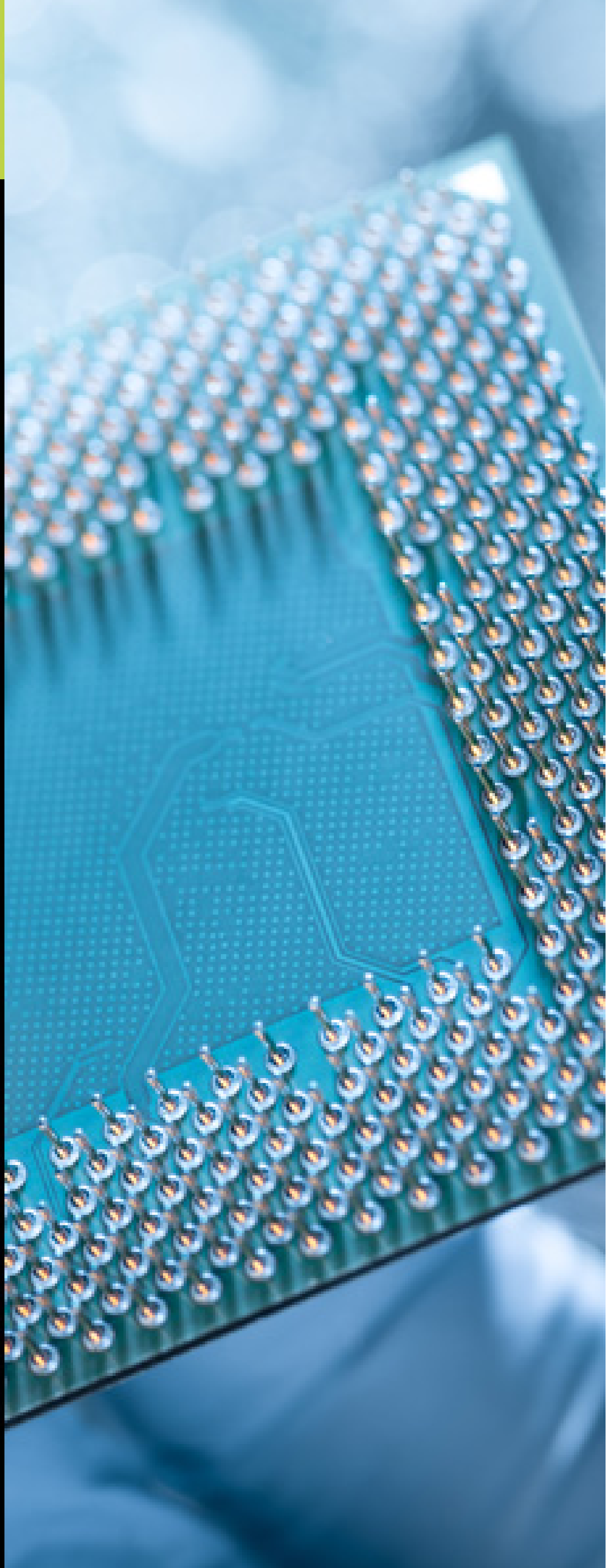
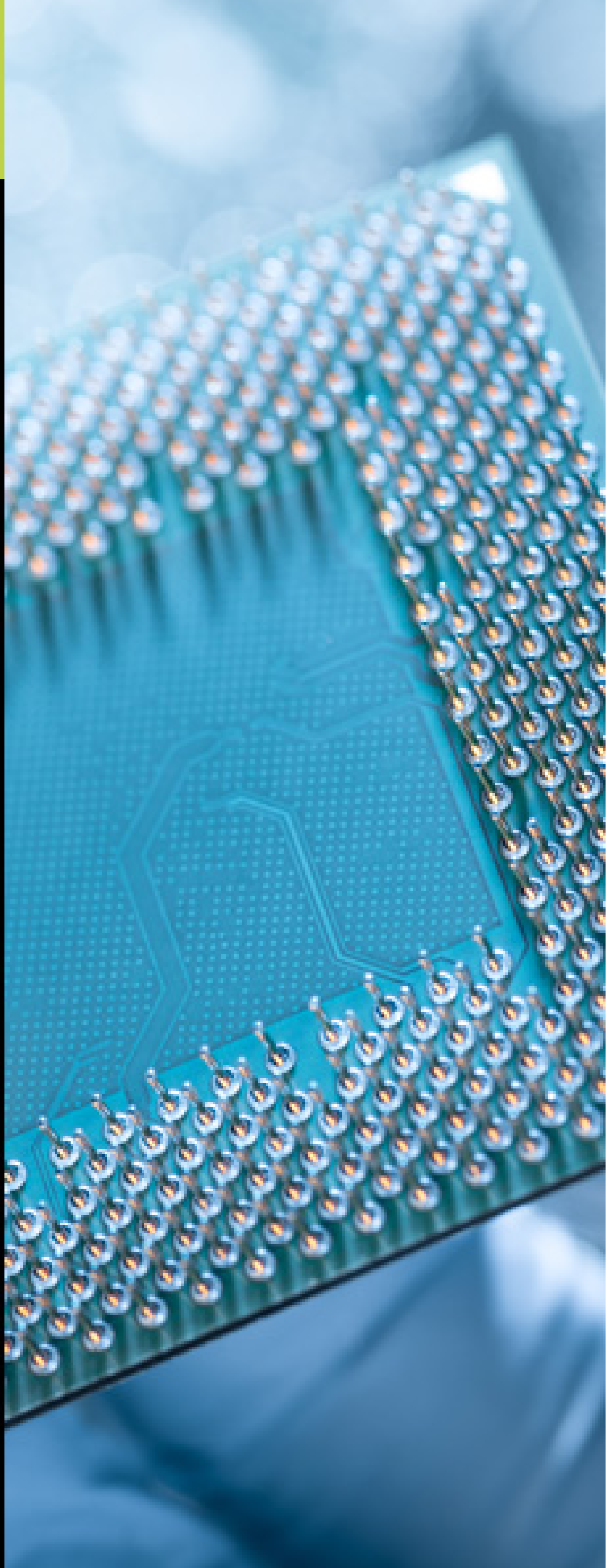
ANNUAL REPORT
2024



ACTIA®



CONTENTS



MESSAGE FROM THE CHAIRMAN AND CEO OF ACTIA GROUP

Years go by, and are only alike in the number of upheavals we go through.

ACTIA's reorganisation into 4 divisions is now complete, and the costs and efforts involved have been absorbed in a particularly difficult environment.

The activities organised in this way provide a clearer picture of our businesses and, as a result, give our third parties a better understanding of the challenges and prospects. This makes it easier to respond to calls for tender, and makes our development strategy clearer, whether for organic or external growth, as we can attest with the acquisition of STEEL Electronique (Aerospace Division) in May 2024.

The world around us is in turmoil, buffeted by many storms, so we need to be clear-headed, courageous and hard-working.

To meet this challenge, the fundamentals of our Group are powerful assets, based on innovation, commercial diversity that enables us to absorb the ups and downs of different markets, high-performance industrial facilities, international geographical coverage to support our customers and adapt to geopolitical upheavals, and last but not least, the unfailing commitment of our teams.

Our innovation has enabled us to sign an exemplary partnership with Ampère and to prepare for the future with the Traton Group, positioning ACTIA in the promising field of SDV (Software-Defined Vehicles).

Our diversification into the aerospace, energy and high-level engineering markets has given us the means to absorb the major crises in the agricultural equipment and construction sectors, as we did at least partly last year.

Our geographical locations enable us to be agile in the face of geopolitical upheavals and, in particular, tax variations in a multipolar economic war that is now intensifying.

Our industrial facilities continue to be transformed to respond to the technological developments that accompany new designs, maintain our know-how to ensure the long-term viability of our products, and meet the competitive demands of international markets. For the past two years, without interrupting production, we have been developing our industrial sites and their organisation based on the lessons learned from the components shortage. In particular, we are working to improve the management of our flows, with a sustained effort in robotisation and digitalisation.

Finally, our teams are always on deck. By way of example, because commitment is present in all our structures, I would like to highlight the fantastic work of our Brazilian employees who faced terrible floods in May 2024 (Porto Alegre - Brazil). They got back on their feet with incredible speed to provide customer service while setting up a solidarity fund to support employees who had lost almost everything.

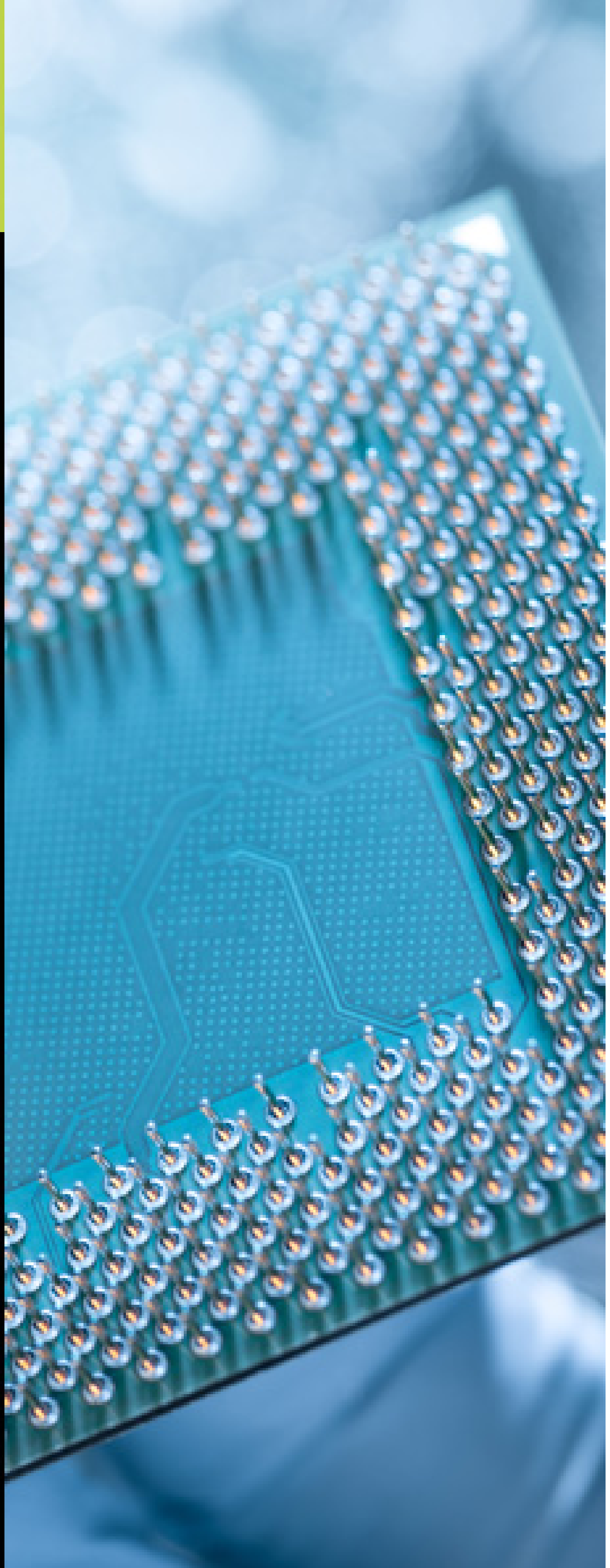
Yes, we can be proud of what we have achieved, even though we will have to fight hard to ensure that this model of a family-run, high-tech, industrial and French company continues to thrive. As many French entrepreneurs know, defending this model is no mean feat, given the difficult conditions under which our businesses operate in France, and the burden that weighs on our shoulders and undermines our competitiveness. In a nutshell, France accounts for 30% of the Group's workforce, 45% of gross wages and 60% of wage costs, plus all the other levies.

The challenges are immense, the electronic and digital world is still in its infancy, and ACTIA has very bright prospects ahead of it. Last year's decline in business does not reflect the hard work put in by our teams and the commercial successes achieved with multi-year contracts, which are enabling the Group to persevere in this turbulent world. The teams, facilities and strategy are in place to meet the challenges of sustainable development with strength and conviction.

Jean-Louis Pech

Chairman and CEO

ACTIA Group



1

FINANCIAL POSITION AND OUTLOOK

1.1 KEY FIGURES IN 2024

Consolidated Revenue
€535.1m
(-7.6% vs. 2023)

Operating income
€32.3m
(+109.7% vs. 2023)

Net income
€18.2m
(+121.0% vs. 2023)

Headcount
3,994
(-2.4% vs. 2023)

EBITDA
€61.7m
- Continuing operations -
(+44.4% vs. 2023)

Gearing
98.2%
(vs. 132.6% in 2023)

International activitie
58.5%
- Of consolidated revenue -
(-15.0 % vs. 2023)

Details of how the debt ratio is calculated are set out in Note 14 “Financial liabilities” in the notes to the consolidated financial statements.

1.2 HIGHLIGHTS OF THE PERIOD

1.2.1 BRIEF OVERVIEW OF THE GROUP'S POSITION DURING THE 2024 FINANCIAL YEAR

The information used to prepare the consolidated financial statements is provided in Note 2 "Accounting policies," in the notes to the consolidated financial statements.

The revenue figures presented by division include revenue generated with other divisions.

Against the backdrop of a global economic environment impacted by geopolitical uncertainties and armed conflicts, which deteriorated over the year, ACTIA pursued its strategy to secure the Group's future, in particular to further improve its financial structure and operational performance. After maintaining a plant organisation that was disproportionate to the volume of business (2021-2023), but necessary because of supply difficulties to serve our customers, we had to return to a suitable organisation, while taking account of the crises we had experienced, which would enable us to achieve a level of excellence in digitalisation and robotisation and to meet the challenges of productivity and safety. Only part of the improvement and organisational work was completed during the year, and will therefore continue in 2025 with further industrial adjustments.

Against this backdrop, ACTIA nonetheless enjoyed a very busy sales year, responding to a large number of calls for tender and scoring some very fine successes, enabling us to continue building for the long term in a highly competitive environment. The price war continued in the electronics sector.

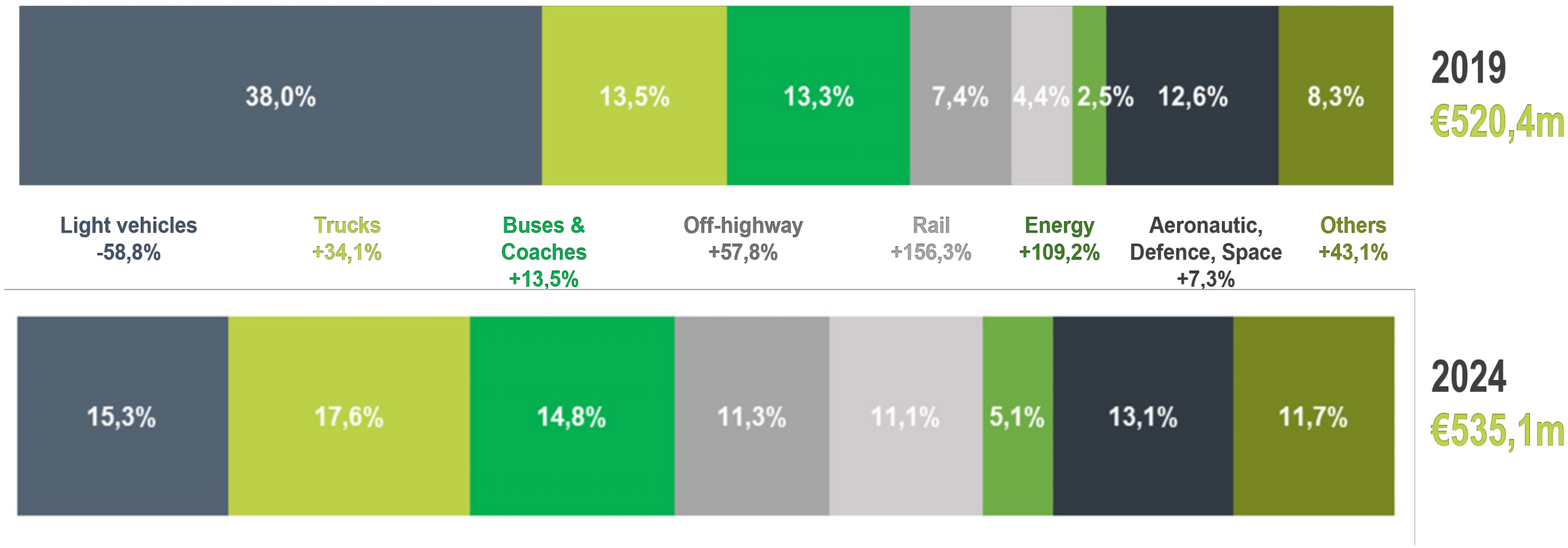
Fuelled by its technological choices and its constant drive for innovation, ACTIA entered into a technological collaboration in 2024 with Ampere, the Renault Group entity dedicated to intelligent electric vehicles, in the field of embedded systems for vehicles. Following the signing of an initial agreement to share software expertise during the first half year, this collaboration was strengthened with the signing of a new agreement allowing Ampere to integrate a dedicated team developed by ACTIA at the end of October 2024. The completion of the second stage of this collaboration testifies to ACTIA's know-how in the field of embedded electronic systems for vehicles, both in terms of its technological expertise and its know-how in supporting and developing skills.

Lastly, in line with the Group's new organisation into four divisions, ACTIA acquired STEEL Electronique within the Aerospace Division, demonstrating its desire to pursue its development in the space sector. STEEL Electronique, a renowned player in the space sector, is thus contributing to the creation of a leading industrial group for the supply of on-board electronics in the fields of Aeronautics, Space and NewSpace, and Telecommunications (ground and embedded space systems).

Though 2023 was marked by a return to normal supplies of components, which enabled the company to record strong growth in revenue (+15.9%) thanks to the rebuilding of volumes, the downward trends seen at the end of 2023 in certain markets unfortunately amplified and spread to other sectors. Despite its solid multi-year contracts, the very sharp drop in business from certain customers could not be offset by the start of production for new contracts or growth in other business areas. The reorganisation of the Group into four divisions highlights the various trends.

Thus, ACTIA demonstrated its ability to manage crises and build for the long term, which enabled it to absorb the end of the telematics contract for light vehicles (up to 23% of its consolidated revenue), position itself in promising sectors suited to its size and expertise, and rebalance its customer portfolio.

Revenue growth by market between 2019 and 2024 (in %)



In 2024, the consolidated revenue stood at €535.1 million, with an annual decline of 7.6%. International revenue accounted for 58.5% of the total (compared with 63.6% in 2023), where sales momentum slowed in Europe (excluding France) and the Americas, while ACTIA Group grew by 5.6% in France. Thanks to its diversified customer base, both in terms of business sectors and geography, ACTIA Group withstood the deterioration in the performance of the Automotive industry (Mobility Division) more successfully. The Group's other divisions, i.e. Aerospace, Energy and Engineering Services, posted a cumulative increase of 14.1% (or €17.6 million) for the year.

MOBILITY DIVISION

The Mobility division designs and manufactures embedded electronic equipment and systems to address the various challenges of land mobility in the fields of road and rail transport, goods and passenger transport, and agriculture and construction machinery. The wide range of solutions and associated services incorporates intelligent, scalable technologies to enhance the user experience, promote the energy transition, contribute to the sustainability of vehicles, and accelerate the shift towards new generations of digital vehicles (software-defined vehicles, electric vehicles, autonomous vehicles, etc.). This division also handles the Group's EMS (Electronics Manufacturing & Services) activities, particularly in the field of home automation.

Mobility division *in M€*	**2024**	**2023**	**Change (M€ and %)**	
Quarter 1	122.8	115.2	7.7	6.6%
Quarter 2	115.5	126.1	(10.6)	(8.4%)
Quarter 3	91.2	118.0	(26.8)	(22.7%)
Quarter 4	105.9	124.3	(18.3)	(14.8%)
TOTAL SALES	**435.5**	**483.5**	**(48.0)**	**(9.9%)**
EBITDA (1)	**28.6**	**27.4**	**1.2**	**4.3%**
EBITDA / sales %	**6.6%**	**5.7%**		

In 2024, the Mobility Division generated sales of €435.5 million, down 9.9% (-€48.0 million) compared to 2023, reflecting the decline in performance of the Automotive industry. In fact, since the 2nd quarter, the economic climate, particularly in Europe (-21.5%) and the United States (-18.3%), has been weighing on end-customer volumes. In France, the division posted slight growth (+0.9%). It was underpinned by the dynamic public transport sector, in connection with the infrastructure built during the Olympic Games, and the recovery of the home automation sector, which offset the cyclical difficulties in the other target market segments. The special vehicle (-35.4% vs. 2023), heavy goods vehicle (-16.8% vs. 2023) and light vehicle (-12.8% vs. 2023) sectors were particularly affected, with the construction and agricultural markets particularly hard hit. As a result of ACTIA's success in China (+15.5% for 6.6% of the division's sales), business in the Bus & Coach segment showed a better trend (+4.6% vs. Q4 2023). The other target segments (motorbikes, marine, micro-mobility, home automation) as a result of the diversification strategy, accounted for sales of around €68.0 million, representing growth of 26.7% (vs. 2023).

The decline in business affected all geographical areas except Asia and Africa. France accounted for 31.9% of revenue, compared to 28.0% in 2023, despite stable sales (+0.9%). Thus, Europe fell to 40.5% of business, with a very sharp drop in Germany (-24.8%) linked to VCIs for car manufacturers and in Sweden with LV and HGV telematics (-22.4%), like Belgium (-21.0%) or Italy (-22.3%) particularly affected by the decline in the agricultural sector. After some difficult years, it is worth highlighting that business recovery continued in Mexico (+25.3% after +92.0% in 2023) and Colombia (+27.7%), which means that the Americas region now accounts for almost 15% of the Group's business. Sales also continued to rise in China (+15.5%). As a result, international share continued to grow (+4.3% compared to 2023), reaching €28.6 million for the year compared with €27.4 million in 2023, i.e. 6.6% of Mobility sales compared with 5.7% the previous year. This ability to capitalise on our know-how helped to salvage a 2024 financial year in which the fall in business volumes undermined the balance of production sites, as production was unable to absorb fixed costs and the exceptional costs linked to the change in organisation.

1 EBITDA: Net income + taxes + goodwill amortisation + interest and financial costs + depreciation allowances +/- change in value of derivatives

Thanks to the software expertise sharing agreement with AMPERE, EBITDA continued to grow (+4.3% compared to 2023), reaching €28.6 million over the year compared to €27.4 million in 2023, representing 6.6% of Mobility sales compared to 5.7% in the previous year. This situation encouraged the Group to pursue several actions carried out in a complex and rapidly evolving economic environment, namely:

- Continuing to assert ACTIA's guiding principles, whereby the identification of profitable technological niche markets provides a way of keeping customer confidence, holding on to the markets we already have and progressively renewing the portfolio of products and services;
- Continuing to reduce stocks, which were still abnormally high, as a direct consequence of the lack of certain essential components during the crisis, leading to high stocks of other components, which remained pending. Thus, raw materials inventories fell by €12.2 million. Inventories of goods in progress rose by €5.2 million, while inventories of finished goods declined by €7.5 million, in line with the level of business;
- Maintaining R&D efforts, particularly for programmes that have been won;
- Continuing to negotiate new general price increases, as inflation in recent years continues to affect essential resource items (salaries, energy), combined with increasing fiscal pressure in a number of countries, including France and Tunisia, putting pressure on the profitability of continuing operations.

In 2024, sales in the Mobility Division stood at €435.5 million (down 9.9%), representing 74.8% of Group sales. Over the long term, which characterises the vast majority of ACTIA's contracts, the commercial dynamic is positive, with new contracts won in various fields, keeping pace with technological developments, particularly in the fields of power management, new electronic architectures for vehicles and Software-Defined Vehicles (SDV).

AEROSPACE DIVISION

The Aerospace Division designs and manufactures on-board electronic systems for aeronautics and space, as well as complete, integrated solutions for satellite telecommunications.

Aerospace Division *in M€*	**2024**	**2023**	**Change** *(M€ and %)*	
Quarter 1	13.2	15.2	(2.0)	(13.3%)
Quarter 2	18.1	16.7	1.5	9.0%
Quarter 3	15.8	11.4	4.4	38.5%
Quarter 4	24.8	20.2	4.5	22.5%
TOTAL SALES	**72.0**	**63.5**	**8.4**	**13.3%**
EBITDA [1]	**4.2**	**5.5**	**(1.3)**	**(24.0%)**
EBITDA / sales %	**5.8%**	**8.7%**		

1 EBITDA: Net income + taxes + goodwill amortisation + interest and financial costs + depreciation allowances +/- change in value of derivatives

In 2024, sales in the Aerospace Division grew by 13.3% to €72.0 million. Customers in the Aeronautics sector enjoyed a good momentum, offsetting the absence of any major SatCom deliveries in 2024, particularly outside France. Thus, France accounted for 80.3% of sales. The division has also benefited from the integration of STEEL Electronique (acquired in May 2024) for €5.7 million since 1 June 2024. In 2024, the Aerospace Division's sales accounted for 12.4% of Group sales.

After a difficult start to the year, particularly in the aeronautics sector, with the French industry under pressure and the SatCom (earth station) business slightly down after the very strong deliveries in previous years, the division saw its EBITDA[1] fall by €1.3 million to €4.2 million, i.e. 5.8% of sales compared with 8.7% in 2023. It also bore the costs of the transition to the new organisation, which was only completed in operational terms at the end of the financial year.

ENERGY DIVISION

The Energy Division develops, integrates and implements innovative solutions for the management, transmission and distribution of electric power for major energy players.

Energy Division *in M€*	**2024**	**2023**	**Change** *(M€ and %)*	
Energy	**in M€**	**in M€**	**in M€**	**in %**
Quarter 1	6.0	7.7	(1.7)	(22.1%)
Quarter 2	6.0	7.6	(1.6)	(20.8%)
Quarter 3	6.9	5.3	1.6	30.0%
Quarter 4	10.8	9.1	1.7	18.9%
TOTAL SALES	**29.7**	**29.7**	**0.0**	**0.0%**
EBITDA (1)	**2.8**	**3.7**	**(0.9)**	**(23.7%)**
EBITDA / sales %	**9.4%**	**12.3%**		

In 2024, the Energy Division's sales were stable at €29.7 million, slightly below its roadmap. The management of the Olympic Games, which slowed the progress of energy network projects, and the end of the 4G rollout for one of our customers, with deliveries at an exceptional level in 2023, contributed to this stable level of business, which represented 5.1% of Group sales. Fuelled by a French market in which ACTIA has forged genuine partnerships with its customers, the division is now gearing up to roll out its sales activities internationally, with initial commercial successes in Africa, in Togo in particular.

As the division also had to bear the exceptional costs associated with its setup, such as salary increases, its EBITDA[1] fell by €0.9 million to €2.8 million, i.e. 9.4% of sales compared with 12.3% in 2023.

1 EBITDA: Net income + taxes + goodwill amortisation + interest and financial costs + depreciation allowances +/- change in value of derivatives

ENGINEERING SERVICES DIVISION

The Engineering Services Division designs and develops embedded products and systems, augmented with software services for the mobility and industrial sectors.

Engineering division *in M€*	**2024**	**2023**	**Change** *(M€ and %)*	
Quarter 1	8.7	6.9	1.8	25.9%
Quarter 2	9.7	6.8	2.9	42.9%
Quarter 3	10.9	8.5	2.3	27.2%
Quarter 4	11.7	9.6	2.1	22.4%
TOTAL SALES	**40.9**	**31.8**	**9.2**	**28.8%**
EBITDA (1)	**26.1**	**4.8**	**21.3**	**440.4%**
EBITDA / sales %	**63.9%**	**15.2%**		

The division generated sales of €40.9 million, an increase of 28.8% (+€9.2 million), driven in particular by technological collaborations in the field of embedded systems for vehicles and Software-Defined Vehicles (SDV), propelling sales above the normal growth rate of around ten percent. This business represented 7.0% of Group sales in 2024.

Also significantly impacting its profitability, EBITDA[1] rose sharply to €26.1 million for the year compared with €4.8 million in 2023, i.e. 63.9% of sales compared with 15.2% the previous year, when the level was more in line with this division's business.

GROUP

With 2024 turning out to be a year of contrasts for the Group, with both excellent recognition of its expertise through commercial successes and partnerships, and a very sharp decline in sales to its medium- and large-scale production customers, ACTIA's consolidated revenue stood at €535.1 million, down 7.6%, wiping out a large part of the recovery made compared to 2019. High-volume multi-year contracts were the hardest hit by the downturn in the European construction and agricultural machinery and heavy goods vehicles sectors. Though a much-anticipated growth driver, electric cars made by manufacturers in the Europe zone could not develop as budgeted in the face of pressure from manufacturers, which also delayed the start of production of certain products for ACTIA.

1 EBITDA: Net income + taxes + goodwill amortisation + interest and financial costs + depreciation allowances +/- change in value of derivatives

Consolidated results for the 2024 financial year break down as follows:

Consolidated Group results *(€K)*	**2024**	**2023**
REVENUE	**535,124**	**579,322**
Current operating income	(4,082)	15,459
OPERATING INCOME	**32,258**	**15,380**
FINANCIAL RESULT	**(4,432)**	**(5,897)**
Net income from continuing operations (A)	18,205	8,681
Net income from discontinued operations	0	(442)
INCOME FOR THE PERIOD	**18,205**	**8,239**
✓ *attributable to Group shareholders*	13,932	7,516
✓ *Non-controlling interests*	4,273	723
Tax (B)	(9,735)	(893)
Impairment of goodwill (C)	(1,742)	0
Interest and financial costs (D)	(8,878)	(7,960)
Change in value of hedging instruments (E)	4,069	2,078
Depreciation (F)	(27,229)	(27,300)
EBITDA FROM CONTINUING OPERATIONS = (A)-(B)-(C)-(D)-(E)-(F)	**61,720**	**42,757**
EBITDA from discontinued operations	0	(725)
EBITDA	**61,720**	**42,031**

In a tense global economic climate, competition intensified and customers, who were themselves under severe pressure, were unwilling to bear a portion of the cost increases beyond the rise in component prices. The Group's operating profitability was also impacted by the rise in wage costs and taxation in certain countries (France, Tunisia), while energy prices remained high. In addition, the costs incurred by the transformation of the Group into 4 divisions and the reorganisation of the plants also had an impact.

In line with the fall in business, the consumption rate dipped to 49.8% from 54.0% in 2023, with purchases down by €52.8 million (-16.6%). Since 2023, the Group has enjoyed natural hedging by some customer payments in US dollars and the use of foreign exchange hedging instruments serves as insurance for the Group. These hedging instruments enabled the Group to purchase USD at an average exchange rate of 1.099 over the period compared to 1.064 in 2023, generating a slight improvement compared to the average exchange rate on the spot market (1.082), thus confirming the protective tunnel effect desired by ACTIA.

Personnel costs rose to €168.4 million from €147.2 million in 2023 (+14.4%), fully in line with the significant salary increases in 2023. Analysis of changes in personnel costs is made complex by the effect of the partnership, with the weight of the formation of a dedicated team assigned in the 4th quarter, representing more than 200 people. Moreover, STEEL Electronique, with its 68 employees, was also integrated into the scope. In addition, some subsidiaries, such as in Tunisia (production) and Sweden, reduced their workforce, while others hired, as in Mexico and China.

As a result of all these changes, the workforce decreased by 98 people compared to the end of December 2023, i.e. -2.4%. The Group's workforce grew from 4,092 at the end of 2023 to 3,994 at the end of 2024.

External expenses fell by €3.1 million (-3.9%), with a drop in subcontracting purchases (-€6.9 million), transport costs (-€0.9 million), in line with the level of business, while warranty costs remained high and rental costs increased, as did digitisation and cybersecurity costs (software, IT service providers).

The constant renewal of the business portfolio aimed at maintaining diversification in the various segments imposed a sustained pace in the Research & Development programmes. R&D costs fell slightly to €95.4 million, compared with €96.7 million in 2023, taking into account the work carried out by the Engineering Services Division, which was invoiced in full. They continued to reflect intense sales efforts, with major programmes won that require significant development, but which are better supported by customers. As a result, the re-invoicing rate remained stable at 50.2%, including the impact of invoicing for R&D services provided by the Engineering Services Division. The ratio of R&D expenditure as a percentage of revenue was 17.8%, reflecting the decline in business. The capitalisation rate continued to fall (12.2% compared with 13.0%) as a result of customer-specific programmes. The development of the projects won that will ensure the activity over the next few years therefore remained a priority in our work. Thus, charges recognised in the income statement represented 7.5% of revenue compared to 6.7% in 2023. The Research Tax Credit impacting the income statement increased slightly, from €5.4 million to €5.6 million, while the amount obtained during the financial year increased by €1.1 million (€7.0 million compared to €5.9 million in 2023).

As a result, EBITDA from continuing operations rose from €42.8 million to €61.7 million, an increase of 44.4%, reflecting the development of the AMPERE partnership and masking continued pressure on margins. In fact, the price increases accepted by customers do not cover all costs, particularly those of plants where volumes are insufficient to absorb fixed costs. After taking into account depreciation allowances of €27.0 million (-1.0% compared to 2023), the operating income stood at €32.3 million, up €16.9 million.

The level of interest and financial charges at €8.9 million (+11.5%) reflects the change in interest rates on the financial markets. The activation of State-Guaranteed Loans in 2020 (€41.4 million) and 2021 (€49.9 million), with the final release of €1.0 million made at the beginning of 2022, the setting up of Recovery Bonds for €18.0 million in April 2022 and the use of short-term lines and variable rate factoring, increased the average gross interest rate from 3.25% at the end of 2023 to 4.01% at the end of 2024. ACTIA used tools such as factoring and reverse factoring to finance its trade receivables, enabling it to reduce its working capital requirements. However, in 2024, the average customer payment term deteriorated to 105 days from 99 days at the end of 2023, resulting in an average supplier payment term of 88 days compared to 80 days at the end of 2023. As the EUR/USD exchange rate hardly changed compared with 31 December 2023 and the Group was able to adopt new, more favourable hedging tools, the valuation of the hedging instruments generated a capital gain of €4.1 million against €2.1 million at 31 December 2023.

As a result of these factors, net income for the period rose to €18.2 million, compared with €8.2 million at the end of 2023, benefiting from the proceeds of disposals under the AMPERE partnership, and also generating an income tax increase of €8.8 million, i.e. €9.7 million in 2024.

In 2024, the Group generated €32.0 million in cash compared with a consumption of €9.3 million at the end of 2023, with disposals under the AMPERE partnership helping to support the Group's financing. Working capital requirements were favourably impacted (+€19.9 million) by:

- Continuing the actions taken on the abnormally high raw material inventories since the component crisis (+€31.6 million in 2022), when the lack of one component led to a pile-up of duly delivered items. Raw material inventories fell by €11.2 million, slower than expected due to the decline in business. With work in progress increasing and finished goods inventories decreasing, inventories fell overall by €15.5 million;
- With no improvement in customer and supplier payment terms, which offset each other, WCR improved thanks to an increase in advances paid by our customers, particularly in the Aerospace Division (+€10.8 million).

Additions to capital assets were stable over the period at €20.4 million compared with €21.7 million in 2023, under pressure to meet the challenge of a financial year heavily impacted by the decline in business. Trade-offs were made in R&D to prioritise programmes linked to contracts, and in production to ensure that equipment is maintained, while the Group remained watchful to reduce its debt. Disposals under the partnership with AMPERE, the acquisition of STEEL Electronique and the purchase of minority interests in our subsidiary ACTIA Engineering Services (Tunisia) added €38.7 million to our cash position. Dividends paid by ACTIA Group amounted to €2.4 million, the same as in 2023. New medium-term loans contributed €30.5 million, while ACTIA repaid €54.0 million in debt (medium and long-term borrowings and lease liabilities).

On the balance sheet, inventories of €186.4 million at the end of 2024 decreased by €13.9 million (-6.9%) including -€11.2 million in raw materials. Trade receivables amounted to €150.7 million, down by €3.6 million (-2.3%), whereas revenue in the 4th quarter of the year was down 14.8%, reflecting the deterioration in customer payment terms, without however representing a risk of non-payment. Accounts payable amounted to €79.3 million, down 4.8% from €83.3 million. The improvement in working capital requirements had an impact of €19.9 million on the financial position.

At the end of 2024, net debt had fallen by €37.8 million to €150.1 million (-20.1%), thanks to tight control of WCR and the development of know-how within the framework of the partnership with AMPERE. At the end of the reporting period, 44.1% of the short-term lines of credit that were mostly renewed in 2024 had been used, compared to 49.4% on 31 December 2023. Gearing improved significantly to 98.2% compared to 132.5% a year earlier. Excluding the financing of receivables, gearing was 88.2% compared with 120.2% at the end of 2023. The Group only financed 27.6% of its receivables, reduced to 2.5% after deconsolidation. Leverage stood at 2.43 compared with 4.47 at 31 December 2023, benefiting from the proceeds of disposals. The gross available cash was €71.0 million compared to €43.6 million at the end of 2023.

In 2024, Free Cash Flow stood at €51.4 million compared to €45.1 million in 2023.

While the Group is structured to absorb strong growth driven by its commercial successes, geopolitical tensions and the global slowdown led to a significant drop in business in the Group's volume markets, resulting in under-activity at the Group's main production sites. With no short-term visibility, ACTIA continues to adapt its industrial facilities by developing the various sites and their organisation to become more competitive, keep pace with technological developments and preserve the Group's expertise over time. Reorganisation projects are currently being set up to ensure the long-term viability of the affected sites. In line with the stages of these projects and local regulations, the Group will endeavour to deploy enhanced support measures and promote internal mobility.

SUBSIDIARIES AND DEALINGS IN EXISTING INTER-COMPANY HOLDINGS

It should be noted that the decision was made in 2020 to close our ACTIA India subsidiary further to disagreements about governance with our minority shareholder. After the disruption caused by the health crisis and the transformation of the project to a sale of shares at net book value, a first portion of the disposal with 85% of the shares held was completed in 2023, with the balance sold in 2024. ACTIA is gearing up to create a new entity that will carry out its development projects in India in a more targeted way and in line with the Group's strategy.

In 2022, ACTIA decided to launch the creation of a subsidiary in Egypt to support both its commercial development and its R&D needs. The procedure was completed in the first few weeks of 2024. However, geopolitical events in the region prompted the Group to set up a small local team to serve our Egyptian customers, without speeding up the development of a design office. Given the size of the team in place, costs are managed from Tunisia and the entity is not consolidated.

In 2023**,** the Group launched a process to change the segmentation of its businesses to structure them into **four divisions:** ***Mobility, Energy, Aerospace and Engineering Services***, for implementation from 1 January 2024 and completion of the organisation during the financial year, still resulting in some additional costs.

In 2024, ACTIA Aerospace, which focusses on the Group's aerospace activities, demonstrated its ambition by acquiring STEEL Electronique, a renowned player in the space sector, which contributed to the creation of a leading industrial group for the supply of on-board electronics in the fields of:

- Aeronautics,
- Space and NewSpace,
- Telecommunications (ground segment and on-board space products).

The other Group subsidiaries and holdings require no particular comments, and further information is provided in Note 3.2 "Consolidated companies" in the notes to the consolidated financial statements, specifying which entities are attached to which division.

1.2.2 FACTORS MATERIALLY AFFECTING OPERATING INCOME

The major structural factors affecting income are as follows:

- Level of demand from OEM customers, reflecting their production level;
- Pace of projects with R&D developments;
- Production capability utilisation rate;
- The USD-Euro exchange rate (tempered by hedging instruments), with a very large share of component purchases in USD and a limited level of invoicing in this currency;
- in the medium term, renewal of the product portfolio through customer calls for tender.
- Potentially taking sustainable development into account in the company's resilience, both operationally (procurement of resources) and strategically (company's attractiveness and competitiveness).

An **economic factor** strongly influencing the income was the impact of **difficulties in sourcing electronic components** essential to ACTIA's production activity. This led to multiple operational difficulties, particularly when it comes to active components (microprocessors, memories):

- Increasingly longer delivery lead times, often reaching a year or more;
- Existing contracts have been terminated, and even orders received have been postponed or even cancelled;
- Price increases of 10-15% or more for high demand items;
- Many customers reduced their requirements for products manufactured by ACTIA, due to their own difficulties in procuring raw materials.

The consequences for producers like ACTIA were as follows:

- Longer lead times for delivery to customers;
- Difficulties in meeting scheduled deadlines;
- Industrial planning disrupted, forcing sub-optimal production rates;
- Additional logistics costs to set up alternative supply chains;
- Large stocks of components, with shortages freezing the use of other products, which are piling up waiting to go into production.

Although ACTIA did not experience any supply difficulties in 2024, this remained a sensitive issue and the Group was extremely vigilant, particularly in the face of geopolitical risks and their impact, either in terms of supplies or transport.

Armed conflicts such as the war in Ukraine and the Israeli-Palestinian conflict, the trade war between the world's major economic blocs, and technological developments sometimes dictated by political choices led to a collapse of the European economy, affecting investment decisions (in the agricultural and construction sectors), generating heightened competition (automotive sector) and dragging down other sectors such as heavy goods vehicles. As the Group works mainly with customers who, though global, have a strong presence in Europe, it was impacted by the decline in the number of key account customers in the Mobility Division. While business in Europe represented 40.6% of its revenue in 2023, the 20.4% fall in its sales in Europe reduced this percentage to 34.9%. Though the Group is developing its strategy in the United States and China, it is unable to offset the decline in volumes in Europe, and the latest decisions on US customs duties do not provide a clear picture.

This business downturn on ACTIA's volume markets had a marked impact on medium- and large-scale production sites, which did not have enough workload to cover their fixed costs. The work initiated when supplies returned to normal (from 2021 to mid-2023, maintaining teams to produce as soon as the components arrive on site) had to be stepped up, both to lower the break-even point of the industrial sites and to meet the technological requirements (robotisation, digitalisation) of an ultra-competitive environment. As a result, current operating income fell to €4.1 million, compared with €15.6 million at the end of 2023.

In this environment, the technological collaboration with AMPERE enabled the Group to capitalise on its expertise, making a strong contribution to profitability for the year, with operating income rising to €32.3 million compared to €15.4 million at the end of 2023.

1.2.3 HIGHLIGHTS

In 2023, the Group launched a process to change the segmentation of its businesses to structure them into **four divisions: *Mobility, Energy, Aerospace and Engineering***, to be implemented from 1 January 2024. The financial presentation in four divisions began on 30 June 2024, while work on operational organisation was completed in the second half of the year.

As a reminder, in 2023, **ACTIA Telecom** transferred its activities dedicated to the energy and rail sectors to two new companies, **ACTIA Energy** and **ACTIA Railway,** respectively. Retaining its SatCom activities, it changed its corporate name to **ACTIA Aerospace**. It also acquired ACTIA Automotive's electronic equipment manufacturing business for the aeronautics, space and defence markets.

In 2024, ACTIA Aerospace, which focusses on the Group's aerospace activities, demonstrated its ambition by acquiring **STEEL Electronique**, a renowned player in the space sector, which contributed to the creation of a leading industrial group for the supply of on-board electronics in the fields of:

- Aeronautics,
- Space and NewSpace,
- Telecommunications (ground segment and on-board space products).

The other Group subsidiaries and holdings require no particular comments, and further information is provided in Note 3.2 "Consolidated companies" in the notes to the consolidated financial statements, specifying which entities are attached to which division.

Finally, ACTIA Group S.A. bought out the minority shareholders in its subsidiary **ACTIA Engineering Services** (Tunisia) bringing the Group's stake to 93.3% from 73.3% previously.

1.3 SIGNIFICANT EVENTS AFTER THE END OF THE REPORTING PERIOD

The first few months of 2025 confirm the **trends observed** in 2024, namely a cautious attitude on the part of manufacturer customers, leading to short-term management of demand. As was the case at the end of 2024, the Off-Highway vehicle sector (agricultural machinery, construction machinery) recorded very low volumes, as did the HGV and automotive sectors. However, the diversification of ACTIA's customer portfolio means that we can expect sales volumes to stabilise over the year.

In financial terms, ACTIA had a comfortable cash position of €71.0 million at 31 December 2024 and a financing capacity (trade receivables and overdraft/cash lines used at 27.6% and 41.1%, respectively) to meet its short-term requirements. It should nonetheless be noted that, depending on the local regulations in force, not all trade receivables can be financed.

In April 2022, the Group sold its Vehicle Inspection business to Muller Bem Automotive, including 30% of the shares in its Czech Republic subsidiary, ACTIA Cz, renamed **ATAL** in the meantime. At the end of 2024, Muller Automotive exercised the option (call option on the balance of the Group's holding, i.e. 60%) entered into under the SPA, resulting in ATAL's exit in February 2025. The impairment loss recognised on ATAL's assets as a result of the sale price being lower than the value of the company was recognised in the 2024 financial statements in the amount of €0.9 million under other operating income and expenses.

ACTIA Railway, a subsidiary of ACTIA Group, whose main site is located in Saint-Georges-de-Luzençon (12), presented a reorganisation project to its Central Works Council on 20 March 2025 to safeguard its competitiveness and ensure the company's long-term future. Despite a decent level of business in 2024, driven mainly by growth in the rail market targeted by ACTIA Railway, a major business downturn is expected at this site over the next three years. Given this situation and outlook, ACTIA Railway has already put in place a number of measures to limit the expected impact of this substantial decline. Unfortunately, these actions are proving insufficient to ensure the long-term future of the company, whose economic and financial balance is also severely penalised by the excessively high level of certain costs, which hampers its competitiveness. The proposed Employment Protection Plan provides for the loss of 46 jobs. The management of ACTIA Railway and its parent company are measuring the impact of such a project on their teams and on the region. ACTIA Group is committed to deploying reinforced and individualised support measures and, in order to limit forced departures, is planning a Voluntary Departure Plan as well as incentives for internal mobility within the Group and external mobility. This reorganisation project will enable ACTIA Railway to pursue its development strategy in the rail market by reconfiguring its commercial, services and R&D activities to contribute to ACTIA's development strategy in the rail market in France and internationally. The rail business is strategic for ACTIA Group, which aims to develop it by focusing on innovation, R&D capacity and closer customer service. The aim is to find the best economic equation for industrial activities, while ensuring sustainable growth.

In a macro-economic context disrupted by announcements of customs duty hikes, ACTIA is not in a position to measure the impact on its international flows.

1.4 GLOBAL TRENDS AND OUTLOOK

SALES PERFORMANCE

ACTIA Group is active in electronic and IT technologies applied to specialist business sectors, and is on a long-term growth trajectory. This trend reflects the growing role of electronics and automation in systems for transporting people and materials, cars, HGVs, railways, aeronautics and energy. It can be accompanied by economic vagaries, as all these markets experience cyclical crises. ACTIA partly offsets this effect by diversifying its activities and customers.

The year 2024 was marked by an unanticipated crisis in vehicle demand in many markets, particularly in Europe and North America. The outlook for 2025 therefore remains cautious, as it is too early to predict a recovery in these markets.

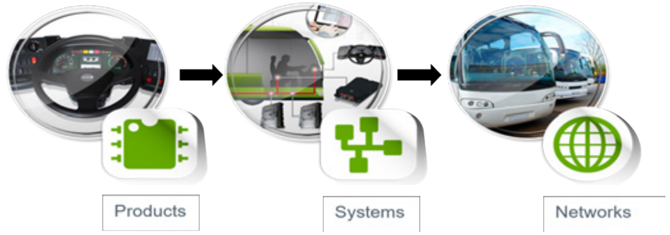
Taking into account its production capacity and customer prospects, ACTIA has a medium-term target of €650 million in revenue by 2027.

FUTURE PROSPECTS

ACTIA has always shown its ability to adapt and its high degree of resilience, as it constantly repositions itself on new, profitable markets. As the commercial successes of the year translate into revenue approximately 3 to 4 years later, the cornerstone of multi-year contracts promises a significant increase in revenue in the long term, with a diversified customer base where no single customer would exceed more than 10% of the Group's revenue.

MOBILITY DIVISION

ACTIA is pursuing its strategy based on know-how developed over a period of more than 35 years during which it has gradually expanded across the value chain. This is a niche strategy in which ACTIA focuses on specialised applications, such as diagnostics, vehicle power management, vehicle communications inside vehicles and with the outside, etc.



Thanks to its dual expertise in IT and micro-electronics, ACTIA also provides complete data-based solutions, from physical collection in the vehicle through to processing and visualisation on IT platforms.

ACTIA expects the Mobility Division's business to continue to grow in the medium term. In proportional terms, however, its share of the Group's business will remain stable or decline, due to stronger growth in other divisions.

ACTIA's strategy for automakers is based on supplying advanced systems, built on the Group's technological platforms and adapted to customer specifications. These systems integrate equipment and software on an open architecture and modular basis in order to better address all the constraints faced by users. By developing a partnership approach with customers, ACTIA continues to promote its capacity to tailor products and/or systems to their specific needs.

ACTIA operates in a wide range of vehicle segments, with a particular focus on vehicles for professionals: trucks, coaches, special vehicles and rail. But the business also covers light vehicles and, more recently, micro-mobility.

Light vehicles

In the light vehicle sector, ACTIA has a niche strategy. Foremost among these is the *automotive diagnostics business, which covers* the entire life cycle of a vehicle. In 2024, this business was consolidated with a technological partnership with the Renault Group, with ACTIA contributing its long experience in the field.

HGVs

In the HGV sector, ACTIA is a leading player in Europe and worldwide in the design and supply of embedded ECUs. These are generally made-to-measure products according to manufacturers' specifications, resulting in multi-year contracts.

Buses and Coaches

The bus and coach sector is a point of excellence for ACTIA, which for several decades has been supplying complete electronic architectures for the vehicle *Body*, ready to use with a software creation environment, as well as audio and video services and systems. Tailor-made products can also be developed according to the customer's wishes.

Special vehicles

The field of special vehicles, also known as "Off-highway", is characterised by a wide variety of vehicles made in production runs of widely varying sizes, mainly for construction and agriculture, but also for specialist sectors such as materials handling, forestry and mining. ACTIA provides complete platforms for vehicle automation and communication, in the form of its own products or customised products, as well as a wide range of services.

Rail

In the rail sector, ACTIA is active in Europe and all over the world where its European customers take it, by developing passenger information solutions, with cutting-edge on-board communication, rearview, video protection and trackside safety systems.

Non-manufacturing activities

In addition to the activities described above, which concern vehicle manufacturers, ACTIA has an Aftermarket business. It covers both multi-make vehicle diagnostics tools and fleet management solutions. This business has a shorter-term horizon than the Manufacturer business and is therefore subject to greater fluctuations.

Finally, ACTIA offers to design, industrialise and produce electronic boards or assembled products on behalf of third-party customers. ACTIA does not wish to be dependent on these services, which are not a major area of development, but which complement our business and ensure that our industrial facilities remain adapted and competitive.

AEROSPACE DIVISION

Identified several years ago as a major growth area for the Group, the Aerospace Division covers satellite communications, on-board electronics for the aerospace and defence industries. The creation of this division gives fresh impetus to our business, which is set to grow strongly in the years ahead.

In addition to organic growth, the Group completed an external growth operation in May 2024, with the acquisition of STEEL Electronique in line with the Group's ambitions in the space sector.

ENERGY DIVISION

ACTIA's energy business consists of command/control, measurement and data transmission solutions for energy production, transport and distribution companies. It is now a full-fledged division of ACTIA.

ACTIA expects to see significant growth in this business as networks are modernised and digitised to become "smart grids". With this in mind, the Group is considering the possibility of external growth to complement its expertise or market share in the coming years. The market can also be expanded into other network infrastructures (gas, water, etc.).

ENGINEERING SERVICES DIVISION

The Group's Engineering Services Division offers IT development, architecture and electronic product design, as well as consulting and services, including dedicated laboratory facilities. Initially focused on ACTIA's internal needs, the business is growing steadily for external customers.

In 2025, we expect business to be down compared to the previous year, due to the exceptional level of activity generated by the formation of a dedicated team in preparation for the spin-off in the 4th quarter of 2024. Business has been growing steadily for over 3 years and will continue to do so, despite 2024 being an exceptional year.

In the current economic climate, ACTIA Group remains cautious about the prospects for its Mobility Division. Continued growth in the other 3 divisions, Aerospace, Energy and Engineering Services, should nevertheless enable revenue in 2025 to stabilise at the 2024 level of around €535 million.

ACTIA's strategy is to position itself as a major player in the transformation of the automotive sector, as demonstrated by its collaboration with AMPERE. It will enable the company to capitalise on its high level of technological expertise and its core business of on-board electronic systems for vehicles, and ultimately to control its financial structure, in line with the actions taken over the last 2 years.

As a driver of innovation, ACTIA Group is naturally moving towards Software-Defined Vehicle technologies, artificial intelligence and eco-design, which is the Group's main lever in its contribution to decarbonisation.

In 2026, the launch of new product families will reinforce ACTIA Group's growth trajectory towards its target of €700 million in revenue by 2028.

PRIORITIES FOR 2025

The Group's main areas of focus remain unchanged, as they are long-term in nature. ACTIA confirms its positioning as a high-technology company in some very competitive areas. As a result, the Group will maintain its R&D efforts to consolidate its technological relevance, as well as its commercial efforts to broaden its range of customers/markets and support the transformation of its businesses.

As such, ACTIA incorporates several underlying trends:

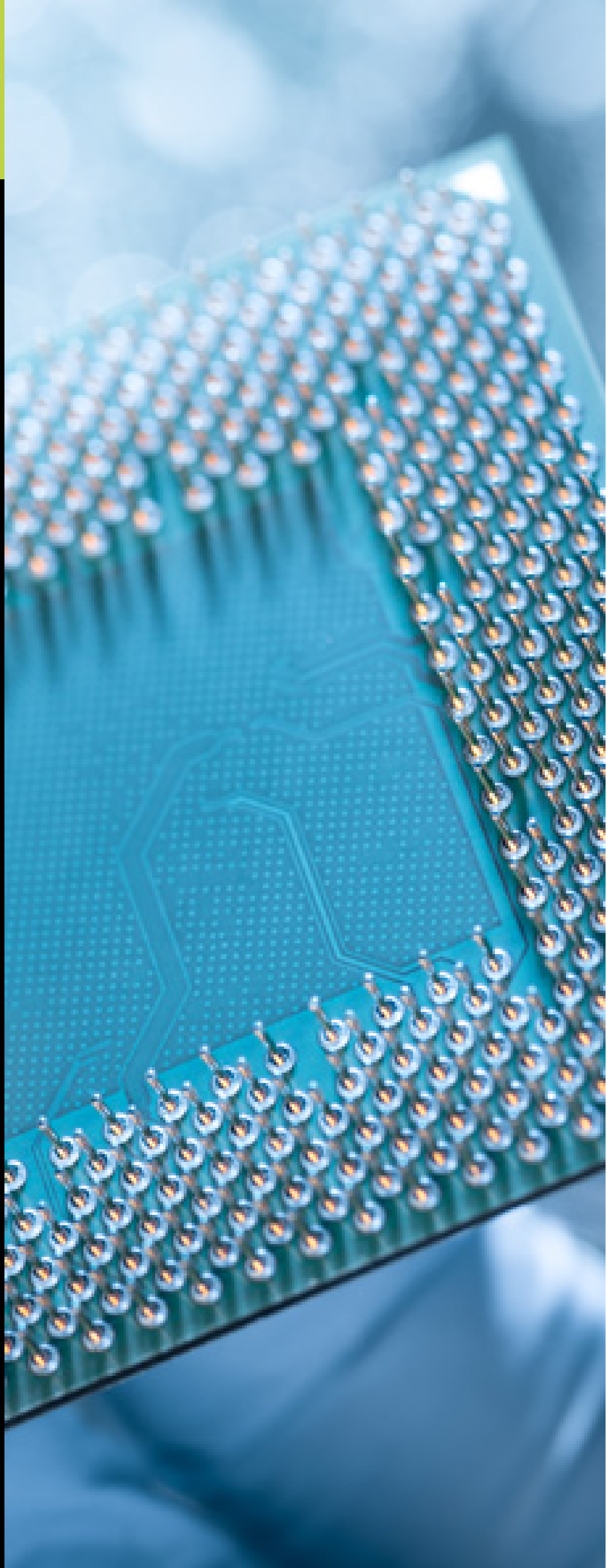
- The emergence of software-defined vehicle architectures, which are revolutionising electronics and software;
- The introduction of artificial intelligence into products and processes;
- Tightening of requirements in terms of dependability and cybersecurity.

In terms of human resources, ACTIA is developing its recruitment plan in line with the needs of each unit, while remaining attentive to the scarcity of talent in certain fields. Anticipating that 2025 will continue to be a difficult year in terms of business, ACTIA will continue to adapt its industrial facilities by developing the various sites and their organisation to become more competitive, keep pace with technological developments and preserve the Group's expertise over time. Reorganisation projects are currently being set up to ensure the long-term viability of the affected sites. In line with the stages of these projects and local regulations, the Group will endeavour to deploy enhanced support measures and promote internal mobility.

Operationally, ACTIA also manufactures its own products and third-party products. The years 2021 to 2023 were marked by disruptions in the supply of electronic components. 2024, on the other hand, saw a fall in demand. The priority for 2025 is to rationalise production, reduce stocks and improve efficiency.

Lastly, ACTIA is committed to sustainable development both internally and externally. Externally, this is reflected in the eco-design programme for products. Internally, this involves optimising the carbon footprint, integrating the Sustainable Development Goals, pursuing the ISO 14001 certification of sites, and social programmes.

Actions are being stepped up to achieve the key Sustainable Development Goals selected by the Group after consultation with stakeholders, including employees, the Board of Directors and family shareholders.



2

PRESENTATION OF THE ACTIA GROUP

2.1 A MID-SIZED TECHNOLOGICAL AND INDUSTRIAL COMPANY

A family-owned business with an international reach

Founded in 1986, ACTIA Group is a family-owned mid-sized company that has established itself as a major player in the design, manufacture and operation of high-tech electronic systems for highly demanding industrial sectors.

Based in France and present in some fifteen countries, the company develops solutions tailored in particular to the land mobility, aeronautics, space and energy markets.

Its business model is based on a long-term vision and constant innovation, which underpins the Group's technological and industrial excellence.

Electronics moving forward for a more sustainable world

ACTIA places innovation at the heart of its development to keep pace with the ever-increasing number of rapid changes in its markets. The Group's mission is to meet the challenges of an ever-changing electronics industry that is both value-creating and sustainable.

ACTIA's strong commitment to sustainable development is reflected in its corporate policy, its engineering and production processes, and its solutions and applications.

An agile partner committed to its stakeholders

With an organisation on a human scale, ACTIA Group favours proximity and responsiveness to build relationships of trust with its stakeholders. Its technological and industrial footprint is characterised by an operational agility that makes all the difference in a complex, fast-changing and highly competitive environment. By cultivating a spirit of collaboration and innovation, ACTIA has established itself as a strategic partner in building the electronics of tomorrow.

Entrepreneurial spirit at the heart of the collective dynamic

ACTIA was founded by a team of pioneers who decided to embark on a completely new technological and industrial adventure, with innovation as the driving force. Years later, the company's spirit of initiative and collective dynamic continue to drive it forward.

"ACTIA is a company that is open to the world, a rare company that is deeply human and driven by the desire to pursue a great collective adventure". Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group.

2.2 ACTIA'S HISTORY: DATES AND MILESTONES

ACTIA Group was created in 1986 by Messrs Calmels and Pech as a "spin-off" from BENDIX's "Petites Séries" department in Toulouse (France). The Pech and Calmels families are still the majority shareholders in the Group, which thus remains family-owned and independent.

In 1992, ACTIA Group was structured around the holding company ACTIELEC S.A., which became ACTIELEC Technologies in 2000 and then ACTIA Group in 2008, marking the convergence of all the corporate names of the Group's entities under a single brand name: ACTIA.

Since its creation, ACTIA has developed in line with its founding strategic direction, building an industrial and international Group over the years.

An Industrial Group

In 1988, the acquisition of the Alcyon Production System industrial site created the Group's first electronics production unit. This French site, based in Colomiers (31), was joined in 1997 and 2008 by two units in Tunis (Tunisia), then in 2018 by a plant based in Detroit (USA). Two other electronic board production sites, one in Sweden (2020) and the other in Spain (2023), complete this state-of-the-art industrial facility, which offers a complete range of production services. In many of the Group's companies, integration workshops transform these electronic boards into finished products, making it possible to address specific local needs and meet demand as closely as possible with the customer-focused operational agility that is ACTIA's strength.

An International Group

In 1991, the ACTIA Group, which then had 315 employees, began its international expansion. At a rate of one acquisition and/or start-up per year, ACTIA is expanding on every continent and in many countries: the United Kingdom, Spain, Italy, the Czech Republic, Mexico, Germany, the United States, Brazil, Italy, Poland, India, China, Sweden, Belgium, Japan and, more recently, Egypt.

Most recent changes

Since 1 January 2024, ACTIA Group has been structured into 4 divisions:

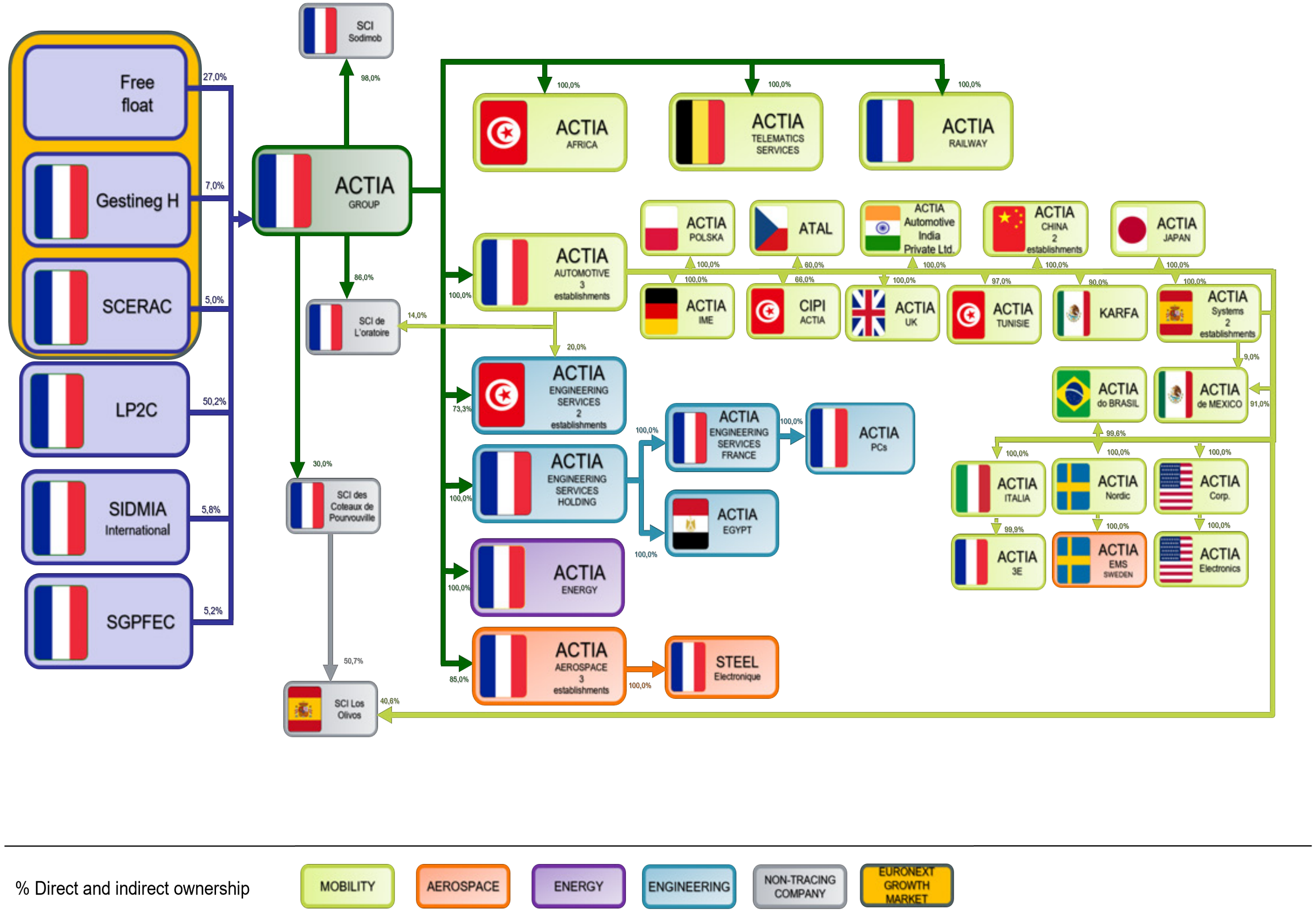
- The **Mobility Division** designs and manufactures embedded electronic equipment and systems to address the various challenges of on-road, off-road and rail mobility, for manufacturers and operators in particular of commercial, industrial and special vehicles;
- The **Aerospace Division** designs and manufactures on-board electronic systems for aeronautics and space, as well as complete, integrated solutions for satellite;
- The **Energy Division** develops, integrates and implements innovative solutions to manage, transport and distribute electric power for major players in the sector;
- The **Engineering Services Division** designs and develops embedded products and systems, augmented with software services for the mobility and industrial sectors.

In 2024, the Group's remaining stake in the subsidiary ACTIA India was sold to the joint shareholder and a new entity - ACTIA Automotive India Private Limited - was set up. The Group also acquired STEEL Electronique, a company specialising in the space industry, which joined the Aerospace Division with effect from 1 June 2024.

On 18 February 2025, the Group sold the remaining 60% of the shares it held in the subsidiary ACTIA CZ (Czech Republic, renamed **ATAL**), following the sale of a first tranche of 30% in April 2022. This sale of 60% is part of the exercise of the option stipulated in the shareholders' agreement signed at the time of the sale of the first tranche.

2.3 ORGANISATION OF THE GROUP

2.3.1 GROUP'S ORGANISATIONAL CHART



The scope of consolidation is covered in Note 3.2 "Consolidated companies" in the notes to the consolidated financial statements.

2.3.2 INTRA-GROUP RELATIONS

ACTIA Group is the publicly traded company of ACTIA Group. The "Notes" to the separate financial statements in § 7.3.3 provide a clearer explanation of its role and balance sheet structure.

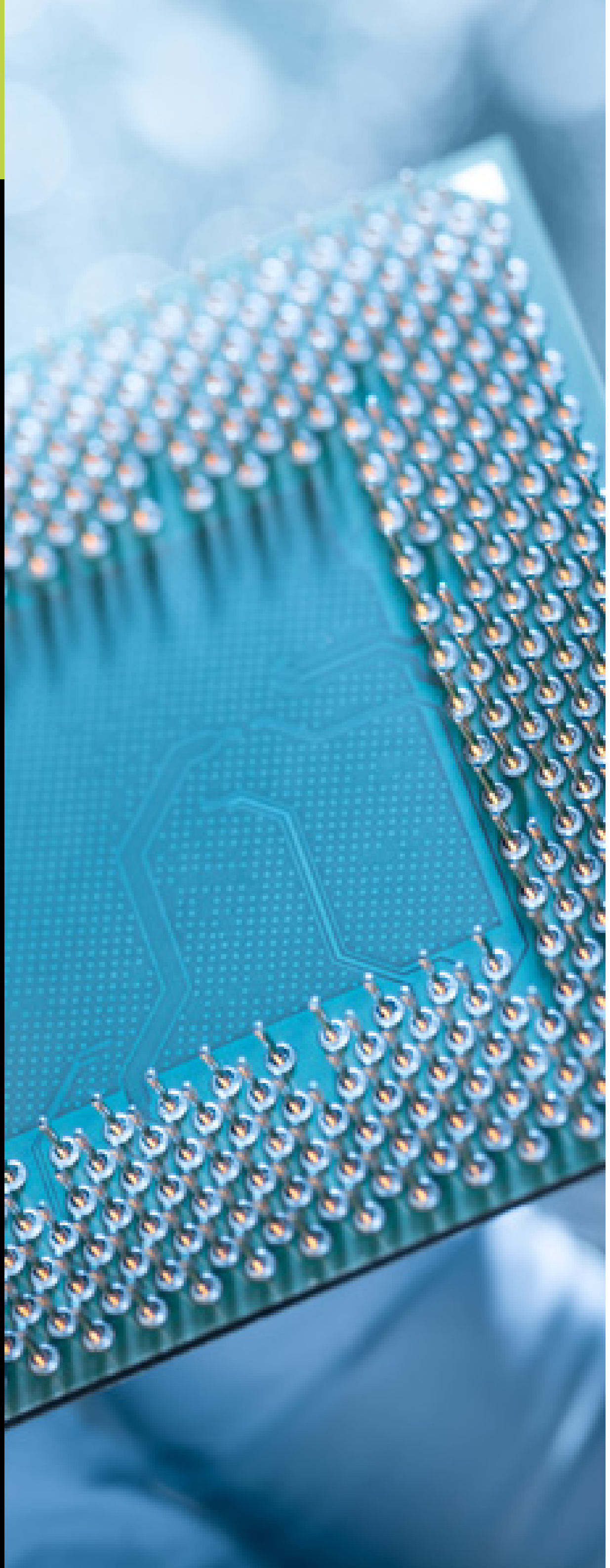
The Group is organised as follows:

- **LP2C S.A., a holding company**, the Group's reference shareholder, which is in charge at Group level of:
  - setting general policy and leading the general strategy and ACTIA Group's fundamental orientations;
  - determining operating strategy and the development of the subsidiaries;
  - capturing all synergies, for the benefit of both ACTIA Group taken as a whole and within each of its subsidiaries, aimed at strengthening the Group's corporate image, supporting its growth, optimising the services delivered to its customers, capitalising on its experience and expertise, mobilising the competencies of its employees and driving its development;
  - setting the general policy for external growth through the development of existing sites, the creation of new sites, acquiring stakes in existing or future companies;
  - setting guidelines in the area of human resources so that these accompany and support the strategies and performance of the subsidiaries;
  - guiding and coordinating the Research & Development activities of the subsidiaries with a view to improving their performance and creating synergies, as a function of the expertise developed by each of the Group's member companies;
  - defining and coordinating actions in crisis situations;
  - and defining communication guidelines to ensure consistency across the subsidiaries.

Furthermore, it provides various services and support at Group level in the following areas:

  - administrative, legal, accounting and financial;
  - quality;
  - communication;
  - human resources;
  - real estate;
  - internal Group management and procedures;
  - business development.
- A financial holding company, **ACTIA Group** completes this range of support services in the following areas:
  - administrative, legal, accounting and financial;
  - communications;
  - human resources;
  - information systems;
  - purchasing;
  - real estate;
  - internal Group management and procedures;
  - business development;
  - technology

These dealings result in regulated agreements, the scope and financial details of which are set out in § 8.3.4 "Special report of the Statutory Auditors on regulated agreements".



3

ACTIA GROUP'S STRATEGY

3.1 MISSION AND STRATEGIC PRIORITIES

The diversity of ACTIA's activities is united by a shared mission: *"To meet the technological and industrial challenges of innovative, value-creating and sustainable electronics for each of our customers".*

This mission is based on strongly held **values**, which shape the Group's personality:

- **Innovation**: ACTIA is a technology company that operates primarily in the fields of electronics and software, with the resources and methods to create complex products and projects.
- **Operational agility**: as a mid-market company, ACTIA stands out for its service-mindedness and its ability to reduce complexity to create value for its customers.
- A **people-centred company**: respect for people and professional ethics take precedence over all other considerations.

In line with these foundations, ACTIA's **strategic vision** is:

- To be the leader or benchmark player internationally in the desired strategic business areas and improve the awareness of a strong brand;
- To expand across the value chain to maintain its margins and reinforce the consistency and competitiveness of our offers;
- To be opportunistic and smart in a changing world;
- To remain independent in its strategic choices.

The Group is experiencing steady growth over the long term. It is forging ahead to serve customers who are global champions in their field, with leading suppliers and against large competing groups in the electronics and software industries.

ACTIA takes into account the major factors in its environment, including:

- **The imperative of sustainable development:** ACTIA is ideally placed to provide solutions to the numerous challenges in order to achieve sustainable and safe mobility. This trend is reflected in increasingly precise international regulations that ACTIA supports. The Group is also integrating this requirement into its internal processes, through eco-design, measuring and reducing its footprint, adapting its governance and social and environmental responsibility.
- **The legal environment and the spate of regulations** both nationally and internationally: some regulations are making it more complicated to run an industrial company, but they are ushering in a more ethical and sustainable business world.
- **The technological environment:** advances in microelectronics make high-performance, secure and complex systems possible. ACTIA implements new techniques such as cybersecurity and dependability, the arrival of 5G, new generations of power electronic components, and so on. This has enabled it to position itself in advanced segments such as software-defined vehicles, high-performance computing (HPC), the development of complex systems, etc.
- The competitive environment: in a world where suppliers, customers and competitors are increasingly concentrated, ACTIA must remain uncompromising in its technological potential, the quality of its solutions and its service-mindedness, as well as expand its ecosystem and develop partnerships.

- The social and economic environment: ACTIA is in touch with the world. It has long had a presence in emerging countries, including in the form of technological bases (China, Tunisia, Mexico, Brazil).
- The geostrategic environment: the current upheavals in the world require greater vigilance in our approach to different markets. Through its subsidiaries around the world, ACTIA constantly assesses geopolitical developments in the countries where it operates, while promoting multiculturalism and cross-fertilisation within its various international teams.
- The contribution of artificial intelligence to all design, and many support, business lines. ACTIA leverages the contribution of technology while taking into account data protection requirements.




3.2 KEY SUCCESS FACTORS

Our key success factors can be broken down into four groups. They help to define our action plans:

- **Efficiency**, an essential component of our competitiveness;
- **Quality**, the essential cornerstone underlying all Group development;
- **Innovation**, an essential component of our strategic approach;
- **Safety** of our activities, against a difficult competitive backdrop.

- Key success factor – **EFFICIENCY**
  - In the design of products and services, as well as during their industrialisation, measuring the right action to achieve the objectives in an economical way, without compromising quality, but without increasing the design effort when this does not add value in terms of customer requirements;
  - In production and execution, seeking continuous improvement in efficiency, in particular by monitoring and perfecting processes, as well as managing production and logistics flows. Quality management contributes primarily to improving efficiency;
  - Investing continuously to optimise production processes;
  - Minimising costs thanks to vertical integration made possible by our production facilities;
  - Digitising the business and improving our organisation in support of growth, progressing in terms of maturity, enhancing our agility and simplicity;
  - Training and developing our internal resources;
  - Optimising external purchasing costs by taking action on product design, the integration of innovation and competitive tendering.
- Key success factor – **QUALITY**
  - Improving total quality;
  - Satisfying the requirements of the targeted fields;
  - Adapting to changes in ever more demanding certifications;
  - Improving our dashboards to assist management;
  - Improving customer quality.

ACTIA is in a process of continuous improvement with a LEAN approach that favours formalised and applied processes.

For the Group's specialisation in electronic equipment a total quality approach has been implemented, recognised by several **certifications**, deployed in the various ACTIA entities based on needs:

- ISO 9001: Quality management systems;
- ISO TS 16949: Quality management systems – automotive industry;
- ISO 14001: Environmental management systems;
- EN 9100: Quality management systems – aeronautics/aerospace and defence;
- ISO TS 22163 (IRIS): Quality management systems – railway industry standard;
- NADCAP: Aerospace standard for suppliers of electronic printed circuit boards;
- ISO 45001: Total Quality according to Appendix V of the R&TTE directive (Telecoms);
- ISO 27001 / TISAX: Information Security Management System;
- ISO 17025: Competence of testing and calibration laboratories;
- QUALIOPI certification for the quality of vocational training courses.

CERTIFICATION OF GROUP COMPANIES AT 31 DECEMBER 2024

Company	ISO 9001 Quality management systems	ISO TF 16949 Quality management systems – automotive industry	ISO 14001 Environmental management systems	EN 9100 Quality management systems – aeronautics/ space and defence	ISO 27001 Information security management systems	ISO 45001 Occupational health and safety management systems
ACTIA Automotive SA	Certified	Certified	Certified	Certified	ISO 27001 and TISAX certified	
ACTIA 3E	Certified					
ACTIA PCs	Certified					
ATAL	Certified					
ACTIA Italia	Certified					
ACTIA IME	Certified		Certified		TISAX certified	
ACTIA Systems	Certified				Certified	
ACTIA Nordic	Certified	Certified	Certified			
ACTIA UK	Certified				Certified	
ACTIA Telematics Services	Certified				Certified	
ACTIA China	Certified	Certified	Certified		Certified	
ACTIA do Brasil	Certified					
ACTIA de Mexico			Certified			
ACTIA Electronics	Certified	Certified	Certified			
ACTIA Corp.	Certified					
CIPI ACTIA	Certified	Certified	Certified			
ACTIA Engineering Services	Certified				Certified	
ACTIA Tunisie	Certified	Certified	Certified			
ACTIA Aerospace	Certified		Certified	Certified		Certified
ACTIA Railway	Certified		Certified			Certified
ACTIA Energy	Certified		Certified		Certified	Certified

Other certifications:

- ACTIA Railway: IRIS (ISO/TS 22163: Quality management systems - railway industry standard);
- ACTIA Automotive (Toulouse site): NADCAP (Aerospace standard for suppliers of electronic printed circuit boards); Qualiopi;
- ACTIA Engineering Services: ISO 17025.

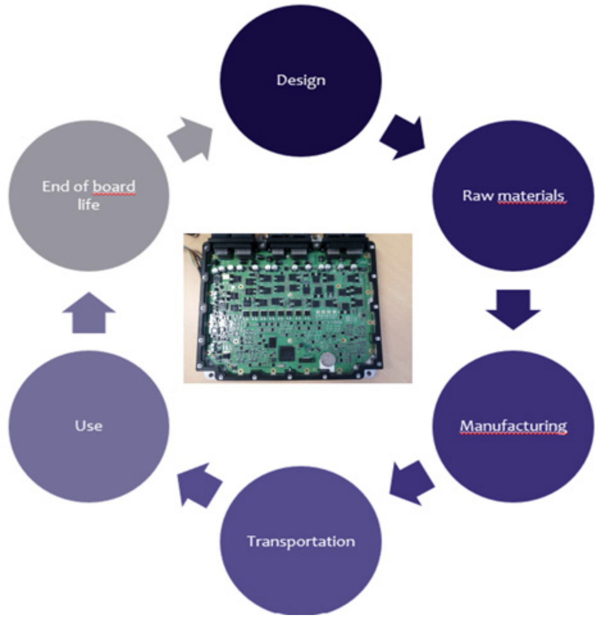
Management is consequently based on the principle of a learning organisation open to new technologies, managing technological advances and ongoing training throughout the careers of employees.

- Key success factor – **INNOVATION**
  - Guaranteeing and constantly renewing our technological relevance through Research & Development focused on selected technological building blocks;
  - Creating and developing the conditions for innovation and teamwork;
  - Selecting the key programmes, business intelligence in strategic areas;
  - Building a portfolio of key technologies;
  - Developing an ecosystem of key strategic partnerships, both internal (Group companies) and external;
  - Spearheading proposals in international standardisation committees and strategic think-tanks defining the technologies to be implemented for tomorrow's solutions.
- Key success factor – **SAFETY**
  - Pursuing our efforts to strengthen safety and our risk management culture:
    - Legal;
    - Technical;
    - Organisational and IT.
  - Guaranteeing the safety, security and resilience of products and systems;
  - Analysing risks to ensure that efficiency gains are sustainable and resilient;
  - Maintaining ACTIA's attractiveness to preserve its human capital.

Despite increased complexity and threats that could potentially affect the use of different products and systems, ACTIA must guarantee a very high level of safety and security through intelligent connected systems, while participating in the process of building confidence between the consumer, manufacturers and the networks.

Taking sustainable development into account cuts across all four areas.

These success factors can only be achieved by developing an **eco-design** solution, supported by all the teams, to meet the environmental challenges, to which ACTIA is committed, and by relying on the Group's **human capital**. Invested locally, ACTIA's social model is built on training to develop skills, talents and autonomy, on inclusion to welcome differences and promote diversity, and on improving the quality of life at work to co-build an enriching collective and individual experience.



With regard to its own operation, and in light of crises of all kinds in the economic environment, ACTIA constantly adapts its operating methods to move towards RESILIENCE, i.e. the ability to cope with crises.

3.3 PRODUCTION CONTROL

ACTIA organises the industrialisation of its products around electronics factories and assembly and integration workshops, particularly in France, Tunisia, Germany, Spain, Sweden, China, and the United States.

To guarantee the capacity of its design offices for innovation while maintaining optimal productivity, its tools are supported by an engineering and process engineering expertise laboratory for Group proprietary processes.

By regularly investing in new production capabilities over the past few years, ACTIA Group has been able to support its recent revenue growth. Ever aware of the latest technological advances, the production equipment is continually replaced, thus ensuring a high level of performance and an increase in capacity. The technological and innovative aspects of the "Colomiers 5.0" approach and digitalisation are part of the upgrade plans to be rolled out over the next few years. The Group is building its approach with shared equipment and processes for medium and large production runs in order to build a response adapted to the needs of its customers, for greater proximity.

Some fundamental challenges still remain, such as the ongoing modernisation of the ERP system and the digitisation of processes. The difficulties encountered in recent years in sourcing electronic components underline this need, and provided an opportunity to make progress in various areas of the operational chain, particularly at the French site, which has to manage the production of small, medium and large runs, making the management of flows more complex.

Intensive discussions are under way in the Group between the operational units, with a view to:

- Deploying standards and best practices;
- Putting in place a Group industrialisation team;
- Organising digitisation projects.

3.4 HIGH-TECHNOLOGY RESEARCH AND DEVELOPMENT

Since its creation, ACTIA Group's strategy has been focused on research and development to develop innovative solutions and sources of differentiation for its customers.

ACTIA has a growth strategy based above all on intelligence with work organised around lines of action such as:

- **Excellence in project execution** with new development methods and tools, systematic simulations and automation of validations, knowledge management, a network of external experts, an expanded Design Office, etc.;
- **Focusing on a modular and scalable design**, with technological building blocks structured around:
  - A modular architecture in terms of software, electronics and mechanics,
  - Modules that are validated and are able to be reused;
  - Taking into account changes in customer needs, changing market demand and the emergence of new technologies.
- **Making sustainable development a priority** through an eco-design approach.
- **Thinking globally** to express an innovative vision of systems and services by:
  - Imagining and validating the electronic architectures of tomorrow's vehicles, their maintenance and in-service support;
  - Designing specifications for and developing new products;
  - Developing and selling related services.
- **Relying on the local environment** in all countries where ACTIA is present.

The Group's structure has made it possible to put in place centres of excellence in specific fields which ACTIA can rely on to respond to its customers' expectations with such centres being located in France, Germany, Sweden, Spain and Tunisia.

The Group is capable of implementing local strategies in support of R&D, for example:

- In France, with the use of innovation support such as the CIR (Research Tax Credit), participation in national innovation programmes such as France 2030, and the establishment of a complete ecosystem with the main public and private innovation players (research laboratories, competitiveness clusters and sectoral clusters, start-up incubators and accelerators, major suppliers of technological solutions);
- In Europe, through the structuring of an ecosystem of partnerships with start-ups as well as private and public R&D laboratories, particularly in Spain and Scandinavia, in order to address issues within the framework of HORIZON EUROPE, the world's largest R&D programme;
- In Tunisia, the close relationship with engineering schools and research laboratories and the setting up of an incubation structure for innovative start-ups that is now well established;
- In China, the establishing of partnerships with the ecosystem constituted by the public authorities, vehicle manufacturers and technological partners, making use of support for innovation;
- By being agile and capable of moving fast thanks to its industrial integration;
- By taking into account the safety requirements in all proposed solutions;
- By having sufficient financial resources to undertake joint investments.

The Group invests heavily in R&D with more than 1,500 engineers and technicians employed throughout the organisation. Our teams on four continents are coordinated to make the most of every area of expertise, while also ensuring the lowest costs by pooling resources and maintaining a presence in "best-cost" countries.

Through a governance process involving the leading holding company LP2C, the CEOs and financial, commercial and technical directors, and after validation by the Board of Directors, the major R&D programmes are selected and will provide the foundations of tomorrow's strategy for each business unit.

TECHNOLOGICAL ENVIRONMENT

ACTIA carries out innovation activities to bring new products and services to market faster. In this respect, ACTIA Group has won several Innovation Programmes, both at national and European level. For the first time in its history, ACTIA Group has been awarded a European innovation project by the EIT Urban Mobility (European Institute of Technology), in partnership with the KEOLIS Group, the transport operator for the city of Barcelona (TMB) and the Spanish research institute CARNET.

ACTIA Group is also continuing to promote innovation through its ACTin Cub start-up incubator, based in Tunisia. By 2024, this incubator had welcomed its 2nd cohort of Tunisian start-ups, all positioned in digital technologies serving several markets (mainly agriculture, environment and automotive).

Once the incubation process was complete, ACTIA Group set up a partnership with Village by CA Toulouse to welcome these start-ups to France and accelerate their commercial development by bringing their innovations to market.

Moreover, ACTIA is an integral part of its environment, thanks to a wide range of partnerships. Its home region, Occitanie, occupies a special place. The region is particularly dynamic, ranking first in France in terms of R&D effort (3.77% of GDP in 2022; sources: French Ministry of National Education, Higher Education and Research; Insee).

In this unique context, ACTIA is integrated within this remarkably dynamic process of structuring and organising players engaged in the Occitanie region and on a national and European scale.

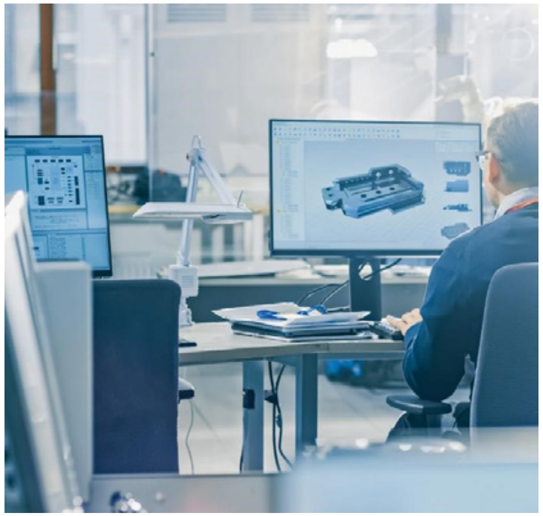
This active engagement as a stakeholder is exemplified in particular by our participation in the following:

Type of relation:	Description
Relationship by market segment	Aeronautics – Space – Embedded systems: **TOMPASSE**, The Subsidiary's Regional Strategic Committee
	Rail: **FIF, CS2F**
	MOBILIANS, an employers' organisation in the automotive distribution and services sector in France
	Automotive: **PFA, SIA, FIEV**
	Workshop and diagnostic equipment: **GIEG**
	Electronic manufacturing: **PLEIADE** (WE Network)
	EIT (European Institute of Technology) Urban Mobility
	CCAM (European Partnership for Connected, Cooperative & Automated Mobility)
Relations with clusters	**Aerospace Valley**, a world-class competitiveness cluster (aeronautics, space and embedded systems)
	RobAgri for the innovative robot market
	Energy: **Capénergie**
	TOTEM: Cluster for intelligent and sustainable mobility
Relations and technology	**IRT Saint-Exupéry**in Toulouse (aeronautics and space)
	INSA Foundation
	Group Obsolescence: **AFNOR/UTE, PRECONOB**
	Projects with **CNRS - LAAS**
	Projects with the Ecole des Mines of Albi **(IMT**)
	IRIT - Toulouse Institute for Computer Science Research

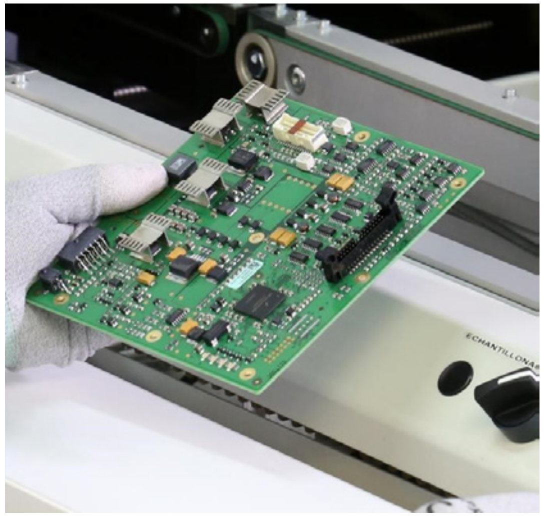
The Group takes part in several projects within the framework of national programmes such as France Relance, France 2030, and regional and European programmes.

In this respect, ACTIA is involved in the following innovation programmes:

- The **EFIBA** (Emergence of the Autonomous Bus Sector) project, which will lead to advances in the field of autonomous mobility;



- The **NeVeOS project**, which aims to develop a new electronic architecture diagnostic solution for vehicles, hosted on high-performance computers;
- The **ACTIA in Space project** to accelerate ACTIA's diversification into sectors other than automotive;
- The **Colomiers 5.0 project** to give impetus to the transformation of the Colomiers manufacturing plant (Haute-Garonne);
- The **PREMS project**, for the experimentation of new assembly processes for power electronics components;
- The **PROTECH** (protection of construction equipment environment) project, aimed at developing a new generation of high performance computing (HPC) for the off-highway mobility segment;
- The **SOH FLEET** (State Of Health – Fleet) project, designed to develop a solution for monitoring the state of health of electric bus batteries and anticipating the ageing of these batteries.



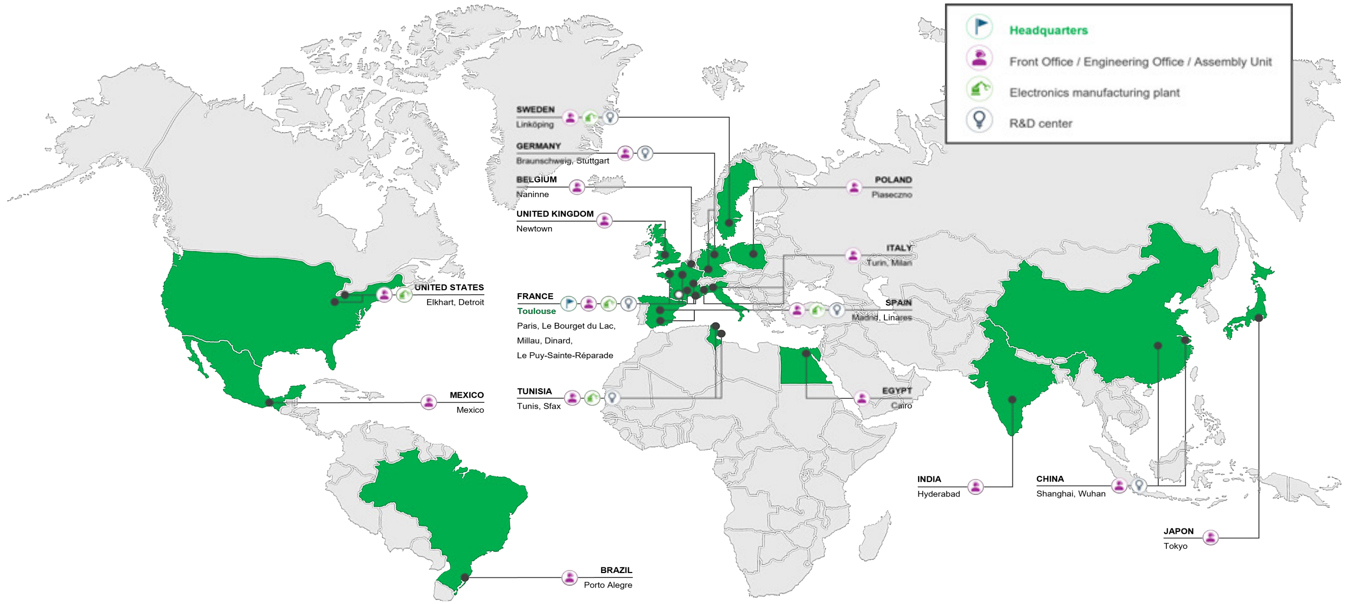
3.5 INTERNATIONAL REACH AND LOCAL ROOTS

From the outset, ACTIA's strategy has been based on an original business model.

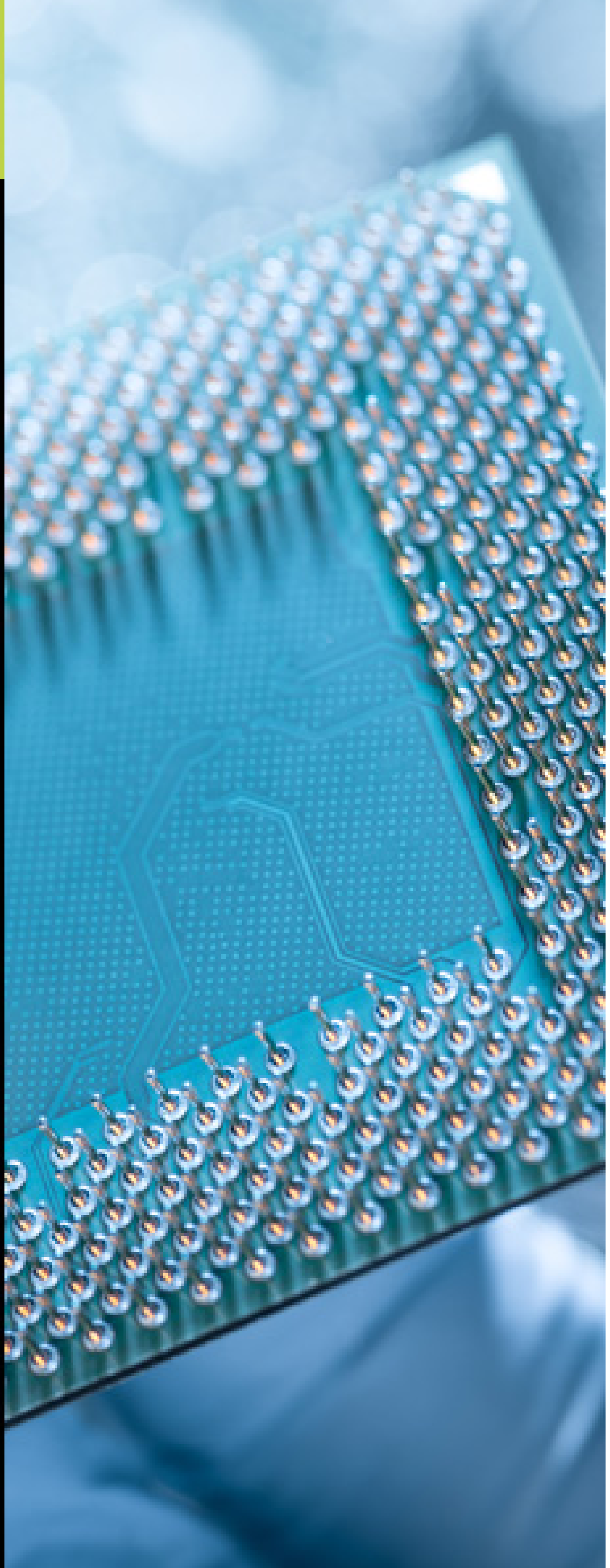
On the one hand, the Group is active in areas of advanced technology and is in contact with world-class customers with high standards, which means that it necessarily has an international reach. Structuring this opportunity, ACTIA's specialities are relevant in multiple markets. This also addresses a need, as major customers require their strategic subcontractors to be present alongside them at their various sites, for development support, service and sometimes even production.

On the other hand, the Group is built up as a galaxy of small and mid-sized companies, with a large degree of delegation to local managers. This is a factor of efficiency and speed, to maintain an agile attitude towards customers and entirely focused on their success. In this system, the parent company's role is to coordinate, within a deliberately limited scope, as well as to control and define the strategy. The aim is to add value through shared services and create the necessary links to give each company's technologies an international dimension.

The local importance of each Group company is also expressed through its local roots. This is evident in many ways. First, the technological collaborations mentioned above highlight our strong local ties. Chapter 6 describes the actions that result from our commitment to corporate responsibility. Finally, Group companies contribute to the economies of their regions through their purchases of goods and services.



Location of Group entities at 31/04/2025



4

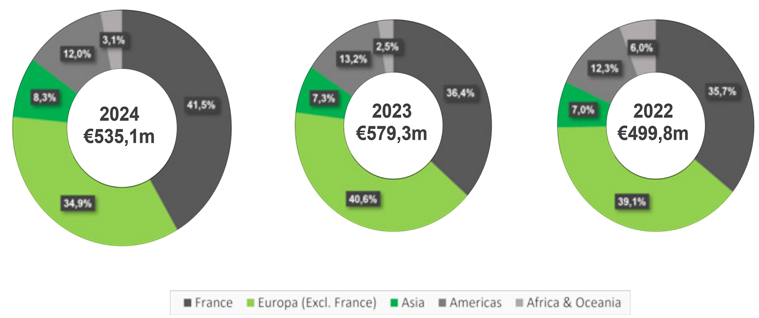
MANAGEMENT REPORT INCLUDING THE GROUP MANAGEMENT REPORT

4.1 OVERVIEW

ACTIA's activities are organised into four divisions:

- The **Mobility** Division designs and produces systems for the mobility sectors in the broadest sense, covering all types of land vehicles;
- The **Aerospace** Division designs and produces for the aerospace and defence markets;
- The **Energy** Division designs and manufactures products and services for controlling intelligent energy and telecommunications networks;
- The **Engineering Services** Division provides engineering, software and product development and testing services.

ACTIA's business is global, catering to customers who are developing their business on several continents. Revenue in France increased in 2024, both in absolute figures (€222.2 million in 2024 compared with €210.4 million in 2023) and in proportion. This reflects the good performance of the Aerospace and Engineering Services businesses for world-class customers, which are mainly invoiced in France. At the same time, business in other European countries slowed down from €234.8 million to €186.8 million. The slowdown in sales to manufacturers of professional vehicles in Europe had a substantial impact on the Mobility Division and its medium and large production runs.



International revenue was mainly generated by the Mobility Division. In the Americas, revenue fell from €76.2 million to €64.3 million (-15.5%), mainly in the United States and Brazil. Business in Asia rose from €42.3 million to €44.6 million (+5.5%) thanks to sustained sales in the Bus & Coach sector in China.

- Acquisitions of equity interests and controlling interests by ACTIA Group
  - ACTIA Railway, Toulouse, SAS, electronics research & manufacturing. 100% owned.
  - ACTIA Energy, Toulouse, SAS, electronics research & manufacturing. 100% owned.

4.2 MOBILITY DIVISION

4.2.1 INTRODUCTION

Since it was founded in 1986, ACTIA has designed and manufactured embedded electronic equipment and systems to address the various challenges of land mobility in the fields of road and rail transport, goods and passenger transport, and in the field of agriculture and construction.

Thanks to these products, the Group offers a wide range of services to optimise vehicle design, operation and diagnostics.

All over the world, ACTIA solutions support manufacturers and operators of:

- Commercial vehicles: buses, coaches, trucks, utility vehicles,
- Industrial and special vehicles: agricultural machinery, construction and worksite machinery,
- Light vehicles and soft mobility (micromobility, EVs, intermediate vehicles),
- Trains and trams.

ACTIA's products and services cover the entire vehicle life cycle, from design in the manufacturer's design office to manufacture in the plant, through to operation and maintenance. To design and produce this offer, ACTIA is organised around:

- Design offices staffed by engineers and highly qualified technicians to design the software, electronic, electrical and mechanical systems making up the embedded systems;
- Manufacturing facilities for producing all equipment, downloading software and monitoring the quality of the corresponding system.

The Group's areas of excellence are based on four challenges:

- **Connectivity**: as an expert in embedded systems designed for demanding environments, ACTIA ensures the connectivity of all types of vehicles, thus providing access to a large number of connected services;
- **Safety**: both within and outside the Company, safety is built into our processes, our quality standards and our products; It should be noted that this concept is not limited to the protection of product users. It also covers system dependability and cybersecurity;
- **Mobility:** the transportation of people and goods lies at the heart of the technological challenges that ACTIA rises to on a daily basis. We are committed to connected, sustainable and safe mobility;
- **Sustainable development:** ACTIA is committed to the development of sustainable mobility on a number of fronts: enabling modern, attractive public transport, producing anti-pollution or electric traction systems, offering connected services that contribute to eco-driving, and designing micro-mobility solutions. This awareness of the challenges also permeates the company's internal processes. In all cases, the aim is to contribute to the global objectives of sustainable development, and in particular, together with our customers, to reduce the environmental footprint of our products and services.

4.2.2 MARKETS AND TRENDS

The Mobility Division targets three markets:

- The **Original Equipment Manufacturers** (OEM) business unit for vehicle manufacturers;
- The **Aftermarket** business unit for vehicle owners and operators;
- The **design and production of circuit boards** for third parties and associated services grouped together in the Manufacturing-Design & Services (**MDS**) business unit and which potentially concern all industrial sectors.

These markets are 100% "Business to Business" focused. These are highly sophisticated technical products which are often developed to specific instructions provided by a given customer. OEM customers tend to be multinational, so much so that sales to one customer cover several European countries or even several regions of the world.

A key market trend is the emergence of the Software-Defined Vehicles. The aim is to give vehicle design all the flexibility of software. This trend, already adopted by major light vehicle and truck manufacturers, is transforming electronic and software architectures. ACTIA is playing its part on these two dimensions.

Another trend is the widespread adoption of the cybersecurity requirement. Legislation is now global and imposes an ever increasing level of requirements. ACTIA is able to offer its customers a wide range of solutions thanks to its experience in this field. In competitive terms, cybersecurity represents a major barrier to entry, which strengthens ACTIA's position.

4.2.3 SOLUTIONS

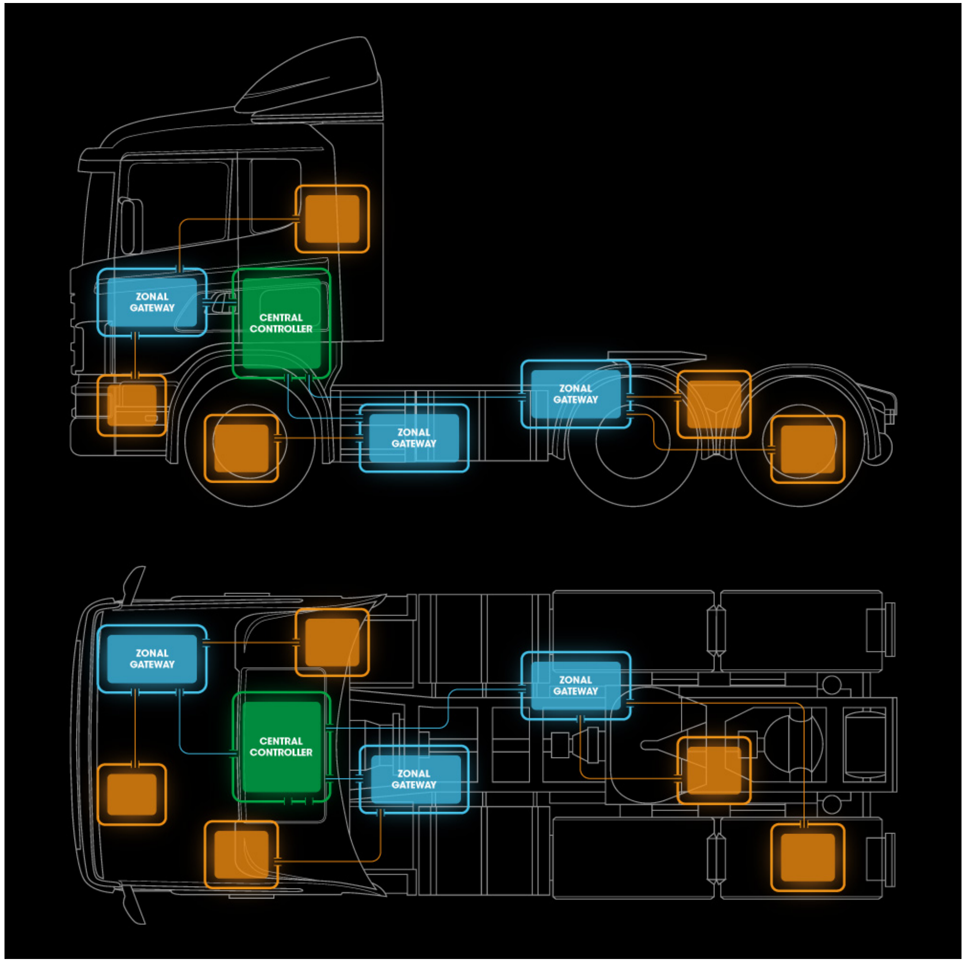
ACTIA's business is diversified in terms of its customer base, product portfolio and geographic coverage. In each of these cases, the Group is supported by cutting edge expertise to ensure its competitive position in all its target segments.

EMBEDDED SOLUTIONS

In the embedded market, the main products and services may be broken down as described below:

A complete range of electronic equipment for vehicles:

- Embedded control units for zonal control and power management,
- High-Performance Computing (body/chassis - cockpit/ADAS),
- Human-Machine Interfaces (displays, dashboards, instrumentation) and multimedia systems,
- Telematics platforms, Vehicle Communication Interfaces.



Unique expertise in connected, managed and augmented architectures for vehicles:

ACTIA supports its customers in the definition, management, and functional optimisation of their vehicle architectures:

- Digitisation of the cockpit,
- Centralised electrical and electronic architecture, adapted to “Software-Defined Vehicles”,
- Over-the-air connected architecture, enabling remote data exchange for multiple applications,
- Cyber-secure architecture in compliance with regulations,
- Advanced functions for safety and dependability.

A full range of advanced services for manufacturers and operators:

- Assistance or design of systems architectures, software maintenance,
- Maintenance in Operational Condition and Maintenance in Safety Condition: electronic diagnostics, including remote diagnostics, predictive maintenance, security updates,
- Connected services for telemetry, vehicle fleet management, video surveillance and hypervision.

OFF-BOARD SOLUTIONS

Connected to on-board equipment, off-board solutions provide additional functions and services in the following areas:

Diagnostics expertise:

For ACTIA, diagnostics expertise is the know-how required to manage a vehicle’s technical data throughout its life cycle, during the design stage in the manufacturer’s design office, at the time of production in the plant, and with a view to maintenance and repair. This activity takes the form of software development, the supply of specialised equipment (particularly for communication with the vehicle) and associated services:

- Digital diagnostics chain,
- Plant systems,
- After-sales systems for manufacturers,
- Multi-make diagnostics.

Connected services:

- Telemetry,
- Vehicle fleet management,
- Video surveillance and hypervision.

DESIGN AND MANUFACTURE OF ELECTRONIC BOARDS FOR THIRD PARTIES

This “Manufacturing, Design and Services” business makes ACTIA’s resources available to external customers for:

- Design,
- Industrialisation,
- And/or the manufacture of products.

ACTIA is targeting highly demanding markets, in line with its technological capabilities. This business also ensures that we maintain the competitiveness of our processes over the long term.

4.2.4 CUSTOMERS

OEM customers consist of companies who design and manufacture vehicles that always have specific requirements. Consequently, these markets are based on specifications created by the customers. These markets are generally subject to allocation by tender and a single supplier will be selected, due partly to development costs.

The vehicle manufacturers cover a very large range of customers:

- Small production runs: railways,
- Medium-sized production runs: buses, coaches, special vehicles, boats, bikes, agricultural vehicles,
- Long production runs: light vehicles and trucks.

Business volumes vary significantly with runs ranging from hundreds of parts for trains to several hundred thousand parts for trucks and light vehicles.

ACTIA is the supplier of standard equipment to several major manufacturers including Alstom, Volvo AB (Volvo Trucks, Renault Trucks, UD Trucks, Mac Trucks, etc.), CNH Industrial, Traton (Scania and MAN brands), and Marcopolo, as well as most major bus manufacturers in China.

Aftermarket customers also include public transport operators and vehicle fleet owners and managers. The multi-make diagnostics business is unique in that its customers are scattered.

In the MDS market, customers are carmakers or equipment manufacturers, or manufacturers in other sectors who integrate electronics into their products, enabling plants to have a number of customers outside the Group's own businesses and limit the impact of certain business cycles.

ACTIA's customer base, although mainly made up of major accounts, is diversified, with no single customer accounting for more than 10% of the Group's revenue.

4.2.5 COMPETITORS

The big-name customers with large revenues tend to purchase these products and solutions based on their own specifications, through a call for tender process.

ACTIA is therefore in competition with the other electronic equipment manufacturers. Depending on the specific area, these might be specialised SMEs, such as Stoneridge in the field of embedded electronics but also, as is often the case, large integrated groups such as Bosch, Continental, LG or Samsung.

In the field of diagnostics, various major service providers exist, including Bosch, DSA and KPIT. Italian and Chinese companies are also active in the multi-make sector.

The fleet segment is highly competitive and ACTIA occupies a position focusing on market niches. For equipment, key players include TomTom, Transics, Masternaut, Geotab and Webfleet. For data processing, numerous players coexist, including large generalists, data specialists, and small, opportunistic competitors.

Lastly, in the MDS sector, large industrial structures based in Asia are dominant. Production in Europe is focused on speciality products. It is a dynamic and concentrated sector.

In all these cases, ACTIA plays a specialist role, thanks to its own capacity to design complex systems.

4.2.6 HIGHLIGHTS AND OUTLOOK

The 2024 financial year was marked by a significant slowdown in business from the second quarter to the end of the year. This is a direct reflection of the fall in business volumes for ACTIA's manufacturer customers, who are facing difficulties with demand in many vehicle sectors.

On a positive note, the global shortages of electronic components, which had been a drag on business since 2021, are now over.

The market outlook is uncertain. At the start of 2025, ACTIA's customers' business forecasts remain cautious. ACTIA does not expect a rapid recovery, especially as some high-volume products are reaching the end of their production life in 2025. The medium-term trend is positive, with contracts already signed for production starting in 2026-2027, particularly in the fields of power management, new electronic architectures for vehicles and Software-Defined Vehicles (SDV).

4.2.7 KEY FIGURES

In 2024, total revenue for the Mobility Division fell compared with 2023, from €483.5 million to €435.5 million (-9.9%). The effect was most marked in Europe (-21.5%) and America (-16.1%), while Asia grew (+7.0%) thanks to good results in China.

By business sector, sales fell by 16.8% in the HGV sector, by 12.8% in the light vehicles sector, by 4.0% in the rail sector, and by 35.4% in the special vehicles sector (construction and agriculture), which was particularly hard hit. The bus and coach sector grew slightly (+3.8%), driven by good sales in Asia.

4.3 AEROSPACE DIVISION

4.3.1 MARKETS AND TRENDS

The Aerospace Division designs and produces electronic equipment and provides services in three markets with very specific characteristics.

The Aerospace market is aimed at aircraft manufacturers, primarily Airbus and its chain of suppliers. The Space market includes products carried aboard satellites. The SatCom (Satellite Communications) market comprises terrestrial equipment for receiving civil and military satellite communications.

What all three markets have in common is a high level of technical expertise, as well as extreme demands for quality and reliability. In addition, it is essential to manage export licence issues and the classification of “dual-use goods”.

Demand is growing overall. In the satellite communications sector, demand has been turned upside down by the phenomenon of “New Space”, the emergence of satellite constellations made up of numerous components, numbering in the dozens or hundreds, whereas traditional space is essentially a single unit. This explosion in numbers is logically accompanied by a reduction in the complexity of each satellite and, to some extent, in the level of reliability required. These factors explain why the sector is changing, with the emergence of new customers and competitors.

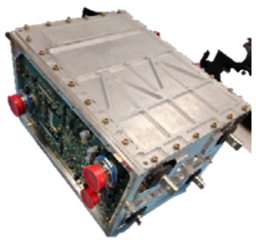
Finally, ACTIA has the resources to offer small production runs of electronic equipment for high-tech sectors, including defence, through its company ACTIA EMS Sweden (Sweden).

4.3.2 SOLUTIONS

AEROSPACE MARKET

ACTIA manufactures more than 6,000 flight computers every year. As the first European EMS business to be accredited by NADCAP in 2008, ACTIA has become a major player in the aeronautics sector. Its offering is based on three main pillars:

- Providing support from design to manufacture;
- Being reactive throughout the supply chain to ensure supplies;
- Guaranteeing highly qualified and certified industrial production, in medium and small runs.



A propulsion control computer

Thanks to the wide range of its target markets, and as a Tier-1 equipment manufacturer, ACTIA has technological expertise in segments linked to the electrification of vehicles. Its design expertise enables it to support its customers from the outset, ensuring high-quality industrialisation in line with the market. ACTIA also has a range of electronic services with its own Part 145-approved repair centre.

SPACE MARKET

Through its subsidiary Steel Electronique, the Aerospace Division designs, develops and manufactures on-board electronic equipment for the space industry. Products include on-board computers, DC-DC converters, mass memory units, interface equipment for payload instruments and stratospheric balloons, harnesses, test benches and more.

ACTIA has also established itself as a major player in New Space, drawing on its expertise in the design of on-board systems and its electronics production facilities, in particular the Colomiers (France) industrial site, which has been awarded the “Usine Vitrine du Futur” label. With over 700 satellites equipped and more than 24 million hours in orbit, the Group has a clear ambition: to offer a range of off-the-shelf products for low-Earth orbit satellite constellations.

SATCOM MARKET

Using technologies developed in the power amplifier and signal processing sector, ACTIA has established itself in the field of satellite telecommunications Earth stations, creating complete, easily transportable VSAT systems that meet the needs primarily of the military sector for armed forces deployed in foreign theatres of operation and also of civilian telecommunications markets. ACTIA has over 50 years of expertise in this field.

A flyaway satellite dish

The Group also offers related products, such as amplifiers, transmission/reception sub-assemblies and supervision software for ground stations to various operators and systems manufacturers. The Group is therefore positioned as a leading systems manufacturer for the complete integration (hardware and software) of satellite communications systems.

4.3.3 CUSTOMERS

AEROSPACE MARKET

As it is based in Europe, ACTIA's major customer is Airbus, for which it is a direct strategic supplier. It also supplies subcontractors in the Airbus value chain.

SPACE MARKET

Our main customers in the space sector are major contracting parties based in France: Airbus Defence & Space, CNES, TAS, CNRS, CEA, ONERA.

In the NewSpace sector, ACTIA is a supplier of on-board PCBs to a leading operator.

SATCOM MARKET

The traditional market is domestic. For 20 years now, the Group has supported the different programmes of the French defence procurement agency (DGA) relating to the military telecommunications segment, through multi-year contracts. These also include In-Service Support for stations for periods of more than 10 or 15 years after delivery. To achieve this, the Group either enters into partnerships with the major French systems manufacturers (AIRBUS, THALES) or offers its services directly.

At the European level, ACTIA won its first contract with NATO in 2008, which has been regularly supplemented by annual amendments. The Group is working hard to win over customers beyond Europe, with a particular focus on North Africa and the Middle East. The Group notably won a tender in Egypt to develop and deliver a complete ground segment, thanks to continued relationships forged with the Egyptian Navy.

In the civilian, commercial or radio and TV fields, the customers are the telecoms operators (ORANGE, EUTELSAT, ARABSAT, NILESAT, YAHSAT) or integrators, both in France and abroad, as well as the scientific agencies (CNES, ESA) or leading systems manufacturers.

4.3.4 COMPETITORS

AEROSPACE MARKET

In the supply of electronic systems for the aerospace industry, competitors are primarily companies with their own design capabilities, such as Liebherr Aerospace, Honeywell and Safran. These companies are larger than ACTIA. Other subcontractors, such as Asteelflash and Tronico, among many others, only handle production.

For reasons of proximity, most of the companies concerned are based in France.

SPACE MARKET

Because of the wide range of technologies involved, a large number of players are involved in the design and production of electronic systems for the space sector. The major customers, who are the prime contractors for satellite systems such as Airbus and Thales, have their own development capabilities, which limits the market available to other companies. These companies can be involved in developing specific products to specifications, or supplying standard “off-the-shelf” products.

It should also be noted that NewSpace, with its different requirements, has given rise to the growth or emergence of new competitors, such as Aitech, RamonSpace, Rakon and others.

Finally, production can either be carried out by the system designers themselves, or outsourced to companies such as Matra Electronique, RESA, Tronico, FEDD or Microtec (the latter also carrying out certain design functions).

SATCOM MARKET

The competitive picture is very complex, especially in the satellite telecommunications sector, due to the size of the competing companies, the projects and political issues for a strategic sector.

In the area of integration of Earth stations, competition is represented by major telecommunications groups. For example, THALES is a customer in France and is often also a competitor or a partner in export markets.

In the area of equipment, the main competitors are American (CPI, XICOM) and fluctuations in the EUR/USD rate can have a significant effect on these companies. Spain is also a new player as, with support from Europe, it has developed a highly competitive space telecommunications industry (ACCORDE and TTI for amplifiers, INSTER and AICOX for stations).

In the area of the installation of fixed stations, the Group faces companies like SAFRAN in France, Vertex in Germany, Pals in Turkey, S3 in the United Kingdom and Indra in Spain.

4.3.5 HIGHLIGHTS AND OUTLOOK

In the space sector, ACTIA acquired and integrated STEEL Electronique in 2024. This gave the Aerospace Division a qualitative leap forward in its capacity to develop on-board systems for the space industry, as well as specialised production. With this operation, and the investment in the development of its own products, ACTIA is organising its medium-term growth in this strategic area.

The Group also intends to take advantage of the business opportunities offered by the European IRIS² low-Earth orbit satellite constellation programme, which was awarded to the SpaceRISE consortium in 2024 and will become a reality in the coming years.

In terms of technology, ACTIA is investing in its own products, particularly in the Strellan satellite GNSS reception programme, which was approved by the ESA in 2024.

In the Aeronautics and SatCom sectors, 2024 was a year of continuity.

4.3.6 KEY FIGURES

Total revenue for the Aerospace Division grew to €72.0 million in 2024, compared with €63.5 million in 2023 (+13.3%). Part of this growth came from acquisitions, corresponding to the integration of STEEL Electronique from 1 June, at a cost of €5.7 million.

Geographically, this business is highly focussed on France, which accounts for 80.3% of revenue. Europe accounts for 16.1% of revenue, with the balance divided between the United States, the Middle East, Africa and Asia.

4.4 ENERGY DIVISION

4.4.1 MARKETS AND TRENDS

In an economic and societal context where electricity needs are strongly linked to the challenges of decarbonisation, organic growth in the energy market remained positive. This was mainly due to increased demand for connections from renewable energy producers (notably via Smartgrid solutions) and the reinforcement of networks so that operators can meet future needs for the deployment of electric vehicles.

This growth is boosted by sustained demand for new digital technologies linked to the digitisation and virtualisation of control and command solutions, for better management of the flexibility of electricity networks.

The progressively increasing needs arising from the deployment of the 5G and fibre optic networks offer the Group recognition in the field thanks to its responsiveness, adaptability and the quality of service it offers. It is still primarily a domestic market due to the significant need for proximity, but it is challenging due to very competitive pricing by foreign companies.

The two target markets of the division are:

- The main market is for electricity operators, with network supervision systems (SCADA), digital command and control systems for HV/MV/LV substations, and communicating units for the B-metering market;
- The mobile telephony market.

As it operates in a technological niche, the Group also works in partnerships to meet its customers' needs. The main partners are:

- Siemens for the PCCN contract for digital substation equipment (ENEDIS);
- ICE for the Electre (RTE) market.

Moreover, because of the similarities in its structure, ACTIA is prospecting French gas and water network operators, as well as operators abroad, to diversify its customer and geographical portfolio.

4.4.2 SOLUTIONS

With experience of more than 40 years in control units and the supervision of electricity networks, the Group provides a full range of equipment for electrical power transmission and distribution operators.

The Group accordingly proposes a complete range of products and systems adapted to smart grid networks in France and international markets, including:

- Remote control systems (SCADA, DMS),
- Digital command and control unit systems for HV/MV source substations,
- High-capacity managed stations (RTU),
- Solutions for Microgrid networks (management of renewable energies and digitisation of the networks),
- Event recorders,
- Communications gateways,
- Boxes for managing low-voltage networks (smart substations),
- IP, radio, 4G, LTE-M modems, etc.,
- Remote protection for renewable energies (photovoltaic, wind turbines),
- Turnkey solutions: control rooms, telecommunications networks, etc.

ACTIA also develops a range of solutions for telecommunications network infrastructure for 4G and 5G mobile phone services as well as fibre optic deployment.

While proposing optimal solutions in terms of functional needs, ACTIA combines a production and logistics process adapted to rapid response and seasonal deployment requirements.

Today, this offer ranges from simple electrical powering products up to complex and comprehensive turnkey systems for the creation of a global broadcasting site incorporating significant innovations and an integrated ecological approach.

The range of products includes:

- outdoor units;
- low-voltage power supply systems;
- continuous power supply systems.

4.4.3 CUSTOMERS

The market is highly concentrated, catering to national infrastructures involved in managing energy networks. Customers are primarily companies or operators in which the State, directly or indirectly, has a varying interest. ACTIA's customers are primarily present in French-speaking markets. They include:

- In the French market: ENEDIS, RTE, EDF, SNCF;
- In export markets: ONCF and ONE in Morocco, CEET in Togo, Nigelec in Niger, CEB in Benin, Senelec in Senegal and CFL in Luxembourg;
- A strong position in the segment for island networks (Tahiti, Mayotte, Reunion, etc.),

In the telephony market, ACTIA focuses on the French market, where its main customers are SFR, Bouygues and Orange. We are now positioned in the very competitive 5G market with the deployment of the Outdoor BCUBE technology for Bouygues Telecom.

4.4.4 COMPETITORS

Our competitors are generally French or foreign companies that are considerably larger than our Group, such as SCLE (Bouygues Energies), GE Vernova, Schneider Electric, Cahors, etc. Certain major groups may also be both competitors and partners, such as Siemens for the digital control centre (PCCN) contract for digital substation equipment.

Our main competitors in the telephony sector are either integrators or sheet metal manufacturers based in France, or international telecommunications equipment producers (Asia and Eastern Europe) that offer "telecoms equipment + infrastructure" packages. The super-fast broadband market (4 and 5G) with Bouygues Telecom is shared with our competitor TLTI.

4.4.5 HIGHLIGHTS AND OUTLOOK

With its now extensive range, the Division is striving to diversify its customer portfolio. ACTIA is able to fully meet the challenges of the energy transition and Smartgrids.

Following the deployment of the R#SPACE programme for RTE, PCCN, EMIS and LTE-M IP units for ENEDIS in 2023, 2024 was marked by the winning of new supply and installation contracts with major customers Enedis and RTE. ACTIA Energy will be participating in the roll-out of the new generation of PCCN 3 digital control centres, after supporting the first and second generations.

At the same time, ACTIA is pursuing its R&D investment to complete its equipment range on various markets: SCADA, control-command of HV/MV substations, management of LV substations and smart metering. The level of technical expertise continues to grow, in order to make networks smarter, more flexible and more carbon-free.

The multi-year outlook foresees growth in overall business, driven by exports and the provision of new services to existing customers.

4.4.6 KEY FIGURES

The Energy Division’s business was stable in 2024, with revenue of €29.7 million. The slowdown in the Telephony business, with the end of 4G rollout in the first half of 2023 for one of our customers, was more than offset by growth in energy networks, even though the 2024 rollout schedule was disrupted by the Olympic Games in France. The share generated in France remains dominant, but fell slightly to 92.2%, with the first commercial successes in Niger and Togo.

4.5 ENGINEERING SERVICES DIVISION

4.5.1 MARKETS AND TRENDS

The Engineering Services Division is active in the engineering services market in Europe, with a strong software component. This market is growing steadily, as electronics and software become increasingly integrated into everyday objects, telecommunications, large systems and vehicles. In the field of vehicles, the sector is also undergoing a transformation fuelled by the rise of Software-Defined Vehicles (SDV), linked to the development of electric cars.

On the one hand, this growth is leading to an increase in the number and complexity of embedded functions and services. It is also reflected in a redistribution of roles in the sector. Vehicle manufacturers (light vehicles and trucks) tend to regard these functions as strategic and to integrate the related businesses to a greater extent.

4.5.2 SOLUTIONS

The Engineering Services Division supports its customers at all stages of systems design and development, with a particular focus on electronics and software:

- Advice and support during the specification phase,
- Electronic design, mechanical design and prototyping,
- Systems engineering,
- Software and digital engineering,
- Connected applications,
- Cloud infrastructures,
- Tests, validation and certification in our own laboratory,
- Test and production facilities.

In addition, the Division also sells products that it has developed.

The specialist areas are:

- Embedded systems, mainly for the automotive industry;
- Dependability and cybersecurity;
- Cloud computing technologies;
- Data analysis and diagnostics.

The Division applies high standards in terms of information security (ISO 27001) and software quality assurance (CMMI, ISTQM). Together with carefully selected and trained staff, this enables it to position itself as a value-added specialist.

4.5.3 CUSTOMERS

These specialities can be applied to several market verticals:

- Automotive, covering all types of vehicles,
- Rail,
- Télécommunications.
- Energy,
- Aeronautics,
- and the electronics industry in general.

In addition to the services provided for the Group’s own requirements, our customers include a number of leading OEMs in the automotive sector.

4.5.4 COMPETITORS

The most representative competitors are engineering services companies with Automotive capabilities and sufficient surface area to be retained by major customers. These are large generalist groups such as Bertrandt, Altran, EDAG and Tata Technologies. Although ACTIA does not have their size, it stands out for its spirit of service, its responsiveness and its efforts to be geographically close to its customers.

The laboratory services sector is highly fragmented, with numerous testing laboratories, often on a national scale.

4.5.5 HIGHLIGHTS AND OUTLOOK

The highlight of 2024 was the signing of a collaboration agreement with Ampere (Renault Group). This collaboration involves Ampere integrating a dedicated team developed by ACTIA in Tunisia, with recognised technological expertise. This acquisition will enable Ampere to accelerate the development of its Software-Defined Vehicle activities. This team, which will mainly be responsible for the development, architecture and technology of software diagnostics, joined Ampere on 31 October 2024. When this team was set up, the Engineering Services Division incurred costs that were roughly equivalent to the revenue generated by the team.

In addition, the Engineering Services Division, initially present in Tunisia where it still has its main base, was expanded with the creation of a unit in France, to better meet the local needs of its French customers outside the Group.

The Division has an excellent outlook for continued growth over the next few years, with existing customers and new prospects.

4.5.6 KEY FIGURES

Revenue for 2024 amounted to €40.9 million, up 28.8% (€9.2 million) from 2023, thanks in particular to technological collaborations in the field of embedded systems for vehicles and Software-Defined Vehicles (SDV).

Geographically, 90.3% of revenue was generated by customers based in France.

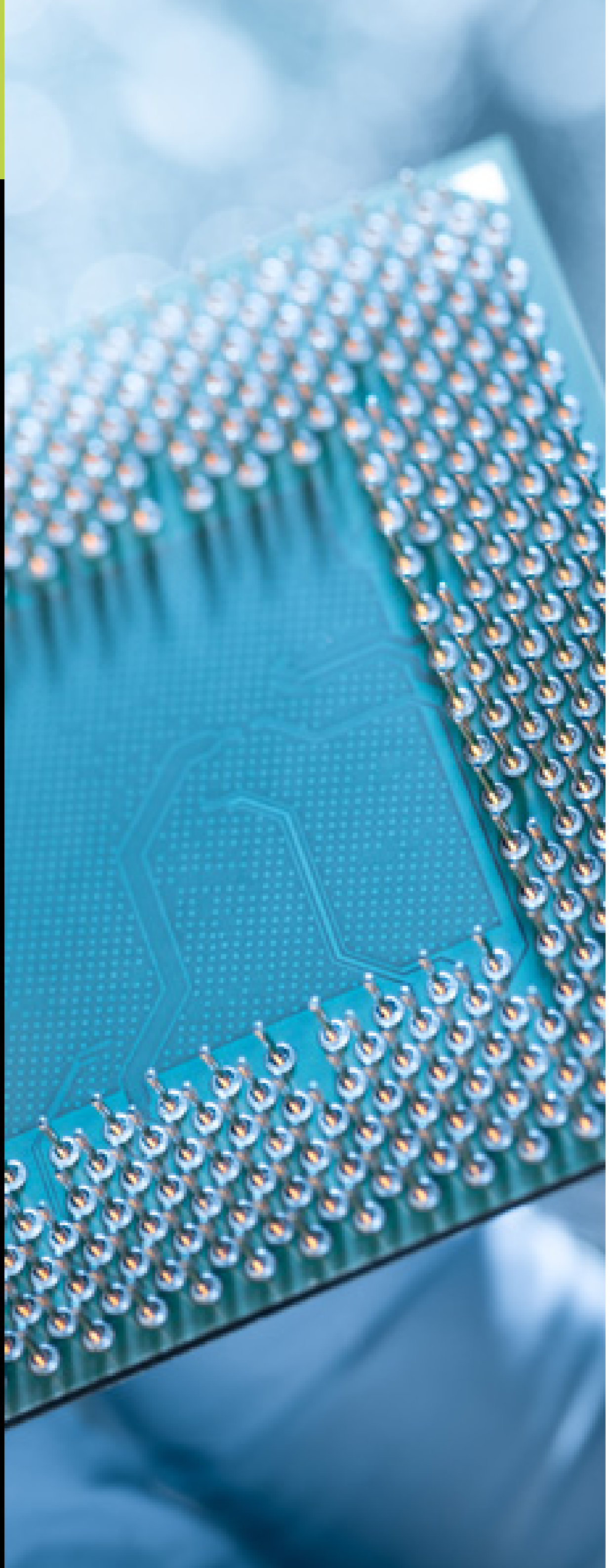
4.6 COMPETITIVE POSITION

ACTIA's competitive position remains unchanged. Generally speaking and for the entire Group, ACTIA's share in the European or world market for embedded electronics and telecommunications is quite modest. This is because ACTIA's strategy is to identify and develop niche markets for specialised applications. As a result, the Group has a foothold in a diverse range of sectors, and is in a strong position in certain niche areas, without having a dominant competitive position within a whole sector. Likewise, it is impossible to present a relevant market share for ACTIA, because there is no official source that meets our characteristics.

In the previous sections, we described the competitive situation in the markets and ACTIA's positioning by division.

With regard to customer portfolio, the niche strategy also means that it is not possible to obtain a homogeneous breakdown or calculate our position within an entire market segment. Only by doing that could we make relevant comparisons with competitors. As it stands, our competitors only compete with certain products developed by ACTIA and vice versa, because the Group does not claim to market the full offer marketed by its competitors.

Moreover, when it comes to high-tech products, the share of the market that is actually accessible in each sector is difficult to determine, and may be small, as in high-end segments. For example, for our OEM business, ACTIA has a very high penetration, worldwide, in multiplexing for buses and coaches, but only the most sophisticated manufacturers and vehicles use this particular technology and this effect is virtually impossible to quantify. As these are specialised and non-homogeneous vehicle segments, even statistics on the number of vehicles produced are partial and not very fungible at the global level.



5

RISK FACTORS

5.1 SUMMARY OF RISK FACTORS

ACTIA conducts reviews of the risks that could have a materially adverse effect on its business, its financial situation, its results and its ability to achieve its objectives, in accordance with the regulations in force.

The relevant material risk factors identified are described as of the date of publication of this Universal Registration Document. The Group does not consider that there exist material risks other than those presented in this paragraph.

The risk mapping undertaken by General Management and the Group Steering Committee for Risks resulted in the following matrix that positions each risk as a function of its probability and impact. The mapping includes the measures put in place within the Group to limit the likelihood of them occurring and their impact.

When this report was revised, the Group was no longer experiencing tensions in components supply, with flows returning to normal since the second half of 2023. In addition, the risks associated with staff turnover during the Covid crisis had considerably reduced, as the efforts of the ACTIA Engineering Services subsidiary in Tunisia (ACTIA Academy) had borne fruit, combined with a less stressful environment. However, this risk is cyclical and requires constant efforts to ensure the loyalty of our teams.

The Group has also increased the weight of legal, political and regulatory risks in light of the following developments:

- International tensions are raising fears of a lasting risk with respect to supplies and, to a lesser extent, the closure of international markets;
- The weight of more or less stringent regulations on decarbonisation, which would have a financial and structural impact on the business;
- Major climatic events, such as the dramatic floods in Porto Alegre in May 2024, which affected our Brazilian subsidiary.

The major and high-level risks are detailed below:

IMPACT

	Legal, political and regulatory risks:
	• Compliance: decline in democracy, risk of corruption, business ethics.
		Operating risks:
		• Procurement:
		  • Market tensions and procurement lead times
		  • End of production of a component
		  • Rising raw material prices
		• Competitiveness:
		  • Rising transport and energy costs	

		Operating risks
		  ◦ Cyber attack
			Operating risks:
			• Competitiveness:
			  • The Group's footprint and the size of its competitors
			  • Uncertainty about the volumes ordered
			  • Technological relevance
			  • Cyclicality, market fluctuations
			Financial risk:
			• Foreign exchange risk
			Legal, political and regulatory risks:
			• Political stability:
			  • Upheavals, economic warfare, embargoes
			  • Decarbonisation regulations

	Operating risk:
	• **Climate change**:
	  • Supply chain stoppages/disruptions
	• **Talent management:**
	  • Recruitment difficulties and turnover
		Legal, political and regulatory risks:
		  • Social unrest, strikes
		Operating risks:
		  • Slowdown / contract termination / loss of existing contracts	

PROBABILITY

Low risk	Medium risk	High risk	Major risk

5.2 DESCRIPTION OF SIGNIFICANT RISKS

5.2.1 OPERATING RISKS

5.2.1.1 Procurement

◎ Risk level: **Major risk**

◎ Description of the risk

Several risks may impact the Group's procurements:

- Market tensions and procurement lead times,
- End of production of a component,
- Rising prices of components.

Even though the situation has returned to normal, market tensions and supply delays could be caused by the mismatch between supply and demand for electronic components. On the one hand, demand continues to grow, with electronics increasingly present in many sectors, both for mass consumption and professional uses. On the other hand, capacity depends on the production capacity installed by the electronics industry. This capacity is growing in line with the trend, but the mismatch in growth rates between supply and demand leads to periods of friction, as do climatic incidents or geopolitical impacts.

Since the war broke out in Ukraine, the world seems to have become regionalised, with large groups imposing their own rules on trade, particularly in the market for electronic components, which have become highly strategic commodities. ACTIA therefore believes that this risk is increasing, even though in terms of supplies, the post-Covid component crisis is behind us.

Regarding the end of production of a component, when a manufacturer decides to discontinue it, it will inform its customers beforehand and ask them to put in a last order covering all of their needs (Last Buy Order). In fact, the average time a component is placed on the market is 6 years. This is currently tending to diminish due to planned obsolescence, technological breakthroughs, etc. It is therefore essential to anticipate and plan.

◎ Consequences envisaged for the Group

This type of market tensions (longer lead times, pricing pressure, etc.) is not easy to manage.

Measures to anticipate and protect supplies are complex: diversification of procurement sources, increased orders and anticipation of requirements, modifications of products, etc.

In any case, they cause additional costs and increase inventory, including:

- Logistics, quality control, transport and storage costs can be substantial in order to avoid delays in production and customer deliveries;
- An increase in concurrent operations with the production of smaller batches in order to better serve the customer, resulting in a loss of industrial efficiency inducing higher production costs;
- Teams who are required to manage the crisis situation in addition to their normal activities;
- Exceptional spikes in component prices that can very significantly increase at short notice;
- Temporary increases in inventory due to a missing item, thus stopping production and therefore the use of other items.

The repercussions include increased operating costs (higher raw materials prices, delivery costs, etc.), loss of certain sales contracts due to an inability to produce the items ordered and, in the most serious cases, out-of-stocks of supplies that can even result in production stoppages and customer penalties, therefore affecting the Group's net income.

The end of production of a component penalises inventories with a need to plan for the quantity of components required for production or aftermarket, but only represents a minor risk over time, since needs must be anticipated as nearly as possible to ensure that there are no shortages or obsolete stocks.

- Management of the risk by the Group

Regarding market tensions, the organisation of purchasing around different manufacturers and distributors, and even recourse to brokers, enables the Group to limit shortages.

The Group set up a specific organisation to deal with the shortage of components between 2021 and 2023. Certain operating procedures have been permanently incorporated to strengthen the company's resilience. In the event of another shock, the organisation can be reinforced by an identical crisis unit.

The Group manages the end of production of a component through an internal team dedicated to "Perpetuation", which monitors regulatory changes affecting sensitive components (ITAR, EAR), other regulatory changes in France, Europe and the world, and any announcements of a planned end to production. The Group has the resources to manage the issue, which can occasionally be sizeable.

This team is therefore able to plan for the consequences of the end of production of a component, even leading occasionally to the redesign of products to include newly available components, thus ensuring continuity with customers.

5.2.1.2 Competitiveness

- Risk level: **Major risk**
- Description of the risk

This risk includes several factors:

- The size of the Group - mid-market (ETI or Entreprise de Taille Intermédiaire) - compared to major accounts;
- Uncertainty about the volumes ordered by our customers;
- The Group's exposure to technology markets that are highly competitive, pitting us against international competitors;
- The rise in the price of raw materials, procurement lead times and rise in transport and possibly energy costs.

Concerning the Group's footprint and the size of its competitors, the Group has made the choice of keeping its major resources in France, for both its engineering design services and its printed circuit board (Colomiers factory) and equipment (Chartres, Millau, Dinard and Puy-Sainte-Réparade sites) production capacity.

And yet it is well known that employment costs in France are among the highest in Europe and the world; levels of taxation in France are generally among the highest in the world, thus automatically affecting the competitiveness of French companies. ACTIA's international organisation enables it to remain competitive while remaining a French industrial group.

In addition to this factor, there was uncertainty about the volumes ordered by our customers, particularly in 2024. For its "OEM" business, ACTIA designs and manufactures products tailored to the needs of a customer, which are not very compatible with another type of vehicle or device, and which are sometimes even covered by an exclusivity agreement. In this case, ACTIA is dependent on an external factor, namely, the demand expressed by our customers' customers. In the longer term, the renewal of business flow depends on the decisions of customers who may choose to buy from ACTIA or from competitors, generally after a call for tender.

As regards technological relevance, it is often difficult to simply position ACTIA according to an academic approach based on a dominant products/markets analysis or differentiating technologies, given the great breadth of its areas of activity. A definition based solely on a typical mid-market positioning in the area of embedded systems in the mobility market would be insufficient, as it would be reductive and largely simplistic.

The Group has developed its families of products and its range of services by systematically seeking to enhance its technological know-how in readily accessible markets. This is why the Group frequently finds itself confronted by far more powerful competitors whose purchasing volumes give them access to lower costs.

The risk of an overall lack of economic competitiveness is therefore always present and has existed practically since the creation of ACTIA in 1986.

For example, thanks to its significantly superior technology, ACTIA was entrusted with the exclusive supply of telematic units by two carmakers several years ago, in contrast to its traditional positioning, which did not target the light vehicle segment for embedded products. Consequently, the Group saw robust growth in its revenues with the volumes generated by these contracts, bringing with it a major increase in its production capacity (investments in a number of lines for long production runs of circuit boards) and more purchasing power. It was therefore not surprising to see, when it came to tenders for the next generation of these products, that ACTIA was outdone by major players with such purchasing power that the Group did not win the tender for financial reasons, despite a technologically competitive offer.

Lastly, for its production needs, ACTIA makes a range of purchases. Many suppliers, especially the vast majority of production component suppliers, are multi-national companies with more bargaining power than ACTIA. It is also worth noting that the price of many supplies is also affected indirectly by elements that are outside of ACTIA's control, such as energy prices and the price of raw materials, etc.

In addition to the quantitative aspects related to procurement (which are presented in section 5.2.1.1 "Procurement" above), there is an emerging qualitative risk linked to ACTIA's loss of relative competitiveness, if the Group ends up being comparatively more affected than its international competitors.

◎ Consequences envisaged for the Group

The consequences of the Group's footprint and the size of its competitors can result in a relatively rapid drop in revenue and overcapacity with lower depreciation of structural and fixed costs, and therefore in considerably lower profitability, even though the margins on these high-volume contracts are generally low. Furthermore, the costs generated by the location of about a third of the Group's teams in France also reduces the competitiveness of the offers.

As regards the uncertainties about the volumes ordered by our customers, particularly felt in 2024 with the collapse of certain sectors, the consequences are loss of revenue, loss of margins and non-amortisation of research expenses.

With regard to technological relevance, the consequences are loss of competitiveness, and therefore ultimately loss of revenue and margin.

With regard to the increase in raw material prices and transport and energy costs, the consequences are a loss of revenue in the medium term, due to the loss of competitiveness during calls for tender.

◎ Management of the risk by the Group

To counterbalance the strategic choice of being located in France, ACTIA has developed its international organisation in order to have production capacity and engineering services in areas more competitive than France and closer to its customers.

In addition, the Group has always addressed the risk arising from its size by focusing on a variety of niche markets, admittedly smaller but less exposed.

As regards the uncertainty of volumes ordered by our customers, ACTIA benefits, through multi-year contracts, from operational planning in close collaboration with its customers, which does not affect volumes, but allows us to react better, both in periods of growth and decline. The diversification of the Group's portfolio of products and markets, efforts to have the customer cover the research and design costs, where this can be negotiated, and the existence of a range of proprietary products marketed directly by the Group mean that the impacts can be moderated. Despite these measures, this risk materialised with full force in 2024. However, the Group's diversification into four core businesses clearly mitigated the impact of the downturn in certain orders.

With regard to the issue of technological relevance, ACTIA has always shown great responsiveness, being able to take into account the often specific requirements of its customers. The significant financial resources devoted every year to innovation (between 14% and 18% of consolidated revenue) help to maintain a high-level technological positioning acknowledged by its customers. The deliberate strategic choice of having its own means of production also gives the Group great responsiveness and flexibility in view of the changing needs of its customers.

Lastly, the proportion of the international business (nearly 60% of sales) and a presence in the various major, global economic hubs contributes to strengthening the long-term position and development of the Group, faced with much more powerful competitors.

From an operational standpoint, the risk of rising prices is managed on a case-by-case basis whenever possible, using a combination of the following tools:

- Negotiation of contracts covering the required supplies;
- Reservation of capacities, such as transport capacities;
- Grouping together suppliers, to boost bargaining power.

From a strategic standpoint, the following policies help reduce this risk:

- Choice of relevant niche markets, as explained above;
- Strategic dialogue with key component manufacturers, to anticipate any upcoming trends that may lead to shortages or the complexity of a given alternative.

5.2.1.3 Cyber attack

- Risk level: **Major risk**
- Description of the risk

The risks covered in this section concern everyday attacks, the hacking of information systems and the slowing down or even stopping of the business with repercussions for deliverables. Other risks include the possible failure of computer systems, or even telecommunications, at a time when these tools, which are used every day, are of vital importance for the management and organisation of the Group.

- Consequences envisaged for the Group

This type of risk is without doubt the one that has become the most acute over the past few years. The financial consequences of the systems shutting down could be highly significant.

The risk could the affect the Group's business, its financial and operational results and harm its image.

- Management of the risk by the Group

For many years, ACTIA has been reinforcing the human resources allocated to preventing this risk and has taken numerous precautions in organising its IT architecture and infrastructure.

This organisation takes into account the activities of the different Group companies, their maturity and their level of integration. There is not, for example, a unified network that might represent a risk of the rapid spread of a cyber attack. The protective measures taken are regularly updated to state-of-the-art level. Vulnerability tests are conducted frequently.

A special effort is made to raise employee awareness. There is regular communication with all employees from recruitment onwards and, more specifically, in the form of feedback when incidents occur.

In the event of an incident, there are various mechanisms to replicate, back up and ensure business recovery and these have been shown to be effective. ACTIA Automotive (France), ACTIA Telematics Services (Belgium), ACTIA Systems (Spain) and ACTIA Engineering Services (Tunisia) have ISO 27001 certification, while ACTIA IME (Germany) has obtained Tisax certification in the same field. This represents half of the Group's workforce and more than two-thirds of the engineers working in the DESIGN OFFICES.

Furthermore, due to the very nature of certain Group products and services that may be vectors for the spread of a virus, the Group decided to take out an insurance for professional liability for the cyber risk involved in its products and services. In anticipation of regulatory changes, we began to integrate the cybersecurity requirements of the RED directive as early as 2024, with application to our communicating products scheduled for mid-2025. This proactive approach is designed to ensure compliance and enhance user safety.

5.2.2 FINANCIAL RISKS

5.2.2.1 Foreign exchange risk

- Risk level: **Major risk**
- Description of the risk

The Group's international footprint and invoicing expose it to exchange rate risks related to fluctuations in foreign currencies, for both actual transactions and the conversion of its assets and results.

- Consequences envisaged for the Group

With materials and supplies of over €265 million, including almost €63 million directly in US Dollars (excluding purchases made by our American entities that benefit from natural coverage), a change in the EUR/USD exchange rate has a very rapid effect on the Group's profitability.

- Management of the risk by the Group

For transactions denominated in foreign currencies, for example, purchases or sales by Eurozone entities denominated in US Dollars (USD) or Japanese Yen (JPY), the companies involved manage their exchange rate risks independently, putting in place currency hedging tools when the volumes involved allow for it.

ACTIA subscribes to currency hedging contracts on a regular basis. Their characteristics are described in Note 11.2 "Financial instruments at fair value through profit or loss" in the notes to the consolidated financial statements. The purpose of these hedging tools is to secure the cost of acquiring USD in relationship to the selling price to our customers. These prices are set at the time of the tenders and our customers do not allow them to change as a result of fluctuations in the EUR/USD exchange rate or the components market. The goal is not to speculate on the markets, but to ensure a reasonable level of parity for the coming weeks and months.

A significant or quick shift in the EUR/USD rate has very different outcomes based on short-term and medium-term approaches adopted by the Group:

- In the short term, it represents a major risk for component purchases, about half of which are made in US Dollars and which are primarily manufactured in a dollar-dominated region. The hedging instruments limit the impact of changes in the ratio and protect purchases when there is a steep fall of the euro. However, they do not enable the benefit of increases to be felt immediately as they must wait for the implementation of new tools when the existing tools run out, except to make some cash purchases. It is also noted that, despite very significant variations, the Group has been able to work at a virtually constant exchange rate for a number of years. However, actions are being carried out to identify the adjustments required for pricing for both suppliers and customers. Even though the tensions in the component market can lead to forced price increases, it is unlikely that price revision clauses linked to currency fluctuations could be included in the new contracts, apart from very specific sectors, such as Aeronautics.
- In the medium term, changes in exchange rates may impact the Group's competitiveness in international calls for tender, but with a time lag of 18 months to 3 years in the business, reflecting the development (R&D) and industrialisation cycle.

In 2024, the Group was thus able to purchase USD at an average exchange rate of 1.099 compared to 1.065 in 2023, generating an improvement of €946,000 (estimate calculated on average annual rates) compared with the money markets, where the average exchange rate was 1.082, compared to 1.081 in 2023. Drawing on its experience in 2022, with a very rapid collapse of the euro, the Group has changed its US dollar hedging strategy by asking a number of major customer accounts to make part of their payments in US dollars, bearing in mind that, apart from purchases of components, expenses are primarily in euros. In 2024, this measure enabled us to limit dollar purchases to $69 million compared with $98 million in 2023 (-29.9%), even though Group's business declined by 7.6%. As a result, the Group could provide a natural hedge for part of its currency requirements.

The Company has conducted an analysis of its **exchange rate risk** after hedging for accounts receivable and payable. The majority of transactions are therefore conducted in Euros. An analysis of the sensitivity of a 1% variance in the US Dollar exchange rate is carried out systematically. It is the second most widely used currency by the Group, with the nine other currencies presenting no material risk, even though certain currencies tend to fluctuate considerably, such as the Brazilian Real.

Assets and liabilities outside of the Eurozone account for a small share of the Group (15.7%), and are generally only linked to the business activity. Moveable assets and real estate are depreciating or are already entirely depreciated. An analysis of the long-term investments compared to the currency risk was carried out, but the real estate opportunity (Tunisia, USA, Sweden) they represent compared to the cost of leasing properties for electronics printed circuit board production and its specific requirements weighs considerably on the exchange rate risk. Heavy equipment required for production is depreciated rapidly and the homogeneity of the equipment on our sites enables the recovery and use of the assets on any of the sites if necessary.

Finally, given that we did not choose to value the real estate assets, the net asset value is significantly below the market value and would cover the exchange rate differential if we needed to sell equipment.

The exchange rate risk for subsidiaries outside of the Eurozone is primarily limited to the contribution to the Group's results. The Group invoices in Euros all inter-company flows in countries with the highest currency risks and limits customer payment terms in countries with weakening currencies.

5.2.3 LEGAL, POLITICAL AND REGULATORY RISKS

5.2.3.1 Political stability

- Risk level: **Major risk**
- Description of the risk

Some Group operations, such as in Mexico, Tunisia and Brazil, are located in countries where political and economic upheaval cannot be discounted. Apart from these sites, international tensions, such as the structural rivalry between the USA and China, can also impact ACTIA's activities and therefore its results. In addition, Russia's invasion of Ukraine gave rise to embargo situations, the Group having taken the decision from day one to stop all its deliveries to Russia. These strong tensions and the uninhibited polarisation of large strategic groups can lead to shortages of certain components and raw materials. Since the US presidential elections, tariffs have been at the heart of major economic issues, shaking up international trade and modifying existing alliances.

- Consequences envisaged for the Group

Persistent political unrest could result in lost sales and difficulties for our employees getting to work, or even the destruction of certain assets, thus directly affecting the Group's margins and therefore, earnings. Other political decisions can result in increased costs, such as customs duties and, therefore, an erosion of the Group's margins.

- Management of the risk by the Group

The best way to mitigate the risk lies in the Group's diversification strategy, in terms of both the geographic footprint and its target markets.

5.2.3.2 Decarbonisation regulations

- Risk level: **Major risk**
- Description of the risk

One of the ways in which all governments can curb climate change is by enforcing decarbonisation measures on businesses. Some of these measures, such as limiting authorised emissions or taxing emissions, can have a significant economic impact.

ACTIA's business is not currently subject to the European Union's emissions trading system. However, ACTIA is keeping a close eye on regulatory developments.

- Consequences envisaged for the Group

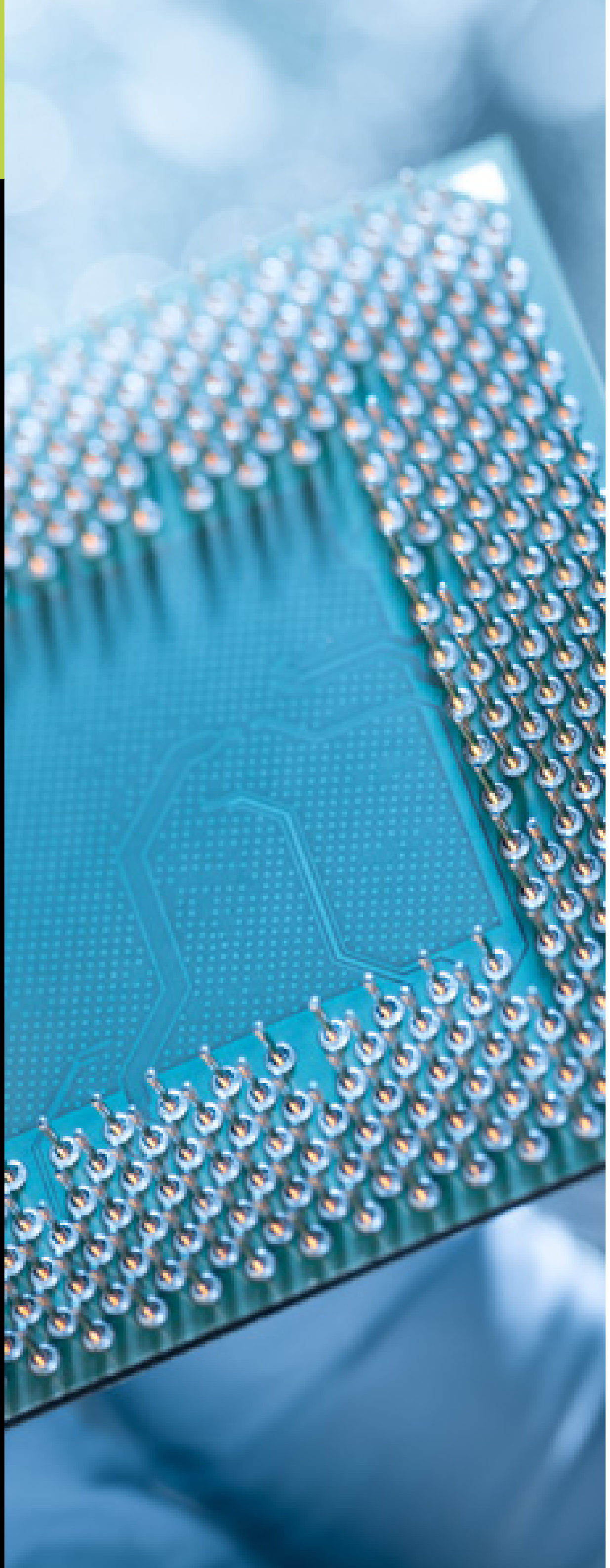
Measures to limit or tax emissions could have the following effects.

- increase in the operating costs of the company;
- increase in the cost of raw materials and energy;
- loss of competitiveness for the company as a result of these costs.

- Management of the risk by the Group

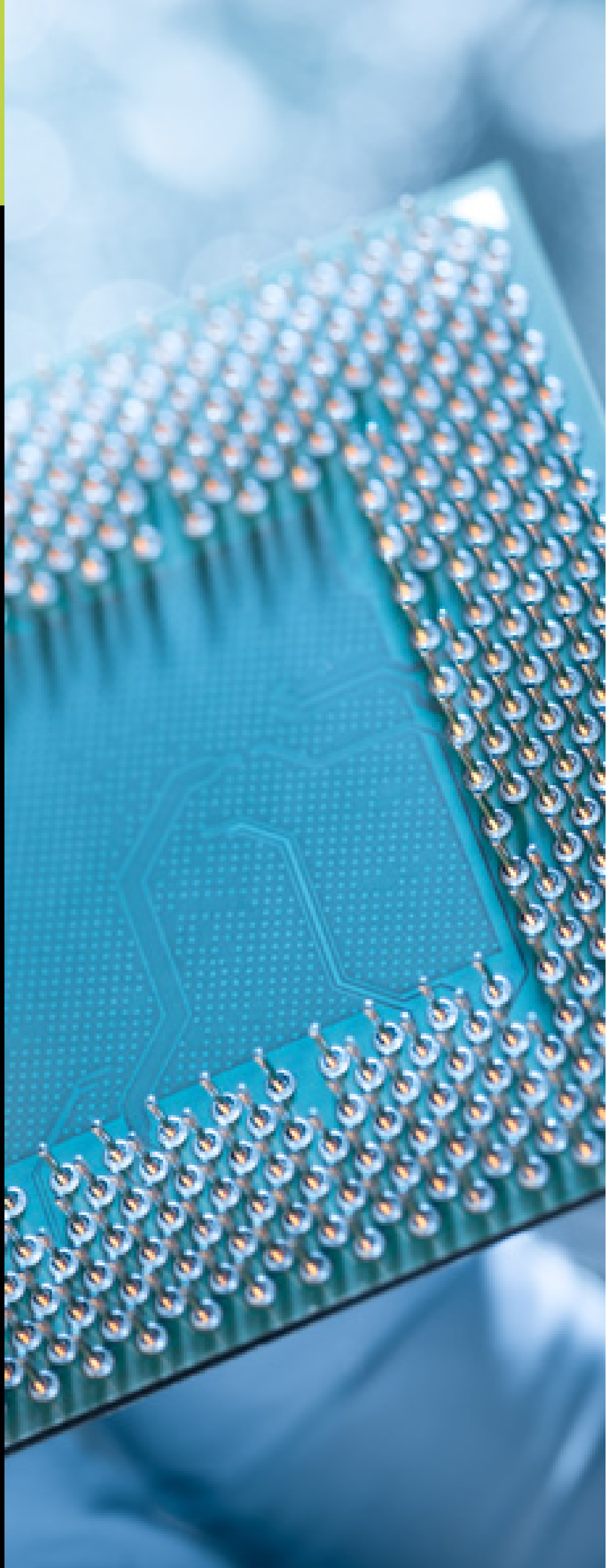
ACTIA maintains a regulatory watch on the subject. In addition, this area correlates to the fundamental actions for sustainable development, namely, the development of eco-design as well as the inventory and control of energy consumption.

With this in mind, ACTIA completed its carbon footprint in 2024, taking into account all scopes and all subsidiaries.



6

SUSTAINABLE DEVELOPMENT



6

In line with a sustainable development approach and the desire to make a positive contribution to the world, ACTIA Group was once again recognised and awarded in 2024 by the Ethifinance Index, the benchmark Sustainable Development Index for mid-caps, with a score of 68/100, up by three points. The Group has been listed in this index since 2015.

Rolled out in France for the first time in 2021, the "*Best Managed Companies*" label was founded over thirty years ago by Deloitte Canada. The programme lists just 19 companies in France in 2024, including ACTIA. Companies are assessed on the basis of their long-term strategy, talent management, innovation capacity, CSR policy, governance and financial management. These criteria are used to measure the company's differentiating factors and its ability to meet current and future challenges.

The ECOVADIS 2024 rating has given a score of 49/100.

For the third year running, ACTIA has declared its CSR data on the Carbon Disclosure Project platform, which had more than 22,000 reporting companies in 2024.

6.1 THE ACTIA BUSINESS MODEL

6.1.1 OUR IDENTITY

As a family-owned mid-cap, the co-founders and their families directly or indirectly hold more than 50.2% of the Group's share capital and 62.1% of the voting rights, which ensures the long-term nature of the Company and a consistency of approach, in terms of both company culture and strategy.

6.1.2 OUR PILLARS

ACTIA's strategic positioning reflects a very precise mission:

To meet the technological and industrial challenges of innovative, value-creating and sustainable electronics for each of our customers:

ELECTRONICS MOVING FORWARD

It corresponds to a strategic vision:

- To be the leader or benchmark player internationally in the desired strategic business areas and improve the awareness of a strong brand;
- To expand across the value chain to maintain our margins and reinforce the consistency and competitiveness of our offers;
- To be opportunistic and smart in a changing world;
- To remain independent in our strategic choices.

Based on three pillars:

- **Innovation**: ACTIA is a technology company with the resources and methods to create complex products and projects;
- **Operational agility**: as a mid-market company, ACTIA stands out for its service-mindedness and its ability to reduce complexity to create value for its customers;
- A **people-centred company**: respect for people and professional ethics take precedence over all other considerations.

Thanks to its values and innovation abilities, ACTIA has established itself despite very strong competition from international groups.

Developing a committed and sustainable business model, ACTIA implements a CSR approach co-built by all stakeholders with:

- Responsible governance:
  - Family governance with long-term objectives,
  - Ethical governance and regulatory compliance: Code of Ethics, Anti-corruption Code, whistleblowing system, compliance with the labour law, human rights, responsible purchasing policy, etc.;
  - Governance that guarantees the business plan, its legibility for stakeholders and its sustainability.
- A social model:
  - A Group on a human scale that respects its teams, their safety, their health and their development,
  - A Group invested locally for a positive societal impact in its areas of operation, favouring a long-term presence,
  - Commitments in action: training to develop skills, talents and autonomy; inclusion to welcome differences and promote diversity; quality of life at work to co-build a collective and individual enriching experience; development of partnerships for a positive local impact.
- An environmental model:
  - A contribution to our customers' carbon footprint reduction objectives,
  - Design and manufacture of solutions for eco-responsible mobility,
  - A commitment: All of our industrial sites are ISO 14001-certified.

6.1.3 OUR BUSINESS MODEL

The ACTIA business model is based on the goal of making a positive contribution to the world, externally in the fields of mobility, agriculture, energy and telecommunications, and internally through the development of the wealth of talent that comprises it, based on its expertise in its two main areas of focus: design and production.

To retain and develop its human and industrial capital, ACTIA's strategy revolves around two pillars that form the drivers of its growth:

- Clearly identified positioning and key success factors:
  - Entrepreneurial spirit and a sense of responsibility that drive the Group and underpin its culture;
  - The pursuit of operational excellence in terms of both manufacturing facilities and the design process, which is evidenced by very large numbers of certifications in France and internationally;
  - The ability to adapt and act faced with rapidly changing markets and technologies;
  - Risk management which is expressed, in particular, by addressing very diverse market segments using the same technology with different lifecycles.
- A growth strategy based on:
  - Niches in which ACTIA is either acknowledged as a market leader or has the means to become one;
  - Rising in the value chain to gradually deploy a more comprehensive range of systems and complete solutions;
  - A high capacity for innovation and Research & Development.

ACTIA is mobilising its strengths in a highly competitive and constantly changing environment. Our entrepreneurial culture encourages us to innovate. Our mid-sized organisation ensures our agility, innovation and people-centred mindset.

From products to systems and systems to networks, ACTIA's strategy is to expand across the value chain by offering its customers an increasingly comprehensive range of fully developed solutions based on clearly identified niche markets in which ACTIA then builds a leadership position.

Since its creation, ACTIA's growth has been driven by high levels of innovation and agility, enabling it to seize numerous opportunities. It was decided to make the structure born out of these opportunities more transparent. To achieve this, the Group is now organised into four sectors:

- A Mobility Division, which brings together activities related to land mobility for the commercial and industrial vehicle, light vehicle, micro-mobility and rail markets;
- An Aerospace Division, which brings together activities aimed at the aeronautics, space and defence markets;
- An Energy Division dedicated to ACTIA's expertise in the management, distribution and transport of energy, particularly electricity;
- An Engineering Services Division to meet the growing needs of the electronics sector for engineering services, especially in the software field.

This new structure enables ACTIA to adapt more effectively to developments and to the requirements of the various markets in which the Group is active. It also expands its footprint for the benefit of its various customers by applying ACTIA's characteristic strengths of innovation, operational agility and the human dimension.

These four divisions draw on specific technologies and expertise developed over many years, but synergies within the Group remain strong. Engineering and electronics are the strong links between these activities. Group-led R&D is at the service of each division. The four divisions benefit mutually from each other's strengths, and the Engineering Services Division provides the other three with an engineering strike force, with laboratory and testing resources.

December 31, 2024 :

PEOPLE AT THE CORE OF INNOVATION

Our ambition is to make a **positive contribution** to the world, both externally in the fields of mobility, aerospace, energy and telecommunications, and internally through the development of our human resources, based on our two main areas of expertise: **the design and manufacture of electronic systems.**

STRONG PILLARS

INNOVATION
ACTIA is a technology company with the resources and methods to produce complex products and projects.

FOCUSED ON PEOPLE
Respecting people and professional ethics.

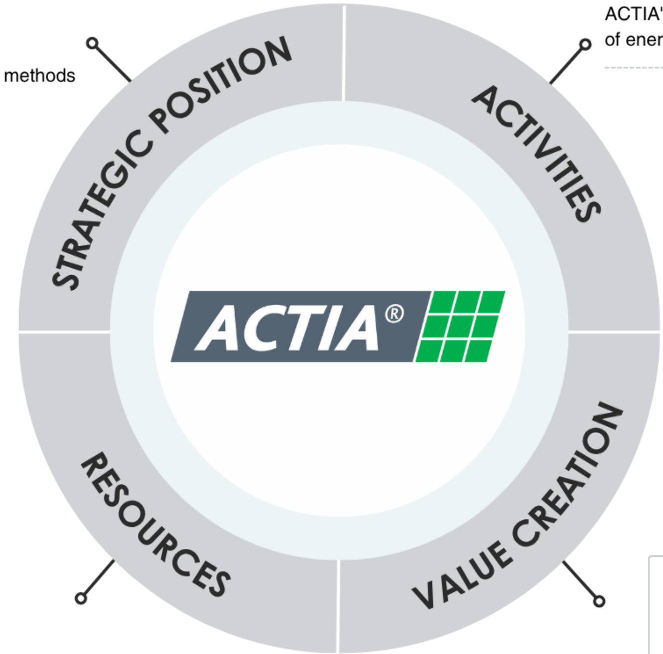
OPERATIONAL AGILITY
ACTIA stands out for its spirit of service and its ability to reduce complexity to create value for its customers.

3 994 employees
93% permanent contracts
34% women
24% under 30
47% managers

30 sites in 17 countries

A family shareholding (50,1%)

95.4 M€ R&D expenses



4 divisions

MOBILITY
Activities related to ground mobility for the commercial and industrial vehicle markets, light vehicles, micromobility, and rail.

ENERGY
ACTIA's expertise in the management, distribution, and transportation of energy, particularly electrical energy.

AEROSPACE
Consolidation of activities targeting the aerospace, space, and defense markets.

ENGINEERING SERVICES
A dedicated offering to meet the electronics sector's growing engineering needs, especially in software.

ENVIRONNEMENT
71% of recycled waste
100% of production sites ISO 14001
Ecovadis - "Committed Company" badge

HUMAIN
755 new recruits
3.7 accident frequency rate
11 hours of training per employee

FINANCE
535.1 M€ of turnover
342.6 M€ of purchases
181.9 M€ in payroll
2.4 M€ dividend

6.2 SCOPE OF CONSOLIDATION

CSR disclosures on social, societal and environmental data are based on the financial consolidation reporting scope as stated in Note 3.2 "Consolidated companies" in the notes to the consolidated financial statements.

- The reporting scope is systematically updated to reflect changes in the Group structure.

ACTIA Japan and ACTIA Automotive India Private Limited were not included in the 2024 scope because their headcount is not significant. Similarly, companies created in 2024 were not taken into account for the non-financial part.

The data covers all of the Group's subsidiaries, with the exception of those that have no activities requiring resources and have no (or very few) employees of their own, as shown in the following table:

Name	Country	Business lines	Comments
SCI Los Olivos	Spain	Real estate	No headcount
KARFA	Mexico	Administration of holdings	No headcount
ACTIA Automotive India Private Limited	India	Electronics research & manufacturing	Non-significant headcount
SCI Sodimob	France	Real estate	No headcount
SCI de l'Oratoire	France	Real estate	No headcount
ACTIA Japan	Japan	Electronics research & manufacturing	Non-significant headcount
SCI Les Coteaux de Pouvourville	France	Real estate	No headcount
ACTIA Engineering Services Holding	France	Holding company	created in 2024 - no headcount
ACTIA Engineering Services France	France	Electronics research & design	created in 2024 - non-significant headcount

It should be noted that these companies may benefit from resources shared with other Group companies, and that the data in question is included in the figures for the latter.

The information is presented by division for this year (as described in Note 3.2 "Consolidated companies").

This is how the data will be presented:

- Mobility Division;
- Aerospace Division;
- Energy Division;
- Engineering Services Division;
- Total France;
- Total Group.

The tables have been produced according to the following methodology:

	Mobility	Aerospace	Energy	Engineering Services
Total Group	X	X	X	X

It should be noted that the figures in the following tables and charts are derived from data in the management control system.

Following the change in the Group's presentation as four divisions, and therefore in its consolidation, historical data will be given for 2 years: 2023 and 2024. Items relating to the Group as a whole retain their 3-year history.

6.3 MAIN RISKS AND CHALLENGES

ACTIA is a responsible family-owned company with a long-term vision. Concerned and attentive, ACTIA is witnessing the changes happening around it. These developments include the ongoing climate change as well as societal transformations, in consumers and in our customers. These changes entail risks which are reviewed each year in the light of the current situation.

Therefore, risk mapping is updated jointly by the Group's General Management, the CSR Department and the Risk Management Committee in order to take stock of the major risks for the Group. No major societal risk was reported for this reporting period.

To date, this mapping has highlighted the following **risks** for the Group:

- **Risk due to increasing** and substantial CSR regulations:

Risk still very present in 2024, CSR-related regulations continue to grow. Many of them are linked to the Paris Agreement and the challenges of decarbonisation. ACTIA recognises and anticipates the need to decarbonise, but the European Green Deal has issued dozens of binding directives in a number of areas, particularly in industry. Most of the Group's customers are also subject to these directives and pass on the ensuing CSR requirements to their suppliers. Without denying the urgency of the measures to be taken, the Group anticipates significant compliance costs.

- **Geostrategic risk, upheavals and polarisations**:

Geostrategic instability continues to intensify. The polarisation between the major powers – the United States, China and Russia – is exacerbating trade and diplomatic tensions, with direct repercussions on supply chains and import costs. The US presidential campaign has brought the issue of customs duties back into the spotlight, with the threat of new tariff barriers that could affect international trade. These uncertainties, combined with persistent conflicts and reconfigurations of economic alliances, mean that companies need to be ever more vigilant and adapt quickly to maintain their competitiveness.

- **Climate change and adaptation constraints:**

The risk primarily involves the disruption of supply chains that are potentially more affected by climate change.

For example, ACTIA suffered severe flooding at its site in Brazil in May 2024.

Climate change also requires adaptation and mitigation measures, such as monitoring and preventive action in terms of energy consumption.

- **Risk of staff turnover**:

This risk, which arose in the wake of the COVID crisis, now seems to be behind us, but it may be cyclical in nature.

Based on this risk analysis, the Group has identified **three major challenges**.

Employer Brand

Employer Brand is a key priority on which the Group already began to work in 2024. The Group, which is people-centred, is keen to improve the employee experience, particularly in the following areas:

- **Health** and **safety**, in particular by monitoring accidents in the Group and the implementation of the necessary prevention plans;
- The **fight against absenteeism**, with monitoring of the associated indicators and policies;
- Skills management, via training monitoring and employee career management tools. In countries where there is full employment or where there are skills shortages, for example software engineers, the recruiting of employees can be difficult, all the more so because the Group is often on the lookout for skills that are in high demand;
- **Quality of life at work**, with initiatives taken by several subsidiaries to improve working conditions and work/life balance.

Decarbonisation

This issue is multi-faceted, because it is important to meet European directives and customer requirements; but it is also a priority for the Group itself, as ACTIA is keen to be part of the carbon-neutral trajectory set out in the Paris Agreement.

In 2022, ACTIA initiated its carbon footprint calculation process (Scope 3) through a very precise calculation of the carbon equivalent of an electronic board, a product that is emblematic of the Group's production. This study was shared in 2023 with some customers who showed a great interest in our work. This first step enabled the Group to fully calculate its footprint in 2024. This will allow us to set decarbonisation targets in 2025 in line with the Paris agreements and develop action plans for the coming years. The Group has also included its main subsidiary, ACTIA Automotive, in the fourth class of BPI's decarbonisation accelerator, which will bring together 20 companies and start work at the beginning of 2025.

Innovation through eco-design

This is a major issue both for decarbonisation and for the various impacts throughout the life cycle. The analysis carried out in 2022 on one of the Group's products demonstrated the importance of striving to design and produce as best as possible to minimise impacts at every stage of the cycle, from the raw materials used, for ACTIA electronic components, to the end of the product's life. With its capacity for innovation and its desire to produce for a more sustainable world, ACTIA embarked on this approach as early as 2023, resulting in extensive discussions with all subsidiaries in 2024.

The **Sustainable Development Goals** voted by the Group's internal stakeholders contribute to the achievement of these challenges:

The Group has also identified the issues impacting its value chain:

as well as the SDG 

essential for the sustainability objectives cherished by the Group.

6.4 OUR SOCIAL RESPONSIBILITY APPROACH

6.4.1 RESPECT FOR HUMAN RIGHTS

All entities within the Group actively promote the application of and compliance with the core conventions of the **International Labour Organisation**, namely respecting the right of freedom of association and collective bargaining, eliminating discrimination in employment and professional life, abolishing forced labour and the effective abolition of child labour.

Within this framework, CIPI ACTIA, the Tunisian subsidiary, has been a partner of the United Nations Global Compact since 2006. The purpose of the Global Compact is to encourage companies around the world to adopt a socially responsible attitude by committing to taking on board and promoting a number of principles regarding human rights, international labour standards and the fight against corruption. Signing the Global Compact is a deliberate act by the Company. In fact, the member companies commit to making progress every year in each of the four areas covered by the Global Compact and must submit an annual report called Communication on Progress (COP) explaining the progress they have made.

Finally, the entities using the services of subcontractors declare that the latter take care to comply with the core conventions of the International Labour Organisation.

6.4.2 HEADCOUNT

Given that ACTIA operates in a global environment which is constantly changing, its on-going growth depends on its ability to attract and retain the best talent, in particular to meet the new technology challenges arising within the Group's business lines.

In addition, special emphasis is now being put on structuring the induction and training process for new employees. Support tools for the employees have been implemented in several Group subsidiaries with, in particular, a new employee induction programme and actions to address quality of life at work, the fight against all forms of discrimination and the promotion of gender equality. In 2024, the Group's Sustainable Development Committee worked on the forthcoming introduction of a welcome kit for new arrivals, to be rolled out in all subsidiaries.

After rising sharply since the end of the COVID crisis, the Group's headcount fell by 2.4% in 2024, due to the difficult economic situation. This had a particular impact on the electronic board production site in Tunisia, which lost more than 20% of its headcount as a result of the fall in volumes.

Therefore, the evolution of the situation over the last three years is as follows:

- 2022: 3,729 people, i.e. +1.2%;
- 2023: 4,092 people, i.e. +9.7%;
- 2024: 3,994 people, i.e. -2.4%.

The breakdown of staff at year-end for the last two financial years is presented below:

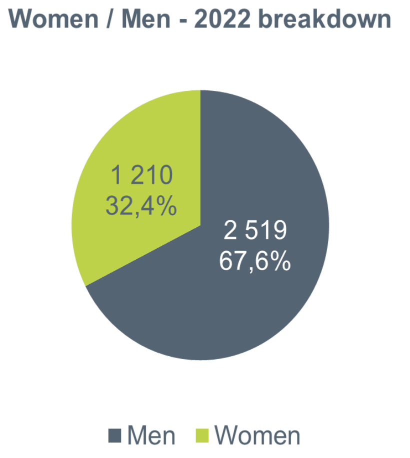
Breakdown of staff at year-end	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
2023	2,868	172	139	898	1,185	4,092
2024	**2,662**	**284**	**146**	**869**	**1,270**	**3,994**
% change	(7.2%)	+65.1%	+5.0%	(3.2%)	+9.0%	(2.4%)

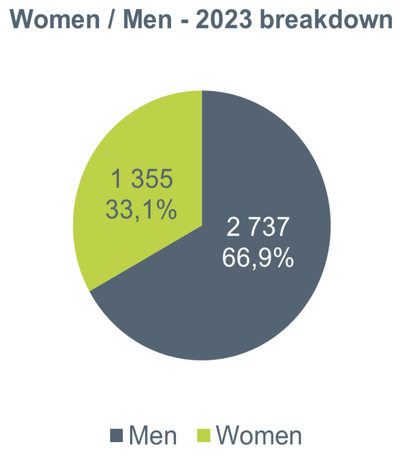
These numbers include open-ended employment contracts (CDI: contract with no fixed term that can only be terminated by dismissal, resignation, retirement, an amicable departure or any other voluntary departure by the employee), the fixed-term employment contracts (CDD: contract entered into for a pre-determined period), and apprenticeship contracts and work-study contracts that are included in fixed-term contracts.

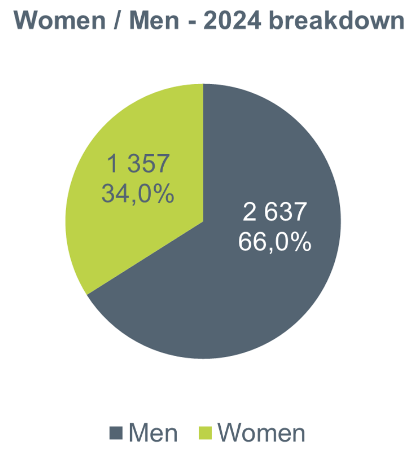
The Mobility Division reported a decline in headcount, mainly due to the difficult economic climate in its main markets (agricultural and construction machinery, heavy goods vehicles, light vehicles), which had a major impact on business. At the same time, the Aerospace Division confirmed strong growth, with a 65.1% increase in headcount in 2024, driven by the acquisition of STEEL Electronique (from 1 June 2024) and by the strengthening of teams to meet high customer demand and organisational changes, in preparation for expected growth.

6.4.2.1 Gender breakdown

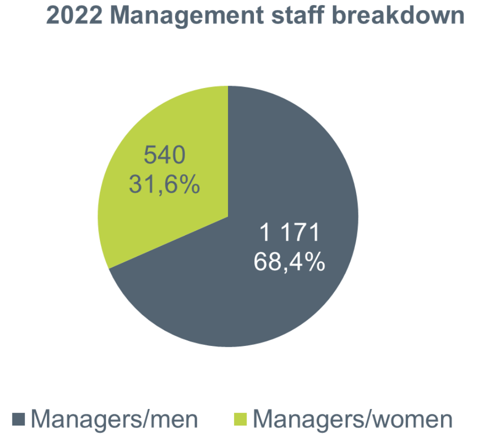
In 2024, the gender breakdown showed an average of 34.0% women, slightly up from the previous year. The low percentage of women employees at ACTIA is due to the difficulty of finding candidates who have the technical skills required by the Group. The proportion of women at ACTIA is steadily increasing.

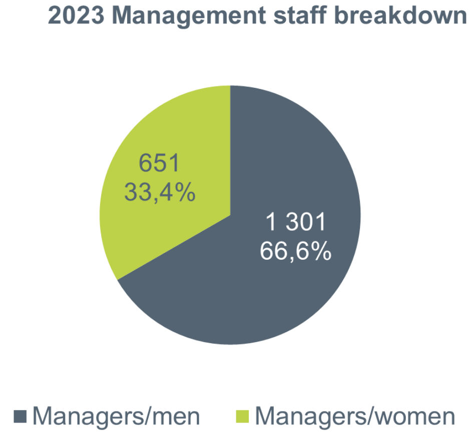


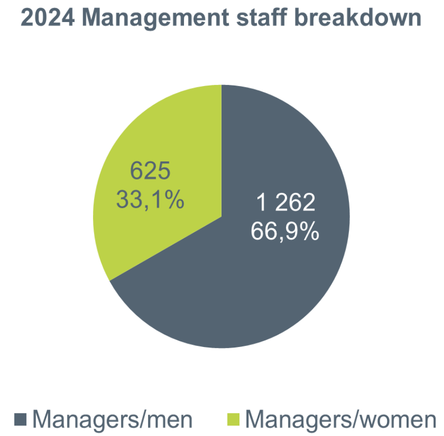


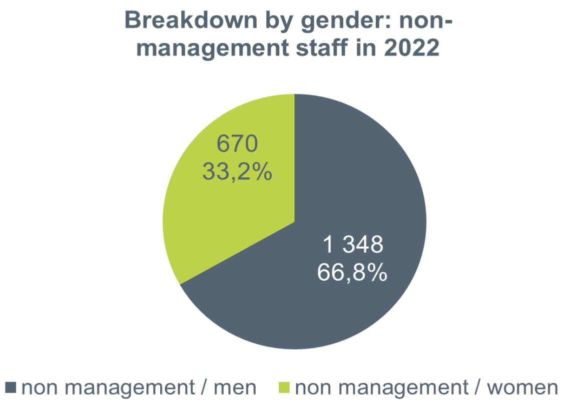


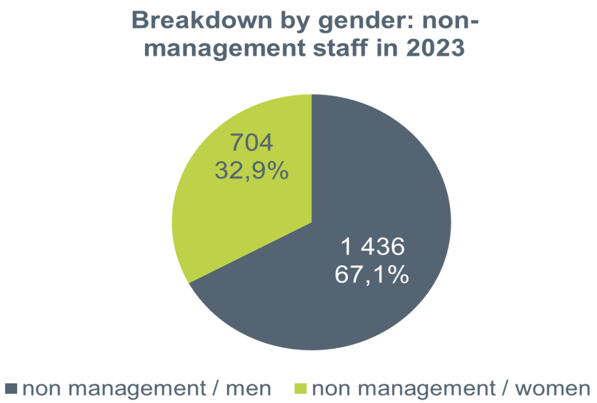
The graphs below present the breakdown of management and non-management staff by gender.

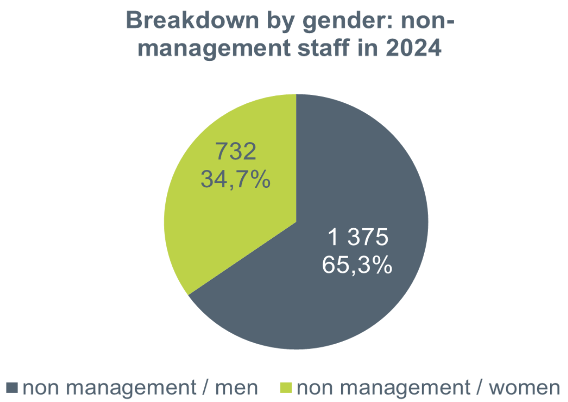










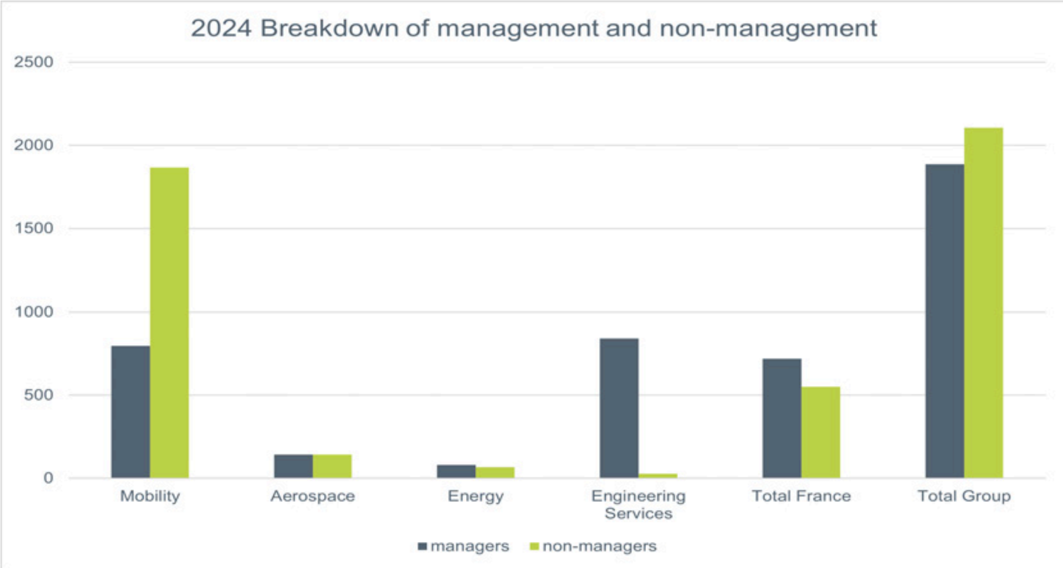


In 2024, the proportion of women in management positions remained stable at 33.1%, following the increase seen in previous years: 33.4% of management headcount in 2023 and 31.6% by the end of 2022.

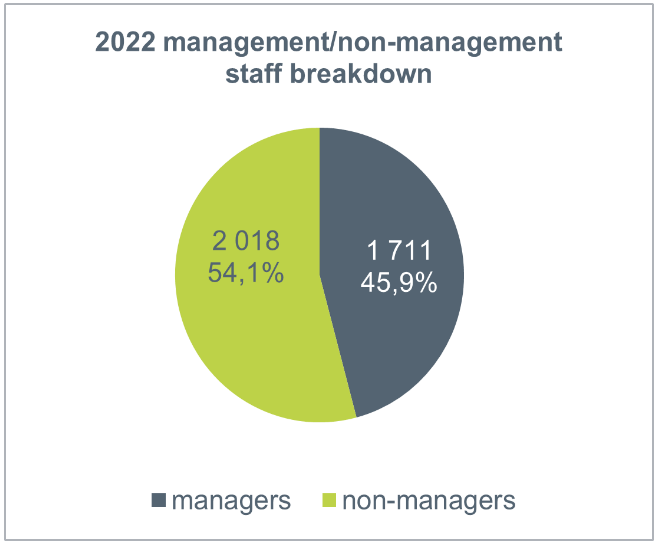
Given the persistent lack of women candidates for these types of positions, especially for engineers, the Group finds it difficult to hire women managers.

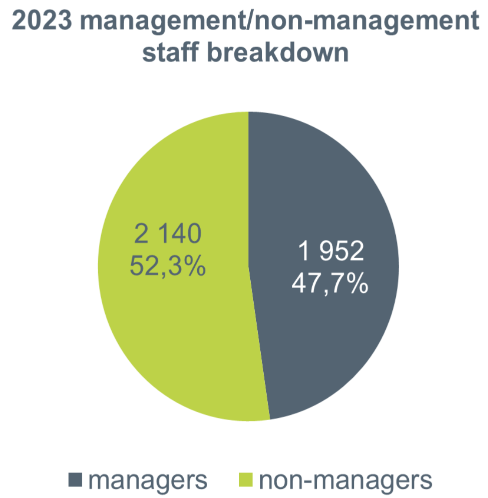
Within governance bodies, the proportion of women on the Boards of Directors was 46.1% (up 13.1 points) for all subsidiaries combined, and also increased on Management Committees, reaching 25.7% (up 2.6 points) for the Group.

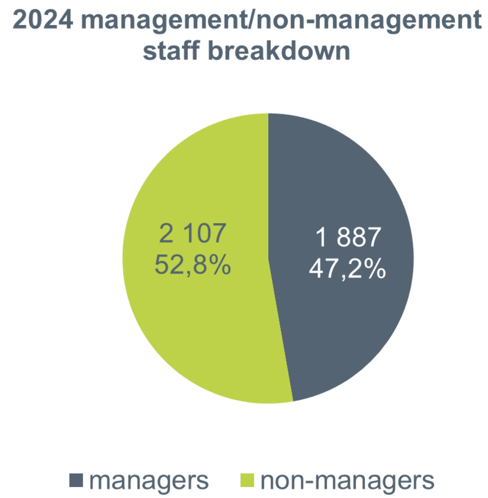
6.4.2.2 Breakdown of management and non-management staff



Change in workforce over 3 years is as follows:



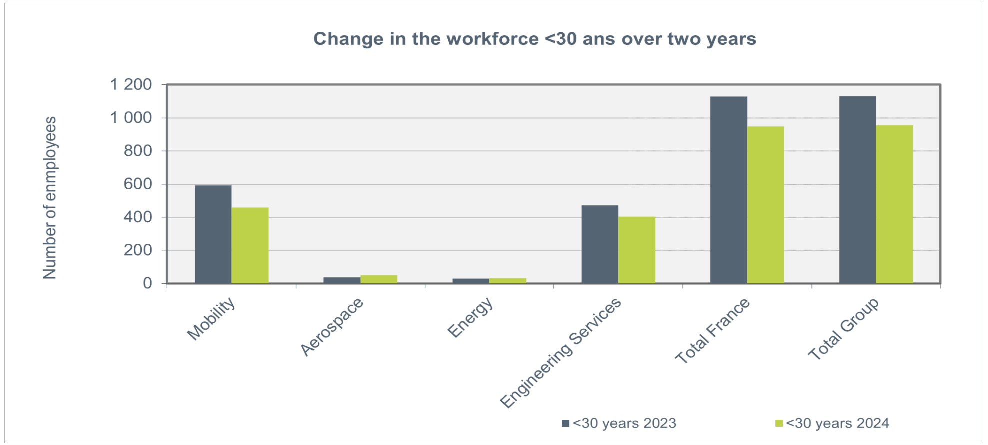


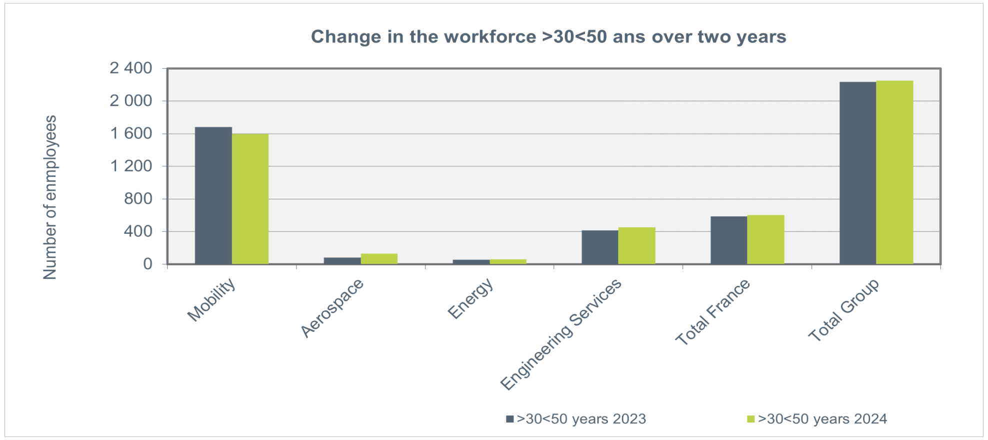


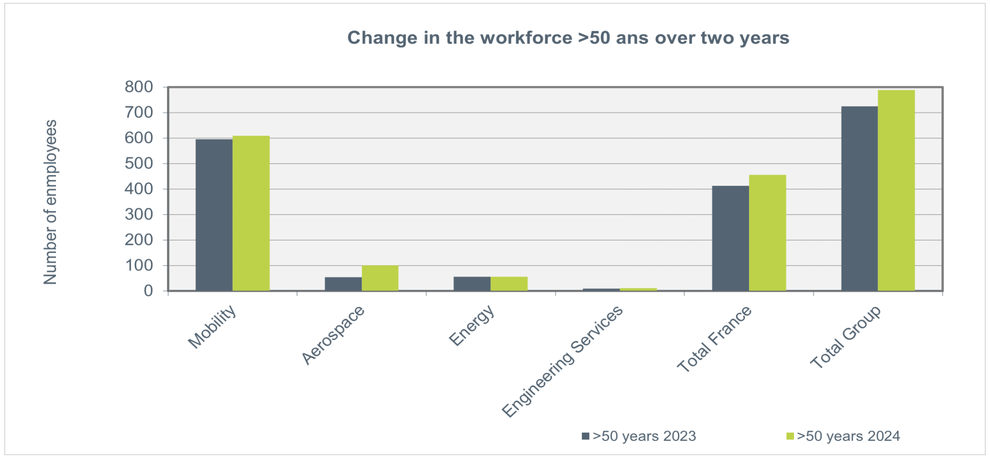
At the end of the year, managers represented 47.2% of the Group's headcount, stable compared to the previous year (47.7%). These figures can be explained by the decline in business, and therefore in R&D, as well as the increase in more technical professions linked to the automation of production lines with the adaptation of the teams necessary for smooth operation.

6.4.2.3 Breakdown by age

ACTIA's workforce is ageing slightly, thanks to low staff turnover, which leads to natural ageing, but also to the Group's ability to offer job opportunities to seniors who bring all their experience and skills to help the Group to meet its major challenges. Thus, the change in this data is as given below:



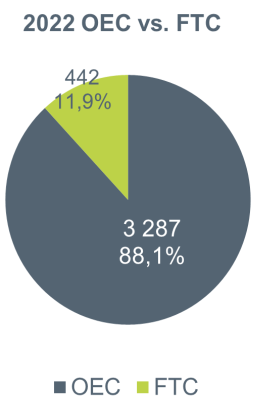


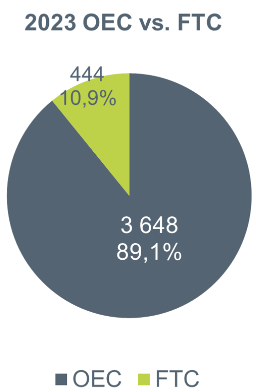


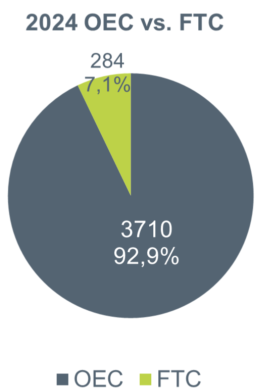
6.4.2.4 Breakdown between open-ended and fixed-term employment contracts

With 81.9% of hires being given open-ended contracts (up by 16.6%), the Group continued to favour mostly long-term recruitments in order to develop the skills needed for its business. As a result, the proportion of fixed-term contracts in the total workforce fell by 34.5%.

The breakdown between fixed-term and an open-ended contract is as follows:







As a result, fixed-term jobs accounted for 7.1% of the workforce, compared with 10.9% in 2023, which experienced considerable tension in the global job market and therefore in recruitment, as fixed-term contracts could occasionally overcome difficulties in recruiting the profiles sought.

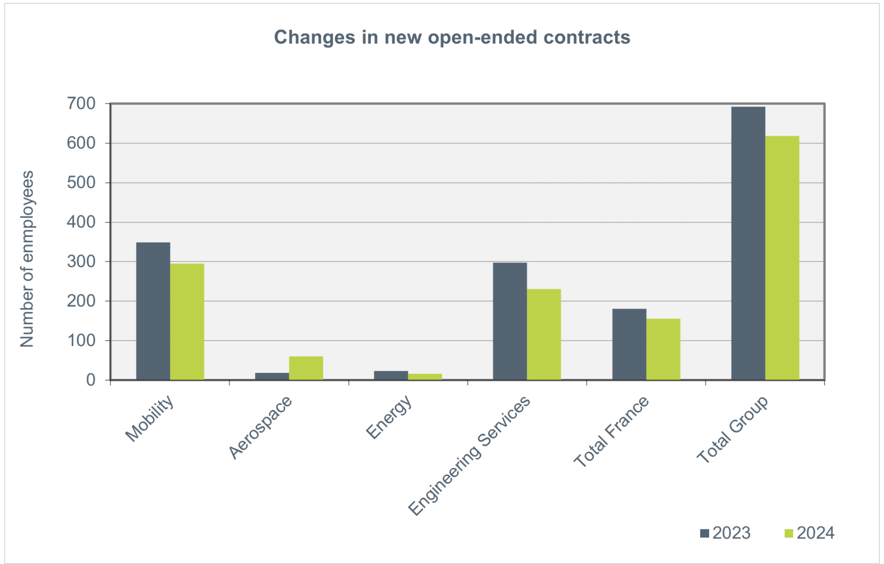
Furthermore, ACTIA has also observed changes with respect to its average headcount. This indicator enables the establishment of profitability analysis ratios for the companies.

The Group's average headcount rose by 5.9% in 2024. This increase was driven in particular by strong growth in the Aerospace division (+66.2%), resulting from the integration of STEEL Electronique and its new organisation, as well as from the creation in 2024 of a team of over 200 people as part of the AMPERE partnership, which was assigned in the fourth quarter.

Average headcount	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
2023	2,786	166	132	828	1,099	3,925
2024	**2,768**	**276**	**140**	**943**	**1,254**	**4,158**
% change	(0.6%)	+66.2%	+6.3%	+13.9%	+14.0%	+5.9%

6.4.2.5 Hires

In 2024, the number of new hires stood at 755, down by 231 from 2023, reflecting the slowdown in the Mobility Division and lower staff turnover in Tunisia.

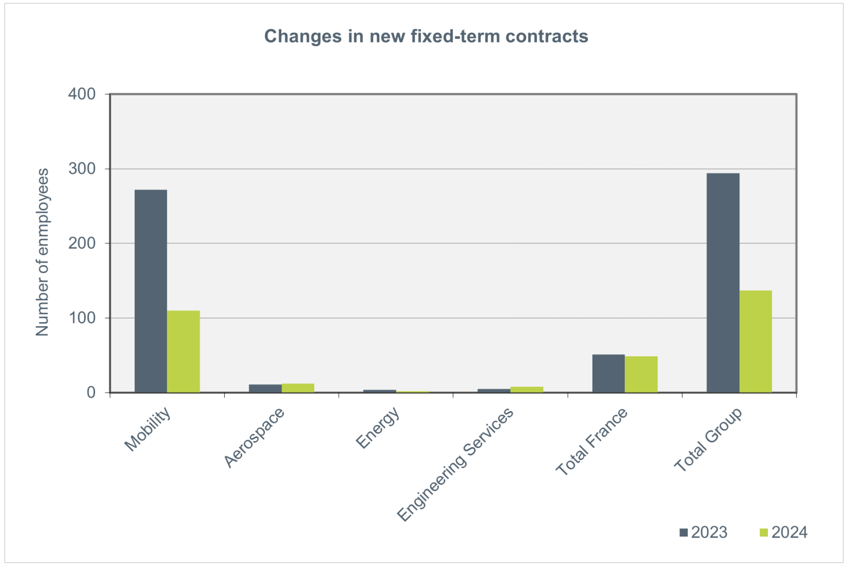


Fixed-term contracts accounted for 18.2% of new hires, down from 29.8% the previous year, and were used mainly for new hires in Tunisia, with 44 fixed-term contracts (i.e. 30.1% of the Group's fixed-term contracts). It should be noted that the duration of fixed-term contracts can be much longer in Tunisia (up to 4 years), enabling young engineers to gain their first professional experience without having to make a long-term commitment.

Of the 444 fixed-term contracts in 2023, 28 were converted to open-ended contracts in 2024 and 109 were renewed. These figures, which are lower compared to 2023, reflect the Group's current economic constraints, which limit recruitment opportunities.

The Group continued to experience recruitment difficulties last year, especially in certain professions such as engineers. The reasons are multiple and recurrent: a shortage of key profiles and a high level of remuneration in the market.

Temporary staff accounted for 5.3% of Group jobs, with 213 temporary staff compared with 291 the previous year. This fall was due to plants returning to an operation in line with volumes (no more night or weekend shifts to ensure production during the period of components shortage). France, Sweden and Tunisia were the main countries that used this type of contract.

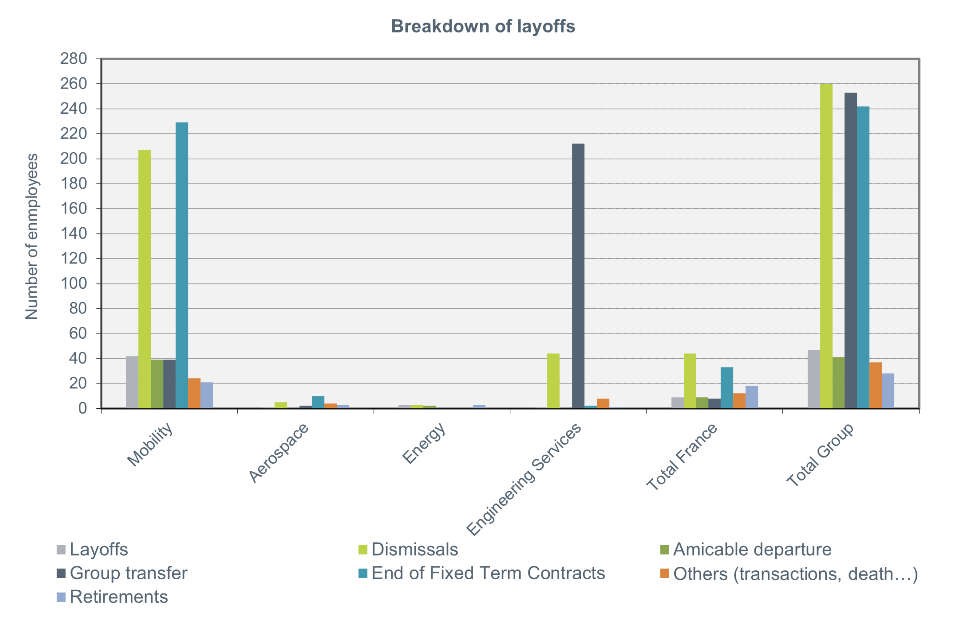


ACTIA also makes use of subsidised contracts (apprenticeships, work-study contracts, etc.) in those countries where they are permitted by local regulations. Specifically, the Group employed 91 people on subsidised contracts in 2024, a figure down slightly by 2.5% compared to the previous period, especially in France, which represents 81.2% of the Group's subsidised contracts. In 2024, these contracts generated 10 hires, compared to 25 in 2023. The end of French state aid in the second half of 2024 will have a more significant impact in 2025.

In 2024, the Group took in 314 students on work placements as part of training with a formal qualification. This represents a slight decline of 2.5% compared to 2023. It should also be noted that 84 trainees were hired at the end of their training period, a figure slightly down from 2023 (102), reflecting a more challenging environment for the Group, which had to reduce recruitment as its business declined.

Tunisia is a major contributor to this type of subsidised contract with a formal qualification, although this is also the case in other countries such as France, Sweden and Spain. The strong tie with schools, especially engineering schools, continues to ensure future hires while providing for an immersion training period beforehand.

6.4.2.6 Leavers



During the financial year, 908 people left the company, an increase of 45.8% compared to 2023. Of these 908 departures, 253 were intra-group transfers, partly due to the reorganisation into divisions.

More specifically, 47 people were made redundant, up 51.6%, primarily outside France, in 78.7% of the cases.

During the financial year, 12 redundancies for economic reasons were recorded, including 10 at the ACTIA Corp subsidiary in the United States, as part of a restructuring aimed at improving profitability and efficiency.

Resignations fell by 11.9% for the period and involved 260 employment contract terminations. The area most affected by this type of departure was Tunisia (51.1%), a result of high mobility which continues to exist in this country.

There were 41 amicable departures compared with 15 the previous year, of which 70.7% in Tunisia.

In addition, 28 people retired, France still accounting for most retirements within the Group (60.7%).

6.4.2.7 Staff turnover

ACTIA uses the following definition to account for turnover:

$$\frac{\text{[(number of open-ended contract departures during year N + number of new employees with open-ended contracts during year N)/2]}}{\text{Headcount as of 31 December of year N-1}}$$

Turnover rate	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
2023	11.1%	9.4%	13.8%	29.7%	14.0%	14.8%
2024	10.7%	16.0%	10.1%	27.9%	12.1%	14.9%
change / 2023	(0.3)	+6.7	(3.7)	(1.8)	(1.9)	+0.1

At the global level, 2024 witnessed a stability in staff turnover that began in 2022, even though there were significant differences between regions.

In Tunisia, staff turnover continued to decrease, thanks in part to employer branding initiatives implemented by the ACTIA Engineering Services subsidiary, but also due to less pressure on engineering professions.

ACTIA is doing its best to reduce this turnover and retain its talents, in particular by strengthening career management within the Group and paying particular attention to the quality of life at work. ACTIA is also striving to establish itself outside capital cities or large metropolitan areas in order to attract less volatile staff.

In the Aerospace Division, the increase is due to the inclusion of around sixty STEEL Electronique employees and to organisational changes (setting up of the division).

6.4.3 TALENT MANAGEMENT

6.4.3.1 Training

An annual training plan is in place in most the Group's entities.

These plans are developed based on:

- Annual employee performance assessment meetings;
- Strategic workforce planning;
- Discussions with employee representatives or the site manager.

With a difficult production situation in Tunisia and major efforts to rationalise costs in ACTIA Automotive, a large proportion of the workforce did not benefit from training commensurate with the Group's ambitions. The volume of training hours therefore fell by 34.0% in 2024.

However, ACTIA continued to be proactive about the performance level of its employees in order to maintain a high level of expertise within the Group.

The number of training hours in relation to the average 2024 headcount expressed in Full-Time Equivalent (FTE) decreased to 11 hours per employee, compared with 16 hours for the previous year and 17 hours for 2022, due to resource optimisation and prioritisation of investments.

The training policy for the main French subsidiary, ACTIA Automotive, and at Group level, is primarily implemented based on the strategic priorities set out by management through:

- Upskilling to be able to follow the technological roadmap of all the core functions in electronics and software;
- The development of projects and skills: project management, change management;
- Support for industrialisation and production: Lean method, new equipment, testing tools, MSA methods;
- Continuity in support for customer certifications and quality standards, as well as in safety and risk prevention.

6.4.3.2 Skills management

ACTIA has gradually implemented skills management at a worldwide level, providing mobility within the Group while maintaining a responsible compensation policy. ACTIA also developed a “Campus ACTIA” platform to share webinars and e-learnings across the Group.

At the same time, in-depth work is also being done on the employer brand to illustrate the family company values ACTIA has implemented since its creation. This is one of the tasks entrusted to the Group’s Sustainable Development Committee.

6.4.3.3 Promotion of diversity and inclusion

Diversity:

The Group is present in 17 countries and diversity is a reality, part of the daily life of the teams via the collaborative work environment developed and, therefore, during meetings and joint actions, in a range of areas including research, sales, management, and inter-departmental functions. The breakdown of the Group’s 3,994 employees in terms of country is as follows:

- 96.2% are of the same nationality as the subsidiary;
- For employees who do not have the same nationality as the subsidiary:
    - 1.2% are EU nationals,
    - 2.6% come from other countries.

This breakdown varies very little country by country and remains relatively stable from one year to the next. Equal opportunity is ensured within each organisation and internal mobility within the Group is gradually being put in place, particularly for the ACTIA Engineering Services design office. The Group reinforced support for internal mobility, especially through its communication; opportunities for mobility are henceforth monitored at the time of performance appraisals and the Group would like to see an increase in the figures, along with specific support for individuals. In 2024, ACTIA recorded 61 internal mobility actions, 38 of which concerned managers, stable compared with the previous year. The Group is hampered by different local regulations with regard to labour law whenever it attempts to promote international mobility.

Disability:

In 2024, 69 disabled workers were employed within ACTIA, down compared to 2023. Data for ACTIA Energy and ACTIA Aerospace is not available. As some local regulations impose quotas, legally 90 jobs should be held by disabled workers across the Group. In order to make up for the balance, the sites in France continue to make use of outsourcing to vocational support centres (CAT). Unfortunately, this subcontracting only partially covers the shortfall. The Group was obliged to pay a total fine of €39,100 for non-compliance with its obligations in this area, down compared to 2023 (-10.9%). Some people in France still refuse to benefit from the status of disabled worker, and that is why ACTIA continues to raise the awareness of its employees to the need to accept disabilities.

ACTIA set up the “Tous Cap” committee, which meets regularly to organise practical initiatives to promote inclusion and thus change the way people view disability in the company, in order to encourage a change in attitudes within the Group.

Moreover, ACTIA organised a “DUODAY” week (for the fourth consecutive year) in the autumn of 2024, during which Group volunteers welcomed people with disabilities to present their work to them. The event was a great success in the company. Employees were also able to attend the online training sessions: “Including disability at work” and handisport activities.

6.4.4 GENDER EQUALITY

Gender equality is a value deeply enshrined in ACTIA's culture and the company has had a proactive policy in place for many years to ensure gender equality, particularly in terms of compensation. As part of this policy, a study is conducted once a year in order to correct any gaps.

In France, an index has been set up by the government and is based on 5 set criteria:

- Pay gap indicator;
- Increase rate gap indicator;
- Promotion rate gap indicator;
- Return from maternity leave indicator;
- Highest pay indicator.

For 2024, the gender equality scores for the various Group companies are as follows:

- ACTIA Automotive: 87/100
- ACTIA Railway: 89/100
- ACTIA Aerospace: 71/100
- ACTIA Energy: 84/100

For ACTIA Automotive, we recorded an increase from 77 to 87.

In addition, ACTIA Telecom, which had a score of 88 in 2023, has been reorganised into ACTIA Aerospace, ACTIA Energy and ACTIA Railway since 1 January 2024. Due to this restructuring, direct comparison with the previous year is not possible.

The explanation of the results can be found at: https://www.actia.com/le-groupe/engagements-en-developpement-durable/egalite-femmes-hommes/

For the Group as a whole, the percentage of women in management was stable at 33.1%.

Compensation policy

ACTIA's compensation policy is based on equal pay for women and men from the moment of hiring, supporting an inclusive and fair recruitment process.

This principle has been a priority for many years. It can be complemented by a dedicated envelope for rebalancing salaries and regular reviews to ensure compliance with this policy.

A balance and shared responsibility for parenthood

ACTIA accepts requests for part-time work from all employees, both women and men, who wish to take advantage of this benefit to better reconcile their private and professional lives.

The importance of gender diversity in the workplace

ACTIA Automotive employs 31.5% women, ACTIA Aerospace 19.8%, ACTIA Energy 18.0% and ACTIA Railway 27.5%. It should be noted that the national average (France) in the Metallurgy sector to which ACTIA is attached is 23.0%.

This under-representation can be explained by the fact that some occupations in the industry are still "gendered". For example, there are still not enough women in engineering and technical occupations, and this starts with the choice of educational orientation. Some support functions, on the other hand, are over-represented by women and men are few and far between.

Career development and promotion

ACTIA supports its employees equally in the development of their skills. Thus, employees benefit from the same opportunities for professional development, career advancement, grade levels and access to positions of responsibility.

ACTIA is focusing on four key areas to promote gender diversity and professional equality:

- Recruitment, to ensure that all applications are equally considered,
- Pay, to guarantee the principles of equality throughout professional careers,
- Professional training, to ensure equal skills development opportunities,
- Professional promotion, to offer men and women the same opportunities in terms of jobs, career development and access to management positions, and ensure they are employable.

Visible actions in favour of gender equality are implemented, in particular by promoting the work-life balance. The Group offers employees a range of options, including:

- Flexitime (one or more days per month);
- Home-working (for longer periods, in certain specific situations);
- Shift to part-time work, which is studied on a case-by-case basis;
- Flexibility with regard to working hours (clock-in/clock-off times).

6.4.5 HEALTH & SAFETY

As a real priority for the Group, personal safety is managed through the following actions:

- Detailed identification, analysis and management of risks;
- Implementation of prevention, surveillance, protection and first aid systems;
- Training of first aiders;
- Raising awareness of personnel.

In France, the health crisis is over, but health measures and home-working have now become part of everyday life.

Certain tools (Engage (formerly Yammer), home-working, video conferences) introduced at the height of the crisis are now part of the way all employees work.

Fire safety and electrical installation standards are met by all subsidiaries. Subsidiaries that do not perform the inspections themselves benefit from this service specifically provided for under their leases.

The Group therefore has 106 people (+14 compared to 2023) playing an active role in the prevention and the protection of the physical and mental health of employees, as well as their safety and the improvement of working conditions, especially with a view to facilitating access for women to all jobs while addressing problems related to maternity, adapting and refitting work stations to facilitate access for the disabled to all jobs and to help ensure that they remain in employment throughout their working lives.

6.4.5.1 Occupational accidents

In 2024, 27 occupational accidents occurred resulting in lost working days; accidents occurring while commuting have been excluded from this figure in order to be in full compliance with the indicators used in France and thus report reliable information. This 92.9% increase from the previous year is mainly due to the return to a more normal number of accidents at CIPI ACTIA (production plant - Tunis) despite the preventive measures put in place; the year 2023 had been exceptionally favourable. At ACTIA Automotive (France), occupational accidents increased by 9 due to more robust traceability. The accidents accounted for 423 lost working days, down 36.0% compared to 2023, as the average duration of lost working time had decreased. Moreover, a greater number of minor accidents were reported.

In addition, 482 lost working days were recorded in 2024 due to occupational accidents that occurred in previous periods, the consequences of which continued into the new financial year.

The Group has put in place monitoring of the following indicators based on current standards:

- **Frequency**, which corresponds to the number of occupational accidents, excluding while commuting, occurring over the year and resulting in lost working days x 1,000,000/total number of hours worked during the year;
- **Severity**, which includes the total number of lost working days resulting from accidents occurring during the year or in prior years, excluding while commuting, x 1,000/total number of hours worked during the year;
- **Frequency index**, which corresponds to the number of occupational accidents, excluding while commuting, occurring during the year resulting in a lost working day x 1,000/average Group headcount.

Changes to these indicators over the period in question were as follows:

Frequency of occupational accidents with lost working days	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
2023	2.1	3.9	5.0	1.2	2.4	2.0
2024	4.6	5.2	9.3	0.6	8.0	3.7

Severity of occupational accidents with lost working days	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
2023	0.1	0.1	0.4	0.02	0.1	0.1
2024	0.2	0.1	0.3	0.02	0.2	0.13

Frequency index	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
2023	3.6	6.0	7.6	2.4	3.6	3.6
2024	8.0	7.2	14.3	1.1	12.0	6.5

The Group recorded 2 cases of occupational illness in 2024, compared to 3 last year.

Particularly mindful of the health of its employees, our subsidiary ACTIA Engineering Services in Tunisia even put in place an ambitious health-related action plan in 2023 covering:

- Organisation of a blood donation campaign on the Tunis and Sfax sites in partnership with the CNTS, with 102 participants;
- First aid training: 14 employees obtained first aid certification;
- A health awareness campaign: launch of a monthly prevention programme, distributed via e-mail and a dedicated intranet page. The topics covered include raising breast cancer awareness in October and information on type 1 and 2 diabetes in November;
- Improvements to communal areas, with the opening of a new space including a garden, a rooftop and a snack bar, as well as the addition of new facilities for the comfort of employees;
- Organisation of various activities outside the company, such as football and camping clubs;
- Organisation of various Team building activities, such as lunches and breakfast get-togethers.

6.4.5.2 Absenteeism

Sick leave accounted for 26,334 lost working days in 2024, down by 0.9%, 9,452 of which were in France (35.9%).

The breakdown by division and by employee is given in the following table showing a slight decrease for the Group:

Number of days of sick leave per employee	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
2023	**8.4**	**3.8**	**6.9**	**1.8**	**6.0**	**6.8**
2024	**7.9**	**5.0**	**9.5**	**1.8**	**7.5**	**6.3**
Change / 2023	(0.6)	+1.2	+2.6	+0.0	+1.5	(0.4)
% change	(7.0%)	+30.3%	+38.2%	+1.6%	+25.0%	(6.5%)

Within the Group, there is a return-to-work policy, even though it is not systematically documented. In countries where the occupational health department exists, the policy means a close working relationship with it on issues such as workstation design, the examination of specific jobs and pre-return-to-work visits, the organisation of meetings during sick leave to prepare for the return, a formal interview to identify the causes and characteristics of the illness and how best to prevent the recurrence of sick leave.

A crisis and training line to help manage psychosocial risks exists within ACTIA Automotive.

Improving the quality of life in the workplace is an important issue for ACTIA. The concierge service made available to employees is one of the tools that facilitates work-life balance. Its range of services is being added to all the time. In addition, there are also many other initiatives under way at other sites that aim to facilitate quality food service, organise on- or off-site sporting activities or provide relaxation rooms for the employees.

6.4.5.3 Promoting physical activity and sports

For our Toulouse entities, the employee association offers a wide range of sporting activities throughout the year. Employees can do Pilates on site using the infrastructure provided (room, changing rooms), or enjoy outdoor activities such as golf, mountain biking, skiing, football, petanque and many others.

In France, sporting events are an opportunity to bring employees together for a cause such as the fight against cancer or inclusion.

The design office in Tunisia, ACTIA Engineering Services, also has a football club. It participates in various competitions and has two agreements with sports centres.

6.4.5.4 Human resources

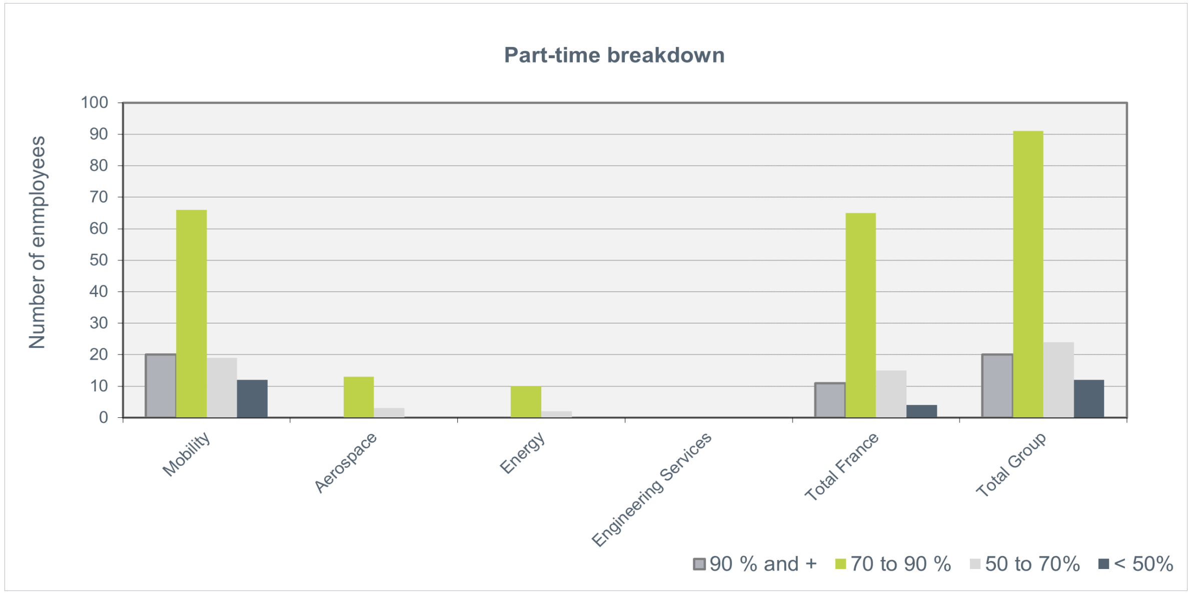
Working hours

In the majority of countries where the Group is present, the working week consists of five days. Only the Mexican subsidiary, in accordance with local regulations, operates according to 6-day working weeks.

It should be noted that in France, management and equivalent positions are employed on the basis of 218 working days per year, which is the maximum legally authorised; the other employees benefit from the full-time, legally applicable 35-hour working week on an annualised basis.

As for circuit board manufacturing plants, the Colomiers site in France generally operates according to two 8-hour shifts and can operate on three 8-hour shifts if required to meet specific production demand. With respect to the Tunisian site of CIPI ACTIA, with a reduced workload in 2024, the production lines are organised into two or three 8-hour shifts depending on production volumes, performance and/or the workload of the production facilities.

Group-wide, there were 148 part-time employees compared to 118 people in 2023, an increase of 25.4%, mainly in France and due in particular to the integration of STEEL Electronique. Of these, 58.8% were women. The part-time breakdown is shown in the graph below:



Significantly down compared to 2023 (-48.4%), the overall volume of overtime hours stood at 50,687 hours, 94.0% of which were worked by non-management staff, compared with 98,303 hours in 2023. It should be borne in mind that managerial staff with a fixed-rate employment contract (no specified number of working hours) are not included in the calculation. This decrease is mainly due to a lower level of orders, in a difficult context for the Mobility Division, which accounted for 92% of overtime in 2023 and recorded a 50.0% decline last year.

Labour relations

All the Group's French facilities are subject to the national Metallurgy industry collective bargaining agreement. The two Tunisian circuit board production sites are covered by the collective bargaining agreement for the electricity and electronics industry. It should be noted that this notion of collective bargaining does not exist in the other countries where the Group operates.

56.3% of the Group's staff work in entities where trade unions are present. This percentage decreased last year due to the reduction in the workforce at the Tunisian plant.

There are 111 employee representatives, up by 24.7%. This increase is due to the separation of the 3 former ACTIA Telecom entities and the integration of STEEL Electronique.

All ACTIA employees periodically receive information from management via different media depending on the subsidiary. Bulletin boards are systematically used, along with email, meetings and internal newsletters or through dedicated messaging systems such as Engage. Employees at all facilities are informed of Company results and targets.

In addition to measures imposed by local legal obligations, the following benefits are offered to employees:

- Health: supplementary healthcare scheme for 64.0% of employees [(1)];
- Luncheon vouchers for 55.2% of employees;
- Maternity (maternity bonus) for 50.5% of employees;
- Supplementary pension scheme for 15.6% of employees.

[(1)] *Data excluding France where supplementary health insurance is mandatory.*

84.6% of employees (a slight decrease by 4.0%, returning to the 2022 level), depending on the entity, are also eligible for various bonuses such as: "13th month" bonus, one-off bonuses, funeral expenses, marriage allowances, travel insurance benefits, supra-legal bonuses for quality, attendance, behaviour, productivity and other bonuses.

6.4.5.5 Profit sharing

The following table summarises amounts expensed by the Group in connection with profit sharing and/or incentive scheme agreements signed by the different subsidiaries:

Profit sharing *(€K)*	**Mobility**	**Aerospace**	**Energy**	**Engineering Services**	**Total France**	**Total Group**
2023	372	0	0	0	0	372
2024	472	0	0	0	0	472

Incentive scheme *(€K)*	**Mobility**	**Aerospace**	**Energy**	**Engineering Services**	**Total France**	**Total Group**
2023	1,483	405	0	0	598	1,889
2024	1,817	36	147	0	188	2,001

For both profit sharing and incentive schemes, procedures of application vary from one company and country to the next, according to local regulations.

6.5 OUR ENVIRONMENTAL RESPONSIBILITY APPROACH

The Group is not subject to any specific environmental regulatory constraints with regard to its activities.

The environmental management systems put in place at the certified facilities, regulatory monitoring and the resulting follow-up processes ensure that they remain in compliance with regulations.

The sites of ACTIA Automotive, ACTIA Aerospace, ACTIA Energy and ACTIA Railway (France), ACTIA IME (Germany), ACTIA Nordic (Sweden), CIPI ACTIA and ACTIA Tunisie (Tunisia), ACTIA Electronics (USA), ACTIA China (China) and ACTIA de Mexico (Mexico) are ISO 14001-certified.

Therefore, 63.5% of the Group headcount is covered by a clearly defined and fully validated environmental policy. Companies certified under ISO 14001 follow all the regulations applicable to their businesses and their facilities, including national and local rules (for example, in France the French local urban planning rules or PLU). ACTIA Systems (Spain) has started this certification process, which should be completed in 2025.

Through its proactive policy, the Group has been taking this aspect into account for many years and is making every effort to progress in this area by managing the end of the lifecycle of this potentially polluting waste. It has also adopted an eco-friendly policy at the office (posters, awareness-building).

6.5.1 MANAGING WATER RESOURCES

Apart from the production sites, water consumption is mainly for domestic purposes. In the factories, water is used in a number of ways:

- Humidification of the air in workshops where circuit boards are produced, in order to reduce the risk of electrostatic discharges (ESD), combined with permanent control of the temperature;
- Washing machines made available to the maintenance service to clean equipment.

The Group has already implemented a number of measures to ensure the responsible use of water resources:

- Working on equipment in a closed circuit;
- Recycling water for the washing machines to avoid any risk of pollution.

The Group's total water consumption was 35,589 m^3, stable compared to 2023 (+0.4%). Average consumption per employee fell by 5.2% to 8.56 m^3 compared with 9.03 m^3 in 2023.

This reduction stems from an increase in the number of employees occupying modern premises, measures taken on site to avoid waste and continued home-working.

This drop in water consumption is also due to the fact that at certain sites, monitoring of consumption enabled leaks to be detected and repaired quickly.

Overall, water consumption is regularly monitored by the Group, which makes it possible to analyse all variances and contributes to improved awareness.

It should be noted that certain subsidiaries still do not have access to their water consumption figures, as the information is included in local rental costs: for these entities, the Group continues to take into account estimated water consumption based on the national or industry average, depending on the available information. This includes two French subsidiaries (17 people), representing 0.4 % of the Group's headcount.

Water consumption at all facilities is drawn from the drinking water system.

Water consumption per employee

(in m^3 per year per employee)	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
2023	9.8	3.3	6.7	8.3	**6.1**	9.0
2024	**9.4**	**3.1**	**8.2**	**8.2**	**5.3**	**8.6**
% change	(4.1%)	(5.0%)	+21.7%	(1.1%)	(13.1%)	(5.2%)

6.5.2 WASTE MANAGEMENT

Waste from all operations consists primarily of packaging materials (cardboard boxes, pallets, plastic covers, etc.), office waste and manufacturing waste, with 4.5 % falling under the category of “hazardous industrial waste” or HIW. This waste is not eliminated or treated on-site. Instead, it is temporarily stored in areas designated and equipped for each type of waste (skips, compactors, holding tanks, etc.) before being properly removed to approved disposal facilities for recycling, recovery or treatment.

Existing recycling arrangements at the sites concerns all types of packaging: cardboard, paper, plastics as well as metals; batteries are also recovered through a specific waste separation collection process at several facilities. For the sites with waste separation and collection, a recovery strategy is encouraged, as opposed to energy recovery, whenever possible.

The following actions have been taken to reduce and recycle waste:

- Installation and rental of storage containers and equipment destined for processing waste, and compacting certain categories of waste;
- Production methods taking into account environmental considerations, by recovering and reusing raw materials in the process, seeking to reduce the use of plastic packaging, waste, reducing the environmental impact of the product, and incorporating environmental requirements in the manufacturing documentation;
- Reducing and recovering waste from production, recycling and treatment of electrical and electronic waste;
- Recycling and reprocessing cardboard, paper and soiled packaging;
- Setting up a “zero paper” objective;
    - By the Toulouse production unit, where several steps had already been taken with the centralisation of databases, an action to open up the process sheets, routing sheets and the gradual deployment of screens in the workshop;
    - In Spain, where all the workshops are now paperless; to achieve the objective, screens were installed to make it possible to monitor the steps in the manufacturing process, with actions taken on the portal, the skills matrices and the control units in the factory to achieve “zero paper”;
    - Incentivising employees to comply with the instructions for paper (reasonable usage, sorting of paper, recycling, incentives not to print out emails, etc.);
- Keeping up the raw material recovery rate.

Also, the active waste separation collection policy is already in place at all the facilities and now covers 100% of all employees worldwide.

An increasing number of sites have formal reporting systems for tracking the quantity of waste produced and/or recycled. In 2024, the subsidiaries producing a complete or partial qualitative or quantitative report on the amount of their waste represented 85.0% of the Group's headcount. Based on assessments performed, it is possible to provide the following (partial) summary on recycling:

Quantity of waste produced by type of recycling (tonnes)	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
Recovery	329.4	2.0	13.7	7.3	277.1	352.4
Energy recovery	97.1	0.7	2.6	0.0	90.3	100.4
Controlled disposal	162.3	0.0	2.2	0.0	4.6	164.5
Special treatment*	1.7	0.0	0.0	0.0	37.2	1.8
Unknown treatment	7.7	8.6	0.0	0.0	8.7	16.3
TOTAL	**598.2**	**11.3**	**18.2**	**7.3**	**417.9**	**634.8**
% HIW** / waste	4.3%	10.8%	6.4%	8.9%	15.7%	4.5%
% waste recovered / waste	71.4%	23.8%	87.6%	99.3%	87.9%	71.3%

(*) Special treatment means either a chemical process or incineration.
(**) HIW: Hazardous Industrial Waste

The quantity of waste generated in 2024 was significantly lower than the previous financial year, due to the decline in activities in the Mobility Division (decrease of 122.4 tonnes, or -16.2%). Within the Engineering Services Division, the Tunisian subsidiary introduced a waste sorting policy in 2024, which had been absent in previous years. This explains the increase in waste volume recorded in this division last year.

Environmental policies require rigorous monitoring of the waste that is generated.

Some subsidiaries are still not in a position to be able to report the data concerning quantities of waste insofar as it is treated by external service providers, such as municipalities, in accordance with local practices. In this case, estimates are provided and then analysed at Group level in order to validate the consistency of the data.

This is the case in Mexico and Poland, for example, which do not report waste data.

Insofar as the Group remains focused on putting in place the tools to sort and recycle waste, every possible resource is allocated to the subsidiaries in support of a local policy wherever this is feasible.

Finally, to allow for a comparison between waste from one financial year to the next and maintain consistency in the figures in relation to the business, the Group has decided to monitor only the waste directly linked to its own activities. Therefore, building sites generating one-off waste are not included in the figures.

6.5.3 FIGHT AGAINST CLIMATE CHANGE

6.5.3.1 Energy

Throughout the Group the priority of limiting energy consumption is reflected through a range of actions implemented at local levels for identified targets:

- **Buildings:** installing presence detectors, air-conditioning controls, timers, programmers, automatically closing doors to insulate heated areas, and replacing doors and windows to improve the insulation of the premises, automatic shutdowns at night and replacing gas-powered boilers by heat pumps;
- **Green energy production:** a growing number of subsidiaries had photovoltaic power stations installed on their buildings. This is the case for the sites in Germany, the UK and Mexico. Other projects are underway, especially in France and, more ambitiously, in Tunisia.
- **Equipment:** changing over to low energy consumption equipment, buying LED lighting and other energy-efficient equipment, new low consumption servers, the replacement of ageing computer equipment and the replacement of air-conditioning systems;
- **Individual behaviour:** awareness-raising campaigns on shutting down equipment in the evening, the judicious use of heating and air-conditioning units, a centralised switch to shut off electricity, installing presence detectors and timers, and putting in place indicators to further raise awareness and motivate personnel;
- **Organisation:** control of air-conditioning in the summer and the organisation of working hours (through leave management), in order to avoid summer consumption peaks, general awareness-raising for staff, conducting an energy audit through a third party in order to examine areas for improvement;
- **Eco-design:** designing and developing our products to limit the effects of the manufacturing processes used and attempt to reduce the number of components and the amount of materials consumed, encouraging dual sourcing and local origins where possible, favouring eco-responsible components and suppliers, organising traceability and working with the customer to prepare the end of the useful life of the products through recyclability;
- **Strategy in favour of sustainable mobility:** developing products and software that can help to bring about a reduction in the consumption of fuel and energy in general, thanks to monitoring the consumption of vehicles and the performance of drivers, but also through designing eco-mobility systems as deployed in public transport in particular.
- These measures supplement those already undertaken in previous periods and highlight a strong commitment to environmental responsibility.

The two types of energy used on all sites are:

- Electricity: 18,837.5 MWh, down 7.6% compared with 2023, mainly due to a slowdown in business in the Mobility Division, resulting in fewer orders and a reduction in production rates. This includes 965.9 MWh from renewable energy (solar or district heating) consumed directly;
- Natural gas: with 1,108 MWh represented an increase of 10.4% compared to 2023. This increase was particularly marked for the ACTIA Aerospace subsidiary, due to an intensification of activities in gas-heated annex buildings, an increase in flows and the number of people.

The consumption of fuel oil used in certain subsidiaries decreased by 6.0% last year. Fuel oil accounted for only 0.3% of the Group's energy consumption, and was mainly used for occasional needs in generator sets.

Solar energy consumption increased 12-fold in 2024, from 8.8 MWh in 2023 to 112.2 MWh in 2024. This represents 0.6% of the total energy consumption.

Total energy consumption amounted to 20,002.8 MWh in 2024 compared to 22,100.3 MWh in 2023 and 20,838.9 MWh in 2022, a notable decrease of 9.5%.

As for water, the Group monitors its energy consumption and seeks to provide coherent explanations for all fluctuations. To sum up, some subsidiaries continued their in-house efforts by raising awareness among staff about energy saving and more reasonable behaviour: switching off equipment in the evening, adjusting the settings of the heating and air conditioning systems, replacing certain equipment items, conducting an energy audit at the end of the year, etc.

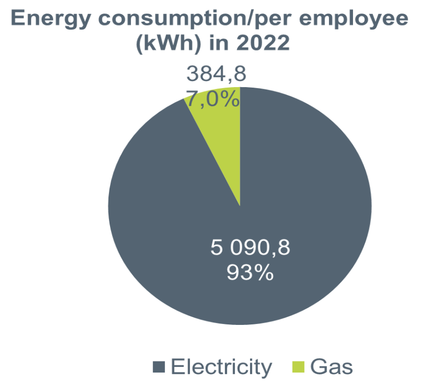
Energy consumption can be summarised as follows:

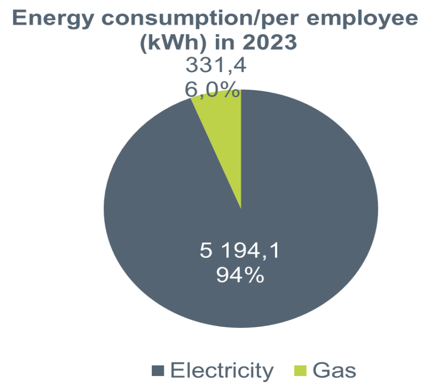
Energy consumption per employee

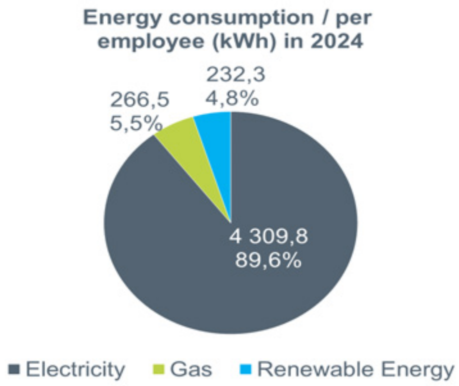
(in kWh per year per employee)	Mobility	Aerospace	Energy	Engineering Services	Average France	Average Group
OVERALL 2023	**6,889.6**	**4,806.0**	**4,960.8**	**1,761.1**	5,473.5	5,630.3
OVERALL 2024	**5,948.9**	**3,911.1**	**4,808.7**	**1,893.1**	**4,926.7**	**4,810.7**
% change	(13.7%)	(18.6%)	(3.1%)	+7.5%	(10.0%)	(14.6%)

There was a significant reduction in energy consumption in 2024. Consumption returned to, or depending on the subsidiary, slightly exceeded the 2019 level. This increase due to business recovery remained limited, however. This can be explained by internal prevention campaigns as well as by the communication of public authorities in certain countries calling for cost reduction to tackle rising prices and the risks of shortage.

The graph below illustrates the changes in energy consumption per employee:







Although the French subsidiary located in the Paris region and the 3 ACTIA Automotive S.A.S (France) sites do not directly use renewable energy, they selected a 100% green energy provider in 2021. The supplier undertakes in this contract to inject into the grid as much electricity from renewable sources as electricity consumed by customers.

The German subsidiary uses energy originating entirely from energy recovery for heating. This consumption represented a total of 618.7 MWh. The total amount of green energy, including renewable energy and recovered energy, accounted for 4.8% of the Group's total consumption compared to 2.9% in 2023. This is due to the increase in the amount of photovoltaic electricity produced at our sites: Germany, the UK and Mexico have all installed rooftop panels.

German subsidiary ACTIA IME completed the commissioning of its photovoltaic installation for self-consumption, a project initiated at the end of 2023. At the same time, the ACTIA UK and ACTIA Mexico subsidiaries also deployed their own solar infrastructure, with outputs of 33.5 kWh and 40.7 kWh, respectively.

The Belgian subsidiary ACTIA Telematics Services continued to use geothermal energy, but still has no means of measuring the corresponding consumption.

It is worth noting that the electricity produced in France is more than 90% decarbonated. In addition, in France, the Group uses certified renewable energy provided by its supplier.

6.5.3.2 Air emissions and greenhouse gases

The Toulouse sites encourage carpooling and the use of electric vehicles. In addition, the fleet of company vehicles is currently being replaced by hybrid or electric vehicles.

The subsidiary in Spain uses electric vehicles for employees' business travel.

In Tunisia, a shuttle system is offered to employees at the various sites to facilitate their commute to and from work. In 2023, 6 new buses were added to facilitate travel for the teams. The 6 buses are still in use, but their size has been reduced following the reduction in headcount. The production facility has also acquired an electric shuttle to transport different products, packaging, parcels, components and other items around its site.

In Sweden, rail is the preferred form of transport for travel between sites.

Finally, in Belgium, carpooling and bicycles are encouraged whenever possible.

The operations carried on at the facilities do not generate any significant air emissions. However, some sites voluntary conduct quantitative and qualitative tests on their air emissions, including two of the four production facilities: the results remain satisfactory.

In addition, as part of an initial global approach, we sought to identify greenhouse gas emissions originating from energy consumption of the different Group entities using electricity for industrial purposes (ovens, soldering machines, environmental test chambers, etc.) and gas used exclusively for heating premises. The emissions factors taken into account are based on ADEME (the French environmental agency) data on www.basecarbone.fr. Emissions expressed in tonnes CO_2 eq. reflect a rigorous policy for monitoring energy consumption through the ISO 14001-certified Environmental Management System implemented in 100% of Group's production entities.

Greenhouse gas emission in tonnes CO_2 eq.	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
2023	6,008	56	34	661	297	6,758
2024	4,976	83	39	790	331	5,888

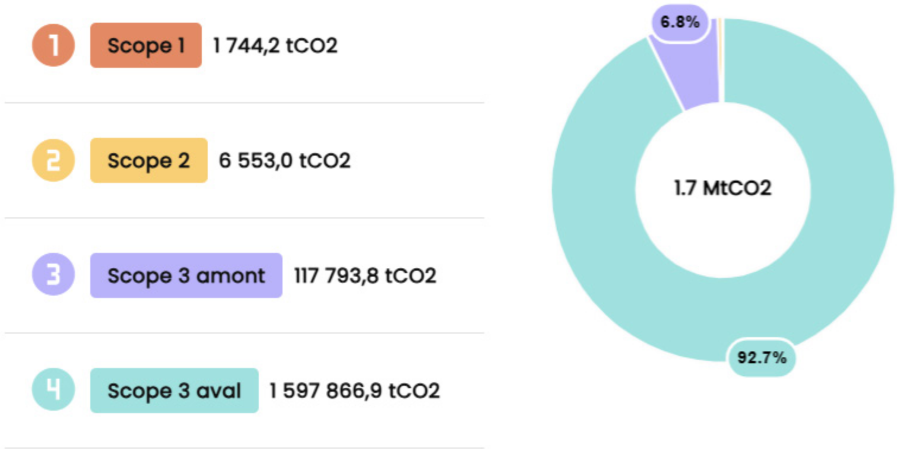
Moreover, the Group takes into account emissions from the vehicles it operates. To make the calculation, we started with the fleet of vehicles, their mileage for the year and/or the fuel consumption whenever this figure was available. The emission factors are taken from the ADEME carbon data base; as only the emission factors in France were available, they were used by default for the whole ACTIA Group.

In 2024, the Group achieved the following results:

In tonnes CO^2 eq.	Mobility	Aerospace	Energy	Engineering Services	Total France	Total Group
Emissions from operated vehicles	693*	90	65	0	518	848
Emissions from operations	4,976	83	39	790	331	5,888
% operated vehicles/operations	13.9%	108.6%	167.1%	-	156.2%	14.4%

* for ACTIA Automotive, in the absence of data for 2024, the data given is for 2023. The fleet did not change between the 2 financial years.

In 2024, ACTIA carried out a Group-wide carbon assessment, covering scopes 1, 2 and 3 based on 2023 data. The balance sheet shows a majority footprint in product use and purchasing. The breakdown of footprints by scope is as follows:



Transport (including commuting, business travel, upstream and downstream transport) accounted for just 0.6% of the total. ACTIA does not anticipate any change in the share of transport in its 2024 balance sheet, which is currently being updated.

At the same time, ACTIA Automotive, the main subsidiary, joined the 4th class of Bpifrance's Decarbonisation Accelerator to support its decarbonisation trajectory and align its commitments with the objectives of the Paris Agreements. Within this framework, an action plan is currently being drawn up to organise and implement the emission reduction levers identified.

6.5.3.3 Climate change and biodiversity

As can be seen from the information presented above, the Group's activities have little impact on the environment and everything possible is done to take into account the climate change we are experiencing, in terms of both the measures taken to limit the consumption of water and energy and raising the awareness of employees, who are informed by:

- Brochures;
- Regularly displaying objectives, plans for improvement and the results of audits;
- Certification audits;
- Intranet and emails;
- Promoting environmental days and weeks in France and abroad;
- Information provided when employees are hired and/or during the year; annual, quarterly and bi-monthly meetings depending on the site; instructions to promote energy savings.

For example, staff from the French subsidiaries are provided with environmental awareness training when they are hired, as well as information about the annual targets.

Taking into account the environment and biodiversity has also contributed to the design and development process of ACTIA products in the following areas:

- An appropriate approach in terms of the choice of materials and certain components;
- Consideration of the notion of eco-design for new products in agreement with the customer;
- Certification criteria or the environmental approach integrated within the system for evaluating suppliers, developing a manual defining requirements for their classification, verification of ISO 14001 certification, supplier audits and/or annual evaluations, developing environmental initiatives with key suppliers;
- Locally, in Brazil for example, a supplier manual has been developed to set out the requirements for classification: every supplier classified as having an activity with an environmental impact must present their operating licence issued by the relevant environmental authority. The objective is to develop environmental measures with key suppliers.

In 2024, ACTIA identified possible climate change events that could affect its business as a medium risk for its supply chains. As a reminder, all the risks faced by the Group are discussed in chapter 5 "Risk factors" of the Annual Report.

6.5.3.4 Internal organisation of environmental management

The structures that have a department dedicated to the environment have a total headcount of 23. This means that 87.6% of the Group's employees have access to environmental assistance, a stable figure (+0.3%).

The Group defines the guidelines for its sustainable development policy through the CSR department created in September 2022. Each subsidiary must incorporate the identified trajectories into its processes.

At ACTIA Automotive S.A., an Environmental Manager, who has completed training in environmental management, is responsible for implementing environmental management procedures.

In line with the implementation of the ISO 14001 standard, the general awareness session to train and inform employees on environmental matters is carried out regularly for the sites concerned. A training plan and a timetable to raise awareness have been drawn up as part of the Environmental Management System (EMS). Staff are informed of actions taken and the channels are available to them to report all relevant information.

An accident risk management procedure has been rolled out at 15 sites covering 65.6% of the Group's headcount. This procedure requires the identification and assessment of emergency situations, such as pollution accidents, in order to remedy them with an obligation to document a "response to emergency situations" procedure, having identified them.

Furthermore, these sites also take into account environmental impacts when designing new products, as detailed in § 6.5.3.1 "Energy" above.

6.5.3.5 Consumption and waste

Consumption of raw materials and packaging

The Group's operations do not directly consume raw materials drawn from the natural environment since it uses only manufactured products (electronic components, electrical wiring, etc.), primarily consisting of metals and plastic. Most facilities have had waste separation systems in place for a number of years, especially for packaging (cardboard, wood, packing fill materials, plastics, and pallets), and procedures providing for the reuse of wooden crates, plastics and cardboard boxes and promoting the recovery of materials from these items. Measures in favour of standardisation and reducing the number of packaging items remain in place.

Concerning packaging, the Group uses different types of products: cardboard, wooden filling materials, plastic films, paper, extruded foam. It remains very difficult to obtain quantitative reporting data on the consumption of these materials as there is no specific monitoring tool in place. Certain data is today reported in units, tonnes or m³.

In line with its increasing commitment to environmental monitoring of its activities, ACTIA has developed reporting on data relating to its consumption of chemical products. The study shows that the Group used 39.8 m³ of various chemical products, compared to 42.4 m³ in 2023 and 46.3 m³ in 2022. This slight decline, albeit moderate, is not insignificant given the economic context of plant production. The consumption of chemical products depends on the characteristics of the items manufactured, which may vary from one financial year to another. These chemicals primarily include varnishes, solvents, diluents, solder paste and isopropyl alcohol. It should be noted that these figures only concern the main products used at the Group's major production facilities in order to be consistent and effectively track any changes.

Ground use

None of our facilities uses the ground as such, other than to serve as sites for buildings.

The facilities taken together cover a total of 27.5 hectares. Of this surface area, 18.2% is covered by landscaped green areas (51.3% in France).

Water and ground discharges

The operations carried on at the facilities do not generate significant water or ground discharges:

- Wastewater is of the “domestic” type and is discharged into the public sewage system to be treated; several alternatives exist: wastewater system, septic tank, drainage or, in China, a sewage farm;
- Potential pollutants (varnishes, solvents, etc.) are not stored on the ground but rather in ad hoc storage containers prior to treatment in compliance with the standard in force (see § 6.5.2 “Waste management” above).

Noise and odour pollution

Our activities are not noisy and are odourless.

No incident has been recorded by the various facilities and there were no complaints from neighbours in 2024 or indeed before that.

6.5.3.6 Amount of provisions and guarantees

Given that the Group’s operations do not present any material environmental risk, no provision or guarantee was put in place in 2024, or in previous financial years.

6.5.3.7 Amount of indemnities paid during the period and remediation work

In 2024 no indemnity had to be paid for any environmental problem or accident and no environmental remediation work was required.

6.6 OUR SOCIETAL RESPONSIBILITY APPROACH

6.6.1 FOOD WASTE

The Group overall is not impacted by this indicator. However, some subsidiaries have decided to question their subcontractors and include this issue, insofar as possible, in negotiations with the various service providers responsible for supplying the different sites. In particular, when renewing its catering contract, ACTIA Automotive (France) selected a service provider who is highly involved in this issue. Among other things, they have proposed many initiatives to reduce waste and improve recycling, along with a short supply chain for food. They also track their environmental, social and societal indicators on a regular basis.

This option, which was promoted by employee representatives, was also intended to offer healthier food. The immediate result was to increase traffic in the restaurant which led to:

- A positive impact on well-being at work: employees say that they are more alert in the afternoon. Eating on-site is less stressful because wait times are shorter;
- An ecological impact by limiting travel by car: the employees leave the site less often to eat;
- An impact on relationships between employees: i.e. increased conviviality and the opportunity to meet and talk with new people.

Our catering service provider promotes many benefits:

- Local or regional purchasing, with no central purchasing: the manager is free to select the suppliers;
- Employee training is their primary concern;
- All new hires meet their Chairman-CEO during a Company discovery day;
- Every employee becomes a shareholder of their Company when they reach ten years' seniority;
- The food delivered to the site is fresh. There can be more waste (peels, crates), but it is easy to recycle (composting, recycling) and the process is well understood;
- The facility manager is a cook and is, therefore, a stakeholder in any improvements and the satisfaction level of the users of the services provided;
- Charitable activities are organised on a regular basis, including bake sales for the benefit of an association for the disabled and the operation "Dessert Solidaire" ("solidarity dessert") at the end of the year for the benefit of the NGO "Action against hunger."

The other challenges of food waste, i.e. the fight against food poverty, respect for the well-being of animals, and responsible, fair and sustainable food are not relevant for the Group.

In July 2023, ACTIA Automotive's Pouvourville site in France launched an activity to recover organic waste resulting from meals consumed on-site. In 2023, 1,986 kg of organic waste was recovered by a service provider and recycled into energy using a methanisation process or into compost. In 2024, the site recovered 4,359 kg (full year). In return, employees had access to free compost from one part of this recycling.

The Tunisian subsidiary ACTIA Engineering Services also opted for a responsible catering service provider.

6.6.2 OUTSOURCING

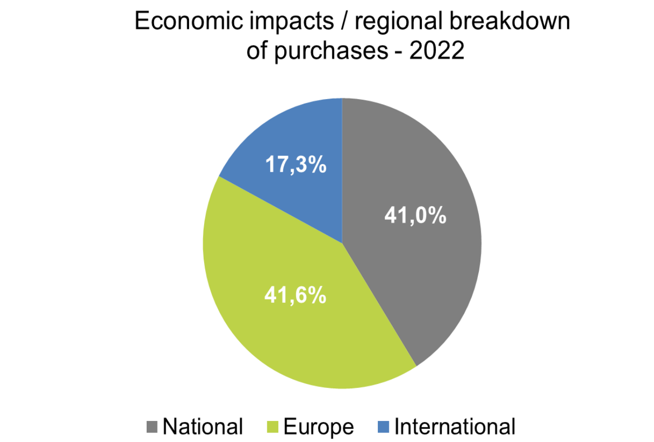
Most of the sites covered outsource different tasks in two main areas:

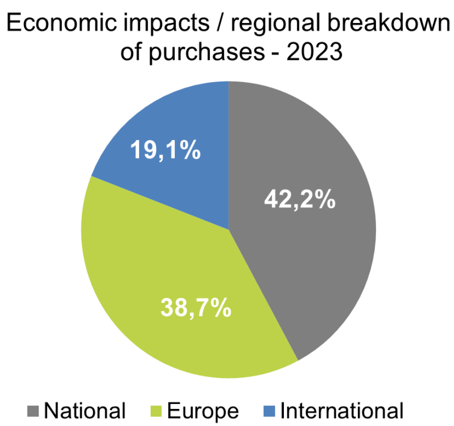
- In terms of production, some subsidiaries may subcontract sub-assemblies to meet specific requirements, often in very small production runs that cannot be carried out by the Group. This production is performed directly at the sites of subcontractors approved by the ACTIA;
- For R&D, depending on the specific nature of the requests, the subcontractors may intervene directly on ACTIA's premises, on our customers' sites or according to their own organisation (office, home-working).

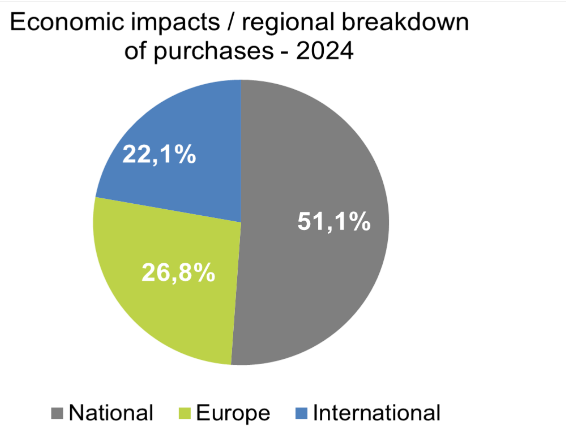
Current subcontractors vary according to Group entity and some subsidiaries have adopted assessment procedures (audits) to comply with requirements relating to quality standards, employee working conditions and the desired environmental standards depending on their certification level.

6.6.3 RELATIONS WITH THE LOCAL ENVIRONMENT

The economic impact of the Group's operations is calculated on the basis of the breakdown of production-related purchases, as follows:







There has been an upward trend in international purchases since 2022, fuelled by purchases of components from international brokers to compensate for the lack of components from the usual suppliers. This trend continued into 2024, even though tensions in component supply eased gradually throughout the year.

Generally speaking, for electronics, as the global manufacturing of basic products (components, printed circuits, etc.) is mainly concentrated in Asia and North America, it is impossible to favour local supply chains as the sought-after resources are just not available.

In 2024, ACTIA pursued its partnership with Toulouse Métropole as part of the inter-company circular economy action plan. The aim was to find as many synergies as possible across the local business fabric. Electronics affects many companies in the Toulouse metropolitan area. Some materials used in components are becoming depleted and we need to work on reusing and recovering them.

In 2022, ACTIA Group was behind the launch of the Club ETI Occitanie. This association brings together nearly 45 mid-sized companies to share their experiences and take joint action. ACTIA, which hold the presidency, is active in the HR and CSR committees.

6.6.4 RELATIONS WITH STAKEHOLDERS AND SOCIAL WORKS

In 2024, the implementation of the Group's CSR structure (2023) began to bear fruit. The Sustainable Development Committee, which brings together a dozen business lines in all the geographical areas covered by the Group, is responsible for implementing the CSR strategy approved by the CSR Committee of the ACTIA Group Board of Directors. This committee has set up Employer Branding and Sustainable Procurement Charter working groups.

All members were briefed on EcoMatrix, the Life Cycle Assessment (LCA) calculation platform developed in-house by ACTIA.

The Committee has set up ACTIA World Days for all employees. Like the United Nations World Days, these events enable employees across the Group to develop a sense of belonging, thereby fostering a strong ACTIA identity. A first event took place on 26 November 2024 with International Sustainable Transport Day. In future, 24 January will be ACTIA World Education Day, in line with our priority SDG 4 "Quality Education", and April will be dedicated to health and well-being. It was decided to extend this to the whole month, as several dates correspond to our priority SDG 3 "Good health and well-being": 6 April, International Day of Sport for Development and Peace; 7 April, World Health Day; 28 April, World Day for Safety and Health at Work.

In 2024, the ACTIA Sustainable Procurement Charter working group finalised the drafting of the charter, which will come into force in 2025. A sustainable purchasing charter enables subsidiaries to adopt responsible practices that are consistent with the Group's values. By defining clear criteria for the choice of suppliers and products purchased, it helps to limit the legal, financial and image risks associated with non-responsible practices. It also fosters partnerships with attentive stakeholders. By strengthening employees' commitment to an ethical approach, it helps to build a stronger corporate identity and enhances the Group's image in the eyes of customers, investors and all its stakeholders.

ACTIA took action to support its Brazilian subsidiary, which was hit hard in May 2024 by a major flood that lasted for more than three weeks.

Once the flooding had subsided and after 19 days of inactivity, the teams cleaned up and got the company up and running again after a day of hard work, thereby demonstrating their deep commitment. Their exemplary attitude testifies to their loyalty to ACTIA and their remarkable courage.

To help them, the Group set up a solidarity chain so that employees around the world could give their support in the most transparent way possible and in compliance with legal requirements.

The association set up in Brazil to receive donations collected €45,580 to redistribute to the families of ACTIA employees hardest hit by the flooding.

SOLIDARITY UNION OF FAMILIES OF ACTIA DO BRASIL
UNITED IN SOLIDARITY

Some Group entities belong to **trade bodies**: In France, Union des Industries et Métiers de la Métallurgie (UIMM), MEDEF (employers' union), the movement for mid-market companies (METI), scientific bodies such as Aerospace Valley, Tompasse and social bodies such as Action Logement, a body that collects the tax for the construction of housing, financing construction and helping employees to find housing. Elsewhere, with the CIPI ACTIA membership of the United Nations Global Compact for human rights and the environment, the metal industry employers' union in Madrid (Spain), SMMT (local union in England), and the Chinese Bus and Coach Association.

In 2024, ACTIA continued to chair the CSR Committee of the Club ETI Occitanie. This is quite logical since ACTIA co-founded the Club in 2022. The aim of this association is to promote links between mid-market companies in the region by sharing approaches and organising working groups. It is also open to high-growth Small & Medium-sized Enterprises (SMEs) in order to support them and promote their transformation into mid-sized businesses (ETIs).

The Group also has good relations with **post-secondary educational institutions** with which it participates in research activities and has end-of-studies internship programme partnerships. In France, ACTIA has signed a partnership agreement with six major educational establishments ("Grandes Écoles"): Ecole des Mines Albi-Carmaux (engineering), the Toulouse Business School, ENSEEIHT (electro-technical, electronics, IT, hydraulics and telecommunications), ENSIL (engineering in Limoges), INSA (applied sciences in Toulouse) and ISAE (aeronautics and space).

ACTIA is also a founding member of the INSA Foundation, which works in favour of equal opportunities for student engineers in financial straits by offering them the possibility of obtaining a grant. Jean-Louis Pech, Group Chairman and CEO, has been president of the INSA University Foundation since its creation in 2016. ACTIA contributes €85,000 to the budget of this Foundation. Grants were thus awarded to INSA students on the following topics: "Donner une chance" (Giving an opportunity), High school scholarship, "Coup de pouce entrepreneuriat" (A boost for entrepreneurship). This budget also helped the Toulouse Ingénierie Multidisciplinaire (TIM) association to carry out its mission and thus meet innovative technological challenges by designing, manufacturing and optimising highly fuel-efficient vehicles. For example, their work earned them 1st prize in the Shell Eco-Marathon 2024 international competition for the second consecutive year.

French subsidiary ACTIA Automotive strengthened its commitment to society by donating around thirty computers to the Paratonnerre association, which supports families affected by NORSE / FIRES syndrome (severe epilepsy in children). This support forms part of **SDG 3 - Good health and well-being**, by facilitating research into this rare disease and support for patients.

On the international front, partnerships have been entered into with Politecnico and the University in Turin (Italy), London University and Learnex (Mexico), the University of Shanghai (China), and with a number of engineering schools in Tunisia. With the ACTIA International Days, each subsidiary can promote its actions within the ACTIA community.

ACTIA also supports the Toulouse Capitole National Orchestra, through the Aïda Foundation.

Some subsidiaries support various local associations. For instance, in Toulouse, ACTIA showed its commitment by becoming a founding member of the "Le Cœur des Entreprises" association, an endowment fund that allows companies to join forces to serve the most vulnerable. The goal is to "Pool human, financial and real estate resources in businesses to make them available to the stakeholders working in the region to take care of the homeless and people in great difficulty" as well as to foster the inclusion of disabled people, while mobilising employees on the subject of inclusion.

Group actions can also take the form of:

- Donations, such as IT equipment donated to a school which helped keep a satisfactory number of computers up and running, for use by pupils to help them learn, and to a parents' association, for pre-schools and primary schools;
- Involvement of teams in supporting young people from disadvantaged neighbourhoods in finding their first job ("Nos Quartiers ont du Talent" (Our Neighbourhoods Have Talent));
- Financial contribution to certain selected associations.

As for ACTIA Engineering Services (Tunisia), it is a partner in the Elife programme launched by the Tunisia Foundation for development, for the following activities:

- Opening of technological centres specifically for young Tunisians in the most marginal and underprivileged regions;
- Selection of young ISET (Higher Institute of Technological Studies) graduates mainly on the criterion of motivation;
- Upskilling to improve their chances of finding a profession thanks to a 180-hour training programme including language, communications and preparation for digital professions

This subsidiary continues to support the Sidi Ammar primary school in the region of Fernana (Governorate of Jendouba) by offering sponsorship, extracurricular outings, collection of school supplies, events at the company, etc.

In addition, ACTIA has been an ambassador for La Saison Bleue in Tunisia since 2018. The goal of this project is to promote Tunisia's marine environment and boost the blue economy, while raising awareness about the vulnerability of the sea and coastline. In relation to this project, two days of discussions with experts and get-togethers with the general public were organised, based on themes such as the marine environment, technology and the sea, the sea and related professions, and marine leisure activities and culture.

ACTinCube incubation programme:

In 2024, the ACTinCube incubator demonstrated a significant impact on the Tunisian entrepreneurial ecosystem.

Of the nine start-ups supported, six exceeded a technological readiness level (TRL) of seven and three reached a TRL of six, starting from an initial average TRL of three. Six of these start-ups have a significant environmental and social impact, and four are run by women, illustrating the incubator's commitment to diversity and inclusion. The programme also created 55 jobs, including 10 for women, thereby strengthening the local economy.

ACTIA's support was instrumental in these successes. Start-ups have benefited from more than 1,200 hours of co-development with ACTIA engineers, receiving cutting-edge technical support. In addition, 520 hours of group mentoring based on the Group's expertise enabled the entrepreneurs to develop their skills and strengthen their projects. The start-ups also benefited from 2,400 hours of prototyping and manufacturing to ensure that their models work properly, as well as 300 hours of pre-qualification at ACTIA's premises to guarantee compliance with international standards.

These efforts enabled five start-ups to develop international partnerships, two to export their products and two to increase their sales. In addition, five start-ups successfully raised funds, and nine support processes were developed to meet the specific needs of start-ups.

For example, ACTIA supports the start-up Exypnotech, which integrates innovative technologies such as artificial intelligence, machine learning and data analysis into aquaculture practices. Their technological approach enables fish farmers to optimise efficiency, manage feed, monitor water quality and detect disease early, thereby contributing to sustainable aquaculture and the preservation of aquatic ecosystems.

As part of the green mobility initiative, ACTIA Engineering Services has been working with start-up Infinite Mobility since 2023 to develop a range of solar-powered tricycles and electric bicycles with very long range, drawing on the Group's expertise. With ACTIA's support, Infinite Mobility successfully passed approval tests in Europe in 2024, with pre-orders in Norway, Germany and the United States.

In addition, ACTIA continues to support the HAWKAR start-up to develop their power-assisted wheel project for wheelchairs. This innovation not only makes it possible to electrify wheelchairs at a reduced cost, but also makes independence and freedom of mobility accessible to everyone, democratising electric mobility for people with reduced mobility. ACTIA provides HAWKAR with the technical skills and know-how of its engineers to guarantee cutting-edge, sustainable development. The product is currently being validated in the field for its certification.

The ACTinCube incubator, with ACTIA's support, thus played a key role in structuring and developing the Tunisian entrepreneurial ecosystem, while responding to current environmental and social challenges.

6.6.5 FAIR PRACTICES AND TAX EVASION

In 2018, the Group adopted an Anti-corruption Code and an internal whistleblower scheme. E-training was carried out in 2019 to raise the awareness of the issue and inform employees who are exposed to the risk of corruption. The training programme is intended to be accessible to all Group employees. The Group's internal control function has also been reinforced with the creation and implementation of procedures in sensitive areas such as conflict of interest.

The Group's objective is to raise anti-corruption awareness among all employees and to train the most vulnerable jobs (purchasing, sales, finance, managers). Overall, these jobs represent an average of 20% of the workforce. Today, the Group has made progress and 85% of the target population has been trained. Six (6) subsidiaries are 100% trained and twelve (12) subsidiaries have more than 90% of their target staff trained. ACTIA plans to complete these courses in 2025.

A Group-wide gifts policy was introduced in 2021 and is presented to all new employees.

The Code of conduct, the Code of ethics and the whistleblowing scheme are regularly updated, especially following regulatory changes. The whistleblowing system is no longer limited to anti-corruption, but covers everything that is considered a potential crime. These documents are available on the Group's website: https://www.actia.com/fr/groupe/engagements. In order to keep pace with recent regulatory developments, ACTIA has decided to outsource the whistleblowing service, considering that the stakeholders who need to raise an alert might have greater trust in an external player. The service with BeSignal, a reputable whistleblowing platform (with the possibility of total anonymity) was contractualised in 2024 (need to "customise" to ACTIA's colours). The platform has been operational since the beginning of 2025.

Concerning the measures taken for the health and safety of consumers, products developed by the Group are subject to the safety concerns and the improvement of respect for the environment, particularly in the field of the mobility of goods and people.

ACTIA in most cases intervenes in one of the components of a more complex product that may subsequently be used by the end customer. On this basis, the Group meets the requirements established set for this purpose by the manufacturer of the end product, while being proactive about making suggestions.

With respect to tax evasion, it should be noted that the Group does not have any facilities in countries on the tax haven blacklist. The Group opened facilities in Tunisia between 1997 and 2005 and has since then developed its printed circuit board production and integration and R&D sites at a lesser cost. The aim was and still is to ensure the Group retains its competitive edge in international calls for tender. In accordance with the legislation on foreign capital in effect at the time, the companies have offshore status. The growth of the Group's business has enabled the creation of many local jobs. The Group remained committed to supporting the business during the Tunisian crisis of 2011, although many customers requested that production in Tunisia be closed down. Group management believes that the Company's role is essential due to local employment, training and investment to support the economy it provides. ACTIA also relies on a commercial structure, ACTIA Africa, which does not have offshore status and meets the requirements of local regulations.

ACTIA has structured its world-wide transfer pricing policy, which is based on split profits and which is, in turn, based on the added value of each company. They are set based on the operational environment of the transactions, the location of intangibles and economic and regulatory circumstances.

6.6.6 SUPPORT FOR THE NATIONAL GUARD'S MILITARY RESERVE POLICY

On 17 November 2020, ACTIA signed an agreement to support the military reserve policy with the French Ministry of the Armed Forces. A National Guard liaison officer was appointed to coordinate the implementation of this agreement. In line with its social commitments, this agreement enables ACTIA to clarify and simplify the procedures for its employees committed to serving in the operational reserve.

6.7 RESPONSIBLE ACTIVITIES APPROACH

As ACTIA is listed on a non-regulated market, the Group is no longer subject to the Taxonomy reporting requirement. However, the Group wishes to maintain the same reporting scope and makes a voluntary reporting of its responsible activities.

Manufacturing industry

Manufacture of low-power rechargeable batteries, battery packs and accumulators for transport, stationary and off-grid energy storage and other industrial applications. Manufacture of respective components (battery active materials, battery cells, casings and electronic components). Recycling of end-of-life batteries.

- Micromobility business:

On 1 August 2021, ACTIA gave the two-wheel electric traction system its first test drive with the launch of a new business dedicated to micromobility, in particular the Electrically Assisted Bicycle (e-bike). This activity is therefore operating in this fast-growing market. E-bike sales in Europe are increasing by nearly 50% per year. Driven by its own specific international competitive conditions, the business is mainly guided by the change in urban mobility practices and the digital needs of users and fleet managers alike. As an equipment manufacturer, ACTIA holds all the keys for targeting this market in a highly competitive manner, including:

- Its experience as a system designer, especially in electrification and vehicle connectivity;
- Its local industrial infrastructure that meets the Automotive quality standards;
- Its know-how in personalisation according to customer needs;
- Its agility and capacity for innovation.

Energy **- transmission and/or distribution of electricity**

- SmartGrid activity

Example of a recent project: SMART Occitania:
Innovative system of Smart Grids to coordinate energy production and consumption.

- In partnership with Enedis and the Occitanie Region;
- Smart Grid in rural areas (ADEME);
- ACTIA is in charge of Production and Consumption regulations - Storage management.

- I-Can:

ACTIA is a major international player in embedded telematics. The Group supplies the world's major manufacturers of industrial and commercial vehicles and manufacturers of premium brands of light vehicles. In total, more than 5 million telematics units have been manufactured by ACTIA to equip these vehicles. The i-Can, in particular, supports drivers in eco-driving, for sustainable and eco-responsible mobility.

TBM: Transports Bordeaux Métropole has also praised our expertise: https://www.youtube.com/watch?v=p-z8r1oDtCA.

6.8 SUMMARY OF KEY INDICATORS

6.8.1 SOCIAL ISSUES

Employee loyalty

Associated risk	Key indicator	2023 result	2024 result	§
High staff turnover	turnover	14.8%	14.9%	§ 6.4.1.2.7
	number of hours of training per average headcount per year	16	11	§ 6.4.1.3.1

Attractiveness

Associated risk	Key indicator	2023 result	2024 result	§
Recruitment difficulty	headcount at year end	4,092	3,994	§ 6.4.1.2
	percentage of female employees	33.1%	34.0%	§ 6.4.1.2.1
	percentage of women on the Boards of Directors	33.0%	46.1%	§ 6.4.1.2.1
	percentage of women on the Management committees	23.1%	25.7%	§ 6.4.1.2.1
	percentage of open-ended contracts	89.1%	92.9%	§ 6.4.1.2.4
	breakdown of staff by age	1,132 < 30 years	956 < 30 years	§ 6.4.1.2.3
		2,236 between 30 and 50 years	2,249 between 30 and 50 years	§ 6.4.1.2.3
		724 > 50 years	789 > 50 years	

Employee Health and Safety

Associated risk	Key indicator	2023 result	2024 result	§
Accidents	frequency index of accidents with lost working days	3.6	6.5	§ 6.4.1.5.1
	severity rate of accidents with lost working days	0.1	0.1	§ 6.4.1.5.1
	frequency rate of accidents with lost working days	2.0	3.7	§ 6.4.1.5.1
Sickness	number of days of sick leave per employee	6.8	6.3	§ 6.4.1.5.2

6.8.2 ENVIRONMENTAL ISSUES

Associated risk	Key indicator	2023 result	2024 result	§
Pollution	quantity of waste produced by type of recovery	757.2 T	634.8 T	§ 6.5.2
	water consumption per employee	9.0 m^3/ year	8.6 m^3/ year	§ 6.5.1
	proportion of waste recycled	74.2%	71.3%	§ 6.5.2
Climate change	energy consumption	22,100.3 MWh	20,002.8 MWh	§ 6.5.3.1
	energy consumption per employee per year	5,630.3 kWh	4,810.7 kWh	§ 6.5.3.1
	greenhouse gas emissions related to energy consumption	6,758 tonnes CO^2 eq.	5,888 tonnes CO^2 eq.	§ 6.5.3.2

6.8.3 SOCIETAL ISSUES

Associated risk	Key indicator	2023 result	2024 result	§
Anti-corruption training	% of targeted employees trained in anti-corruption	80%	85%	§ 6.6.5

6.9 REPORT OF ONE OF THE STATUTORY AUDITORS, DESIGNATED AN INDEPENDENT THIRD PARTY, ON THE CONSOLIDATED NON-FINANCIAL PERFORMANCE STATEMENT

To the General Meeting,

In our capacity as Statutory Auditor of your company (hereinafter the “entity”), appointed as independent third party and accredited by COFRAC (Cofrac Validation/Verification accreditation, no. 3-1884 rev. 2, scope available on www.cofrac.fr), we have undertaken a limited assurance engagement on the historical financial information (actual or extrapolated) of the consolidated non-financial statement, prepared in accordance with the entity’s procedures (hereinafter the “Guidelines”), for the year ended 31 December 2024 (hereinafter, respectively, the “Information” and the “Statement”), presented in the Group's management report pursuant to the requirements of Articles L. 225-102-1, R. 225-105 and R. 225-105-1 of the French Commercial Code.

Conclusion

Based on the procedures performed, as set out in the “Nature and scope of our work” section of this report, and the information collected, nothing has come to our attention that causes us to believe that the consolidated non-financial statement is not presented in accordance with the applicable regulatory requirements and that the Information, taken as a whole, is not presented fairly in accordance with the Guidelines, in all material respects.

Comments

Without calling into question the conclusion expressed above and in accordance with the provisions of Article A.225-3 of the French Commercial Code, we are making the following comment:

The Group was unable to disclose information on Scope 3 CO2 emissions for the 2024 financial year for the reasons given in section “6.5.3.2 Air emissions and greenhouse gases” of the Statement.

Preparation of the non-financial statement

The absence of a commonly used generally accepted reporting framework or a significantbody of established practice on which to draw to evaluate and measure the Informationallows for different, but acceptable, measurement techniques that can affect comparability between entities and over time.

Consequently, the Information needs to be read and understood together with the Guidelines, the main elements of which are presented in the Statement (or available on the website or on request from the entity’s registered office).

Responsibility of the Entity

It is the responsibility of the Management to:

- Select or establish suitable criteria for preparing the Information;
- Prepare a Statement in accordance with legal and regulatory provisions, including a presentation of the business model, a presentation of the main non-financial risks, a presentation of the policies implemented with respect to the risks and the results of the policies, including key performance indicators;
- Prepare the Statement by applying the entity’s Guidelines as mentioned previously; and
- Implement internal control over information relevant to the preparation of the Information that is free from material misstatement, whether due to fraud or error.

The Statement was prepared by the Board of Directors.

Responsibility of the Statutory Auditors designated an independent third party

On the basis of our work, our responsibility is to provide a report expressing a limited assurance conclusion on:

- the compliance of the Statement with the requirements of Article R. 225-105 of the French Commercial Code;
- the fairness of the historical financial information (actual or extrapolated) provided in accordance with Article R. 225-105-I(3) and II of the French Commercial Code concerning action plans and policy outcomes, including the key performance indicators on the main risks.

As it is our responsibility to provide an independent conclusion on the Information as prepared by Management, we are not authorised to help prepare said Information, as that could compromise our independence.

It is not our responsibility to comment on:

- The entity's compliance with other applicable legal and regulatory provisions, in particular with regard to the due diligence plan;
- The compliance of products and services with the applicable regulations.

Regulatory provisions and applicable professional guidance

We performed the work described below in accordance with Articles A. 225-1 et seq. of the French Commercial Code, the professional guidance issued by the French Institute of Statutory Auditors (Compagnie Nationale des Commissaires aux Comptes) applicable to such engagement, in particular the professional opinion of the French Institute of Statutory Auditors, *Engagement of Statutory Auditors, Engagement of the Independent Third Party (OTI) – Non-Financial Performance Statement*[1], supplemented by our own procedures given in the appendix to this report, and acting as the verification programme and the international standard ISAE 3000 (revised)[2].

Independence and quality control

Our independence is defined by the provisions of Article L. 821-28 of the French Commercial Code and the French Code of Ethics (Code de déontologie) for statutory auditors. Our firm maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with applicable legal, regulatory and ethical requirements and the professional guidance issued by the French Institute of Statutory Auditors relating to this engagement.

Means and resources

Our work drew upon the expertise of five people. It was conducted between November 2024 and April 2025 over a total period of approximately two working weeks.

We were assisted in our work by our sustainable development and social responsibility experts. We interviewed a dozen people responsible for preparing the Statement.

Nature and scope of our work

We planned and performed our work to address the areas where we identified that a material misstatement of the Information was likely to arise.

We believe that the work carried out, based on our professional judgement, is sufficient to provide a basis for our limited assurance conclusion:

- We have noted the activities of all entities included in the scope of consolidation and the principal risks;
- We assessed the suitability of the criteria of the Guidelines with respect to their relevance, completeness, reliability, neutrality and understandability, with due consideration of industry best practices, where appropriate;
- We verified that the Statement covers each category of information provided for in Article L. 225-102-1 III in respect of social and environmental matters, and includes, where applicable, an explanation for the absence of the information required under Article L. 225-102-1 III, paragraph 2 of the French Commercial Code;
- We have verified that the Statement presents the information required by Article R. 225-105 II where relevant to the principal risks;

1 Professional opinion – CAC's engagement – OTI's engagement – Non-Financial Performance Statement – Updated December 2024
2 ISAE 3000 (revised) - *Assurance engagements other than audits or reviews of historical financial information*

- We verified that the Statement presents the business model and a description of the principal risks related to the activities of all the entities included in the scope of consolidation, including, when relevant and proportional, the risks created by business relationships, products or services and policies, actions and results, including key performance indicators for the principal risks;
- We consulted documentary sources and conducted interviews in order to:
  - assess the process used to identify and confirm the principal risks as well as the consistency of the outcomes, including the key performance indicators used, with respect to the principal risks and the policies presented, and
  - corroborate the qualitative information (measures and outcomes) that we considered to be the most important presented in Appendix 1. Concerning certain risks, our work was carried out on the consolidating entity. For the other risks, our work was carried out on the consolidating entity and on a selection of entities[1].
- We verified that the Statement covers the scope of consolidation, namely all of the entities included in the scope of consolidation, in accordance with Article L. 233-16 of the French Commercial Code;
- We noted the internal control and risk management procedures put in place by the entity and assessed the data gathering process intended to reflect the completeness and truthfulness of the information;
- We implemented the following for the key performance indicators and other quantitative results we deemed most important, as presented in Appendix 1:
  - Analytical procedures to verify the proper consolidation of the data collected and the consistency of any changes in those data;
  - Tests of details, using sampling techniques or other selection methods, in order to verify the proper application of the definitions and procedures and reconcile the data with the supporting documents. This work was carried out for a selection of contributing entities[2] and covered between 28% and 100% of the consolidated data selected for these tests;
- We assessed the overall consistency of the Statement based on our knowledge of all the consolidated entities.

The procedures performed in a limited assurance engagement are less in extent than for a reasonable assurance engagement performed in accordance with the professional guidance issued by the French Institute of Statutory Auditors; a higher level of assurance would have required us to carry out more extensive procedures.

Labège and Paris La Défense, 24 April 2025

KPMG S.A.

Guillaume Salommez

Partner

Raffaele Gambino

ESG expert

1 Respect for human rights and the fight against corruption and tax evasion
2 ACTIA Automotive (France), ACTIA Engineering Services (Tunisia), ACTIA CIPI (Tunisia)

Appendix 1

Qualitative information (actions and results) considered most important
Talent recruitment and retention
Skills management
Employee safety
Fight against absenteeism
Climate change
Vigilance in the fight against pollution
Human rights
Commitments and measures in favour of the fight against corruption and tax evasion

Key performance indicators and other quantitative results deemed most important
Total workforce at 31 December 2024 by gender
Turnover
Percentage of women on the Board of Directors
Percentage of women on the Management Committee
Frequency of occupational accidents with lost working days
Severity of occupational accidents
Number of days of sick leave per employee
Training hours per FTE
Energy consumption per employee
Water consumption per employee
Greenhouse gas emissions related to total energy consumption
Amount of waste generated
Proportion of waste recycled
Share of employees trained in anti-corruption

Appendix 2

Procedures Manual – ESG Centre of Excellence - Part II – NFPS Procedure – Simplified Version - January 2025 – Version 3

This document is a simplified version of the Procedures Manual of KPMG's ESG Centre of Excellence (Part II). The purpose of this NFPS procedure is to describe the methodological approach adopted for verification engagements of non-financial performance statements (NFPS).

The verification programme applicable to these NFPS verification engagements consists of the professional opinion issued by the Compagnie Nationale des Commissaires aux Comptes relating to this engagement ("*Professional Opinion – Non-Financial Performance Statement: Statutory Auditor's Engagement – OTI Engagement"*[1]), supplemented by KPMG's internal procedures (Procedures Manual, Parts I, II, and III), in particular the NFPS procedure (Part II)[2], of which this document is a summary.

This simplified version is available to any stakeholder, upon request (by post or email) to the ESG Centre of Excellence at the headquarters of KPMG ADVISORY.

1. Specific competency criteria for the verification team and the organisation

Auditors involved in NFPS verification engagements must meet the following competency criteria:

- Knowledge of the regulations applicable to the NFPS and its verification[3]
- Familiarity with KPMG's verification methods for non-financial data and the NFPS, including: analysis of reporting procedures, analysis of risks related to non-financial reporting, development of a sampling plan, evaluation of data and information systems components (tools, controls, etc.), assessment of the materiality of inaccuracies, review of NFPS compliance, review of the treatment of mandatory NFPS topics, etc.
- Analytical skills: consolidation reviews, consistency checks, analytical reviews, etc.;
- General CSR knowledge: national and international reference frameworks (e.g., CSRD, ISO 26000, Sustainable Development Goals) and specific ones (e.g., Paris Agreement, SBTi, CSDDD).

Auditors involved in NFPS verification engagements must have completed a qualification process, including training on non-financial information verification and specific NFPS verification requirements, a supervised period under an experienced verifier, and an observation period, after which their ability to perform verifications independently is assessed. This qualification is periodically renewed through a monitoring process, requiring a competency assessment at least every four years.

2. Evidence collection activities in the context of verification

The verification process follows these steps:

- Pre-engagement
- Engagement
- Planning
- Execution of verification
- Review
- Issuance of the verification statement

Evidence collection activities primarily take place during the following phases, as described below.

1 AT CNCC NFPS Version 13 December 2024 available at the following link: Documentation | CNCC
2 The procedures manual consists of the following documents: Part I: General procedure version 14 of September 2024 - Part II: NFPS procedure version 13 of September 2024 - Part III: SAM procedure version 4 of September 2024
3 Order no. 2017-1180 of 19 July 2017 on the publication of non-financial information by certain large companies and certain groups of companies; Decree no. 2017-1265 of 9 August 2017 implementing Order no. 2017-1180 of 19 July 2017 on the disclosure of non-financial information by certain large companies and certain groups of companies; Order of 14 September 2018 amending the Order of 13 May 2013 determining the terms and conditions under which the independent third-party body conducts its engagement; Taxonomy regulations; Articles of the French Commercial Code relating to NFPS verification engagements, ISO 17029 standard; Order no. 2023-1142 transposing the CSRD Directive into French law repeals the legal and regulatory framework of the NFPS.

Site-level data review

Work at the site level includes interviews with contributors of key indicators, document-based data review, potentially an on-site visit, and an oral debrief of our findings. A work program may be sent to the site in advance to specify the scope of the verification work.

Our verification work involves reviewing:

- the reporting organisation, roles and responsibilities, and tools used,
- the correct application of entity definitions,
- internal control systems for the data,
- explanations for data variations compared to the previous year,
- arithmetic verification of indicator calculations,
- relevance and reliability of any alternative estimation methods,
- review of supporting documents on a sampling basis.

The sampling strategy is defined based on the assessed risk level at Group and site levels and the desired assurance level (moderate or reasonable). If errors are detected in the initial sample, tests may be extended to a second sample. During interviews, we may request copies of certain documents.

Following our work, we provide the client with a summary of our findings, such as a report. Any anomalies, limitations, or uncertainties identified are monitored to assess their impact on the reliability of the published data.

Data consolidation review

When NFPS data is consolidated, this work aims to understand the setup for non-financial data consolidation and the controls performed over the indicators. Specifically, the following tasks are carried out:

- Review of the consistency data reported by sites (year-over-year changes, ratio analyses, etc.),
- Review of scope changes,
- Cross-checking of audited site-level data.

Questions identified during the data review may be shared with the Group through a “Q&A” file.

Qualitative information review

The consistency of qualitative assertions deemed material by the verification team is reviewed based on supporting documentation or interviews with the personnel responsible for such information.

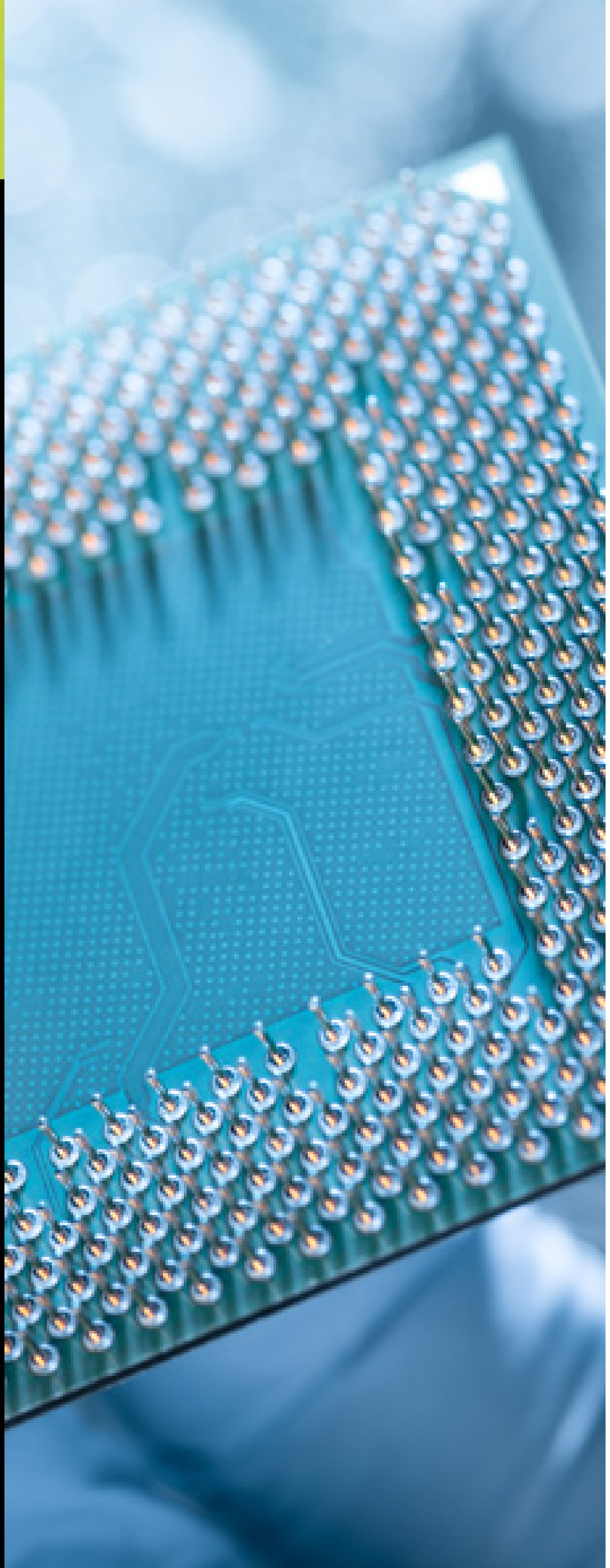
3. Decision and reasoned opinion

The OTI’s report includes a reasoned opinion providing moderate assurance regarding the compliance of the NFPS report with the provisions of Article R. 225-105 of the French Commercial Code and the accuracy of the information provided under points 3° of I and II of the same article.

OTI opinions are drafted based on templates established by the CNCC in the NFPS professional opinion and are reviewed with each update of this opinion. They include the key information required by ISO 17029 (in particular, section 9.7 “Issue of the validation/verification statement”) and other standard disclosures. The OTI’s opinion may include an unqualified conclusion, a qualified conclusion, an adverse conclusion, or a disclaimer of conclusion. Should the verification result in a conclusion other than an unqualified opinion, or should the organisation be unable to issue an OTI report, the Group is informed as early as possible.

The file is submitted to the signing partner(s) for review prior to signature of the OTI opinion. During the review, the partner(s) ensure that the conclusion is appropriate in view of the audit objectives and substantiates the opinion expressed by KPMG.

The OTI may conduct additional work and investigations if facts are discovered after the issuance of the opinion, provided these facts could potentially affect the validity of our conclusions.



7

FINANCIAL STATEMENTS AND SELECTED FINANCIAL INFORMATION

7.1 STATUTORY AUDITORS

- **KPMG S.A.** – Rue Carmin – BP 17610 – 31676 LABEGE Cedex

Appointed at the General Meeting of 28 May 2024, for a term of office of six financial years that will expire at the end of the Annual General Meeting in 2030 called to approve the financial statements for the financial year ending 31 December 2029.

Date of commencement of first term of office: Combined Ordinary and Extraordinary General Meeting of 26 May 2000.

- **BM&A** – 11, rue Laborde – 75008 PARIS

Appointed at the Combined Ordinary and Extraordinary General Meeting of 28 May 2019, for six financial years, this term of office will expire at the end of this General Meeting, during which renewal will be proposed.

Date of commencement of first term of office: Combined Ordinary and Extraordinary General Meeting of 28 May 2019.

7.2 CONSOLIDATED FINANCIAL STATEMENTS

7.2.1 CONSOLIDATED STATEMENT OF FINANCIAL POSITION

Consolidated assets *in €K*	**Notes**	**31/12/2024**	**31/12/2023**
Goodwill	Note 4	25,583	24,148
Development costs	Note 4	51,063	51,849
Other intangible assets	Note 4	5,232	6,066
TOTAL INTANGIBLE ASSETS	**Note 4**	**81,877**	**82,063**
Land	Note 5	3,202	2,778
Buildings	Note 5	33,452	32,751
Technical equipment	Note 5	12,549	14,912
Other tangible assets	Note 5	15,383	13,765
TOTAL TANGIBLE ASSETS	**Note 5**	**64,585**	**64,207**
Equity method investments	Note 6	991	904
Other non-current financial assets	Note 7	1,975	2,188
Deferred taxation	Note 12	14,669	15,428
Non-current tax credit		16,151	14,878
TOTAL NON-CURRENT ASSETS		180,248	179,668
Inventory and work-in-process	Note 8	186,384	200,261
Trade receivables	Note 9	150,749	154,368
Other current receivables	Note 9	22,937	23,824
Current tax credit	Note 9	10,575	12,679
Fair value of financial asset instruments	Note 11.2	2,978	0
Cash and cash equivalents	Note 11.1	71,024	43,577
TOTAL CURRENT ASSETS		444,647	434,710
Assets held for sale	Note 20.1	1,294	0
TOTAL ASSETS		**626,190**	**614,378**

Consolidated Equity Capital and Liabilities *in €K*	**Notes**	**31/12/2024**	**31/12/2023**
Capital	Note 15	15,075	15,075
Premiums	Note 15	17,561	17,561
Reserves	Note 15	105,910	102,715
Translation reserve	Note 15	(4,878)	(4,122)
Treasury shares	Note 15	(162)	(162)
Income for the period	Note 15	13,932	7,516
GROUP COMMON SHAREHOLDERS' EQUITY	**Note 15**	**147,437**	**138,583**
NON-CONTROLLING INTERESTS	**Note 15**	**5,450**	**3,236**
EQUITY	**Note 15**	**152,887**	**141,819**
Borrowings from credit institutions	Note 14	107,680	119,244
Finance lease financial liabilities	Note 14	12,582	14,144
Other financial liabilities	Note 14	8,611	576
TOTAL NON-CURRENT DEBT	**Note 14**	**128,872**	**133,964**
Deferred tax liabilities	Note 12	584	291
Pension liabilities and other long-term benefits	Note 17	7,666	7,988
TOTAL NON-CURRENT LIABILITIES		**137,123**	**142,243**
PROVISIONS	**Note 18**	**10,577**	**6,024**
Borrowings from credit institutions - current share	Note 14	42,737	46,460
Finance lease financial liabilities - current share	Note 14	5,248	6,012
Other financial liabilities - current share	Note 14	3,302	234
Short-term bank borrowings	Note 14	40,979	44,794
Fair value of financial liability instruments	Note 11.2	0	1,091
TOTAL CURRENT DEBT		**92,266**	**98,591**
Suppliers	Note 19	79,298	83,328
Other liabilities	Note 19	123,362	114,392
Corporate taxes (IS)	Note 19	8,258	2,078
Deferred income	Note 19	22,128	25,902
TOTAL CURRENT LIABILITIES		**335,888**	**330,315**
Liabilities held for sale	Note 20.1	292	0
TOTAL EQUITY AND LIABILITIES		**626,190**	**614,378**

7.2.2 CONSOLIDATED INCOME STATEMENT

Consolidated income statement *in €K*	**Notes**	**2024**	**2023**
Income from ordinary activities *(Revenue)*	**Note 22**	**535,124**	**579,322**
Materials and supplies		(264,939)	(317,778)
Personnel costs		(168,394)	(147,242)
External charges		(76,120)	(79,181)
Taxes		(6,931)	(5,709)
Provisions for depreciation	**Note 21**	(27,026)	(27,300)
Changes in stocks of finished goods and work in progress		(3,251)	9,254
Exchange gains / losses on operating activities		1,856	(1,343)
Research tax credit		5,600	5,436
Current operating income	**Note 21**	**(4,082)**	**15,459**
Other operating income and expenses	Note 24	38,082	(79)
Impairment of goodwill	Note 4	(1,742)	0
Operating income	**Note 21**	**32,258**	**15,380**
Income from cash and cash equivalents		4	7
Interest and financial costs	**Note 21**	(8,878)	(7,960)
Other financial income / costs		4,442	2,057
Financial Result	**Note 25**	**(4,432)**	**(5,897)**
Net income Group share equity method consolidated companies	Note 6	114	91
Income tax	Note 23	(9,735)	(893)
NET INCOME FROM CONTINUING OPERATIONS	**NOTE 21**	**18,205**	**8,681**
NET INCOME FROM DISCONTINUED OPERATIONS	**NOTE 20.2**	**0**	**(442)**
INCOME FOR THE PERIOD	**NOTE 21**	**18,205**	**8,239**
· attributable to Group shareholders			
Net income from continuing operations - attributable to Group shareholders		13,932	7,958
Net income from discontinued operations - attributable to Group shareholders		0	(442)
Net profit for the period - attributable to Group shareholders		**13,932**	**7,516**
· non-controlling interests			
Net income from continuing operations - non-controlling interests		4,273	723
Net income from discontinued operations - non-controlling interests		0	0
Net income for the period - non-controlling interests		**4,273**	**723**
Basic and diluted net earnings per share from continuing operations (in €) - Group share		**0.69**	**0.40**
Basic and diluted net earnings per share from discontinued operations (in €) - Group share		**0.00**	**(0.02)**
Basic and diluted earnings per share (in €) - Group share	**Note 16**	**0.69**	**0.37**

7.2.3 CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

Statement of comprehensive income *in €K*	**2024**	**2023**
Income for the period	**18,205**	**8,239**
Items that will not be reclassified to profit or loss	**594**	**(43)**
Defined benefit pension plans – Actuarial differences	783	(59)
Deferred taxation on defined benefit pension plans – Actuarial differences	(190)	16
Items that may subsequently be reclassified to profit or loss	**(573)**	**(490)**
Cumulative translation differences	(573)	(490)
Other comprehensive income, net of tax	**21**	**(533)**
COMPREHENSIVE INCOME FOR THE PERIOD	**18,226**	**7,706**
Attributable:		
· to Group shareholders	13,800	7,008
· to non-controlling interests	4,425	698
Consolidated comprehensive income attributable to Group shareholders and coming from:		
· Continuing operations	13,800	7,450
· Discontinued operations	0	(442)
Consolidated comprehensive income attributable to non-controlling interests and coming from:		
· Continuing operations	4,425	698
· Discontinued operations	0	0

7.2.4 STATEMENT OF CHANGES IN EQUITY

In €K	Capital	Treasury shares	Premiums	Consolidated reserves, retained earnings	Translation reserve	Total attributable to the Group	Non-controlling interests	Total Shareholders' funds
AT 31/12/2022	**15,075**	**(162)**	**17,561**	**105,368**	**(3,660)**	**134,181**	**1,582**	**135,763**
Comprehensive income								
Consolidated income	0	0	0	7,516	0	7,516	723	8,239
Other comprehensive income	0	0	0	(46)	(461)	(508)	(26)	(533)
COMPREHENSIVE INCOME FOR THE PERIOD	**0**	**0**	**0**	**7,469**	**(461)**	**7,008**	**698**	**7,706**
Transactions with shareholders								
Distributions to shareholders	0	0	0	(2,410)	0	(2,410)	(333)	(2,743)
Changes in scope	0	0	0	(64)	0	(64)	1,319	1,255
Other	0	0	0	(133)	0	(133)	(29)	(162)
AT 31/12/2023	**15,075**	**(162)**	**17,561**	**110,231**	**(4,122)**	**138,583**	**3,236**	**141,819**
Comprehensive income								
Consolidated income	0	0	0	13,932	0	13,932	4,273	18,205
Other comprehensive income	0	0	0	569	(701)	(131)	152	21
COMPREHENSIVE INCOME FOR THE PERIOD	**0**	**0**	**0**	**14,501**	**(701)**	**13,800**	**4,425**	**18,226**
Transactions with shareholders								
Distributions to shareholders	0	0	0	(2,412)	0	(2,412)	(373)	(2,784)
Capital increases	0	0	0	0	0	0	9,200	9,200
Minority interests from business combinations	0	0	0	6,088	0	6,088	(6,088)	0
Cross call and put options on minority interests	0	0	0	(8,466)	0	(8,466)	0	(8,466)
Changes in scope	0	0	0	(178)	(55)	(233)	(4,768)	(5,001)
Other	0	0	0	77	0	77	(185)	(108)
AT 31/12/2024	**15,075**	**(162)**	**17,561**	**119,842**	**(4,878)**	**147,437**	**5,450**	**152,887**

7.2.5 CONSOLIDATED CASH FLOW STATEMENT

Consolidated cash flow statement *in €K*	Notes	2024	2023
Income for the period	**1.2.2**	**18,205**	**8,239**
Adjustments for:			
Depreciation and provisions		34,741	21,355
Profit / loss from disposal of assets		(39,713)	3,874
Interest charges	1.2.2	8,878	7,960
Current tax charge (excl. research tax credit)	Note 23	8,628	3,494
Changes to deferred taxation	Note 23	1,107	(2,885)
Research tax credit	1.2.2	(5,600)	(5,436)
Other income / expense		(2,393)	(1,433)
Share of the profit / loss of associates	1.2.2	(114)	(91)
Operating cash flow before changes to working capital requirements		***23,738***	***35,078***
Changes to working capital requirements related to the business		19,871	25,424
Income tax paid (excluding research tax credit)		(2,869)	(2,285)
Research tax credit collected		7,883	4,528
Net cash flow from operating activities		**48,624**	**62,745**
Of which Cash flow from discontinued operating activities	**Note 20.2**	**0**	**(218)**
Capital purchases	Note 4 and 5	(20,418)	(21,752)
Dividends received from associates		27	90
Income from disposal of assets		40,236	85
Changes in loans and advances		114	130
Cash flow from changes in scope	Note 11.3	(2,101)	(5,195)
Net cash flow from investing activities		**17,859**	**(26,642)**
Of which Cash flow from discontinued investment activities	**Note 20.2**	**0**	**(4,913)**
Dividends paid to the owners of the parent company		(2,412)	(2,410)
Dividends paid to non-controlling interests in consolidated companies		(373)	(333)
New borrowings	Note 14	30,545	25,458
Repayment of borrowings	Note 14	(48,068)	(52,932)
Reimbursement of lease liabilities	Note 14	(5,938)	(6,260)
Interest paid		(8,878)	(7,960)
Net cash flow from financing activities		**(35,123)**	**(44,438)**
Of which Cash flow from discontinued financing activities		**0**	**0**
Effect of exchange rate changes		661	60
Cash and cash equivalents - opening balance	Note 11.1	(1,217)	7,058
Cash and cash equivalents - closing balance	Note 11.1	30,804	(1,217)
Changes in cash and cash equivalents		**32,022**	**(8,275)**

7.2.6 NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

Note 1 Information about the Group - Entity presenting the financial statements

ACTIA Group S.A. is domiciled in France. The Company's registered head office is located at 5, Rue Jorge Semprun - 31400 Toulouse. The Company's consolidated financial statements include the Company and its subsidiaries (jointly referred to as the "Group") or ACTIA. The Group's main areas of activity cover high-added-value, electronic on-board systems for the automotive and telecommunications markets.

The consolidated financial statements at 31 December 2024 were approved by the Board of Directors on 27 March 2025 and will be submitted for ratification at the General Meeting of 27 May 2025.

Note 2 Accounting principles

Note 2.1 Basis for the preparation of the financial statements

The accounting methods and means of calculation have been applied in an identical manner for all the periods presented.

The sums stated in these financial statements are expressed in thousands of Euros (€K).

The consolidated interim financial statements have been prepared in accordance with IFRS as published by the IASB and adopted by the European Union. Compliance with these standards includes the definitions and the accounting and valuation methods recommended by IFRS, as well as all the information that they require. The financial statements comply with all mandatory IFRS provisions as at 31 December 2024.

Note 2.2 Use of estimates and judgements

The preparation of financial statements in accordance with IFRS requires management to exercise judgement and make estimates and assumptions that have an impact on the application of the accounting methods and on the value of assets, liabilities, income and expenditure. These underlying estimates and assumptions are made on the basis of past experience and other factors considered to be reasonable in view of the circumstances. They therefore serve as the basis for exercising the judgement needed to determine the book value of certain assets and liabilities that cannot otherwise be determined directly from other sources. The actual value may differ from the estimated value.

These underlying estimates and assumptions are constantly re-examined. The impact of changes to accounting estimates is recognised during the period in which the change occurs if they only affect that period, or in the period in which the change occurs and the subsequent periods if these are also affected by the change.

The main balance sheet line items affected by these estimates are goodwill (see Note 4.2 "Goodwill"), capitalised development costs (see Note 4.3 "Development costs and other intangible assets"), deferred tax assets (see Note 12 "Deferred tax"), Employee Benefits (see Note 17) and provisions (see Note 18).

Note 2.3 Highlights of the period

Against the backdrop of a global economic environment impacted by geopolitical uncertainties and armed conflicts, which deteriorated over the course of the year, ACTIA pursued its strategy to secure the Group's future, in particular to further improve its financial structure and operational performance. After maintaining a plant organisation that was disproportionate to the volume of business (2021-2023), but necessary because of supply difficulties to serve our customers, we had to return to a suitable organisation, while taking account of the crises we had experienced, which would enable us to achieve a level of excellence in digitalisation and robotisation, and to meet the challenges of productivity and safety. Only part of the improvement and organisational work was completed during the year, and will therefore continue in 2025 with further industrial adjustments.

Against this backdrop, ACTIA nonetheless enjoyed a very busy sales year, responding to a large number of calls for tender and scoring some very fine successes, enabling us to continue building for the long term in a highly competitive environment. The price war continued in the electronics sector.

Fuelled by its technological choices and its constant drive for innovation, ACTIA entered into a technological collaboration in 2024 with Ampere, the Renault Group entity dedicated to intelligent electric vehicles, in the field of embedded systems for vehicles. Following the signing of an initial agreement to share software expertise during the first half year, this collaboration was strengthened with the signing of a new agreement allowing Ampere to integrate a dedicated team developed by ACTIA at the end of October 2024. The completion of the second stage of this collaboration testifies to ACTIA's know-how in the field of embedded electronic systems for vehicles, both in terms of its technological expertise and its know-how in supporting and developing skills.

Lastly, in line with the Group's new organisation into four divisions, ACTIA acquired STEEL Electronique within the Aerospace Division, demonstrating its desire to pursue its development in the space sector. STEEL Electronique, a renowned player in the space sector, is thus contributing to the creation of a leading industrial group for the supply of on-board electronics in the fields of Aeronautics, Space and NewSpace, and Telecommunications (ground and embedded space systems). The reorganisation of the Group into four divisions thus highlights the various market trends.

Though the year 2023 was marked by a return to normal supplies of components, which enabled the company to record strong growth in revenue (+15.9%) thanks to the rebuilding of volumes, the downward trends seen at the end of 2023 in certain markets unfortunately amplified and spread to other sectors leading to a 7.6% decline in business in 2024. Despite its solid multi-year contracts, the very sharp drop in business from certain customers could not be offset by the start of production for new contracts or growth in other business areas.

With the downturn in medium- and large-volume markets, the Group's operating profitability was impacted, as fixed costs, particularly for plants, were only partially absorbed by production volumes. Personnel costs were particularly high, which also impacted operating profitability. The sharp rise in this line item is due to several factors:

- The full-year impact of the significant salary increases in 2023, linked to inflationary pressure during the year;
- The cost of terminating employment contracts in connection with the return to a plant organisation more in line with flows (Tunisia);
- The recruitment of the people who made up the team for Ampere and who were no longer part of the workforce on 31 December;
- The arrival of the STEEL Electronique team from 1 June 2024.

Though ACTIA pursued its plan to reduce raw materials inventories, which had been abnormally high since the components crisis of 2021-2022, it did not fully achieve its reduction target (€20 million), as the slowdown in business did not allow the desired level of consumption. Continuing to reduce raw materials inventories therefore remains a priority for 2025.

Structural action on raw materials inventories (-€11.2 million) contributed to the improvement in working capital requirements, despite the deterioration in customer payment terms to 105 days from 99 days at the end of 2023, benefiting from the very favourable impact of deconsolidating factoring and reverse factoring (around twenty days saved). This also led to a deterioration in supplier payment terms to 88 days from 80 days a year earlier.

In a complex year, with the collapse of certain markets, as well as the enhancement of know-how and skills, with the implementation of an in-depth industrial reorganisation while maintaining a significant level of investment to ensure its future, ACTIA has succeeded in pursuing its action to bring its financial ratios back to levels more in line with its characteristics: industrial and innovative. Valuation factors in 2024 played a significant role in achieving a gearing of 98.2% and leverage of 2.43, compared with 132.5% and 4.47, respectively, at the end of 2023. The level reached at 31 December 2024 is exceptionally low.

Note 2.4 Outlook and events after the end of the reporting period

The first few months of 2025 confirm the **trends observed** in 2024, namely a cautious attitude on the part of manufacturer customers, leading to short-term management of demand. As was the case at the end of 2024, the Off-Highway vehicle sector (agricultural machinery, construction machinery) recorded very low volumes, as did the HGV and automotive sectors. However, the diversification of ACTIA's customer portfolio means that we can expect sales volumes to stabilise over the year.

In financial terms, ACTIA had a comfortable gross cash position of €71.0 million at 31 December 2024 and financing capacity (trade receivables and overdraft/cash lines used at 27.6% and 41.1%, respectively) to meet its short-term requirements. It should nonetheless be noted that, depending on the local regulations in force, not all trade receivables can be financed.

In April 2022, the Group sold its Vehicle Inspection business to Muller Bem Automotive, including 30% of the shares in its Czech Republic subsidiary, ACTIA Cz, renamed **ATAL** in the meantime. At the end of 2024, Muller Automotive exercised the option (call option on the balance of the Group's holding, i.e. 60%) entered into under the SPA, resulting in ATAL's exit in February 2025. The impairment loss recognised on ATAL's assets as a result of the sale price being lower than the net book value was recognised in the 2024 financial statements in the amount of €0.9 million under other operating income and expenses. The corresponding assets and liabilities are presented in Assets and liabilities held for sale at 31 December 2024.

ACTIA Railway, a subsidiary of ACTIA Group, whose main site is located in Saint-Georges-de-Luzençon (12), presented a reorganisation project to its Central Works Council on 20 March 2025 to safeguard its competitiveness and ensure the company's long-term future.

Despite a decent level of business in 2024, driven mainly by growth in the rail market targeted by ACTIA Railway, a major business downturn is expected at this site over the next three years. Given this situation and outlook, ACTIA Railway has already put in place a number of measures to limit the expected impact of this substantial decline. Unfortunately, these actions are proving insufficient to ensure the long-term future of the company, whose economic and financial balance is also severely penalised by the excessively high level of certain costs, which hampers its competitiveness. The proposed Employment Protection Plan provides for the loss of 46 jobs. The management of ACTIA Railway and its parent company are measuring the impact of such a project on their teams and on the region. ACTIA Group is committed to deploying reinforced and individualised support measures and, in order to limit forced departures, is planning a Voluntary Departure Plan as well as incentives for internal mobility within the Group and external mobility. This reorganisation project will enable ACTIA Railway to pursue its development strategy in the rail market by reconfiguring its commercial, services and R&D activities to contribute to ACTIA's development strategy in the rail market in France and internationally. The rail business is strategic for ACTIA Group, which aims to develop it by focusing on innovation, R&D capacity and closer customer service. The aim is to find the best economic equation for industrial activities, while ensuring sustainable growth.

In a macro-economic context disrupted by announcements of customs duty hikes, ACTIA is not in a position to measure the impact on its international flows.

The ACTIA Group Board of Directors approved the financial statements on 31 December 2024 according to the going concern principle.

Note 2.5 Changes to IFRS

The new IAS/IFRS texts and interpretations that became effective on 1 January 2024 and have been **applied by the Group** when preparing these consolidated financial statements on 31 December are as follows:

	IASB date of application	EU date of adoption	EU date of application
Amendments to IAS 1: Classification of liabilities as current or non-current	01/01/2024	19/12/2023	01/01/2024
Amendments to IFRS 16: Lease liability in a sale and leaseback	01/01/2024	20/11/2023	01/01/2024
Amendments to IAS 7 – Cash Flow Statements and IFRS 7 – Financial Instruments: Disclosures: supplier financing agreements	01/01/2024	15/05/2024	01/01/2024

The application of these new standards, interpretations and amendments had no significant impact on the Group's consolidated financial statements.

The new IAS/IFRS laws and interpretations passed by the European Union, but **not yet applicable, or applied early by the Group** as of 1 January 2024 are as follows:

	IASB date of application	EU date of adoption	EU date of application
Amendment to IAS 21 "The Effects of Changes in Foreign Exchange Rates" - Lack of Exchangeability.	01/01/2025	12/11/2024	01/01/2025

The Group has chosen not to apply these standards early and does not expect any significant impact on the financial statements as a result of their adoption.

The new IAS/IFRS and interpretations in issue but pending adoption by the European Union and **not yet applicable** are:

	IASB date of application	EU date of adoption	EU date of application
Amendments to classification and measurement of financial instruments - Amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments: Disclosures	01/01/2026	Not yet announced	Not yet announced
Amendments to IFRS 9 and IFRS 7 for nature-dependent electricity contracts	01/01/2026	Not yet announced	Not yet announced
Annual improvements volume 11	01/01/2026	Not yet announced	Not yet announced
IFRS 18 "Presentation and Disclosure in Financial Statements".	01/01/2027	Not yet announced	Not yet announced
IFRS 19 "Subsidiaries without public accountability: disclosures"	01/01/2027	Not yet announced	Not yet announced

Note 2.6 Translation of financial statements of subsidiaries denominated in foreign currencies

The financial statements of foreign companies outside the Eurozone are translated as follows:

- Assets and liabilities, including goodwill and fair-value consolidation adjustments are translated at the exchange rate of the end of the reporting period, except for goodwill items predating the transition date of 1 January 2005;
- Income statement line items are translated at the exchange rate applicable on the transaction dates or, in practice, an approximate rate that in the absence of any major currency fluctuations corresponds to the average rate for the period. For operations in high-inflation countries, the income statement line items of the subsidiary in question must be translated at the applicable rate at the balance sheet date in line with IAS 29 and IFRIC 7;
- Exchange differences are recognised as a separate component of shareholders' equity and do not impact the income statement.

Note 2.7 Translation of foreign currency denominated transactions

Foreign currency transactions are translated into the functional currency of each company at the exchange rate applicable on the transaction date.

Foreign currency liabilities and receivables are translated at the exchange rate applicable on 31 December. Unrealised exchange gains (losses) generated as a result are recognised in the income statement.

In accordance with IAS 21 and IFRIC 16, differences on exchange related to permanent financing which is part of the net investment in a consolidated company are recognised in other comprehensive income, in the conversion reserve. Upon the subsequent disposal of these investments, cumulative translation differences initially recognised in shareholders' equity are recognised in income.

Note 2.8 Non-current assets held for sale and discontinued operations

When the Group expects to recover the value of an asset, or a group of assets, by its sale rather than by its use, this asset is presented separately on the "Assets held for sale" line of the statement of financial position, in accordance with IFRS 5 - Non-current assets held for sale and discontinued operations. Liabilities relating to this asset, if any, are also presented on a separate line of the statement of financial position ("Liabilities relating to assets held for sale"). An asset classified as such is measured at the lower of its carrying amount and its fair value, less costs to sell. Therefore, it is no longer depreciated.

All assets and liabilities related to operations held for sale are presented on a separate line from assets and liabilities, after elimination of intra-group positions.

A discontinued operation is a part of the Group that has either been sold or has been categorised as held for sale and which:

- Represents a separate major line of business or a geographical area of operations;
- Is part of a single coordinated plan to dispose of a separate, major line of business or geographical area of operations; or
- Is an operation acquired exclusively with a view to resale.

An operation is classified as discontinued at the time of actual discontinuance or at an earlier date when the operation meets the criteria to be classified as held for sale. When an operation is classified as a discontinued operation, the income statement and the comparative cash flow statement are restated as if the activity had met the criteria for an operation that was discontinued from the start of the comparative period.

Note 2.9 Business combinations

Business combinations between 1 January 2004 and 31 December 2009 were accounted for in accordance with the previous version of IFRS 3. Business combinations after 1 January 2010 are accounted for in accordance with the revised IFRS 3.

The Group applies the purchase method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the sum of fair values of the assets transferred and the liabilities incurred by the acquirer at the acquisition date and the equity interest issued by the acquirer. The consideration transferred includes contingent consideration, measured and recognised at fair value at the acquisition date.

At the acquisition date, goodwill corresponds to the aggregate of the consideration transferred and the amount of any non-controlling interest in the acquiree minus the net amounts (usually at fair value) of the identifiable assets acquired and the liabilities assumed. Acquisition-related costs are recorded as an incurred expense.

In the case of a step-acquisition that leads to the Group acquiring control of the acquiree, the equity interest previously held by the Group is re-measured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

The initial measurement of goodwill is finalised within a period of twelve months from the acquisition date.

Goodwill is not amortised but tested for impairment annually at the closing date, or more frequently if events or changes in circumstances indicate a potential impairment. The main indicators of impairment used by the Group are as follows:

- Quantified indicators:
  - a 15% decline in revenue or a 30% decline in operating income of a CGU at constant scope and exchange rates,
- Non-quantified indicators:
  - performance significantly below budget forecast,
  - a significant change in the economic, technological, regulatory or political environment in the markets in which the Group operates.

Note 2.10 Liability from a commitment to purchase minority interests without transfer of risks and rewards

The Group may give minority shareholders in some of its subsidiaries the promise to purchase their shareholdings without transferring risks and rewards.

The Group initially records “Other financial liabilities” corresponding to the present value of the estimated price of minority interest buy-out commitments. The counterpart to this liability is recorded as reduction of Shareholders’ equity - Group share.

Minority interests continue to be recognised in shareholders’ equity and a share of the subsidiary’s profit is allocated to them until they are effectively acquired by the Group.

Buy-out commitments are revalued annually, and subsequent changes in these commitments due to changes in estimates or to their discounting are also recognised in shareholders’ equity.

If a buy-out commitment is exercised, the payment made by the Group in this respect extinguishes the liability recognised in respect of this commitment. If the initial consideration for the liability was recognised in full under Shareholders’ equity - Group share, the underlying minority interests are reclassified under Shareholders’ equity - Group share.

If a buy-out commitment is extinguished without being exercised, the corresponding liability is derecognised with a corresponding entry to Shareholders’ equity.

Note 2.11 Tax credits, grants and other public subsidies

ACTIA received government assistance in the form of repayable advances. This form of interest-bearing financing does not fall within the scope of government subsidy management and the criteria of IAS 20. Given the projects financed and the strong likelihood that these advances will be repaid, they are presented in the financial statements under borrowings.

The Group's research and development policy results in the receipt of a research tax credit by the companies established in France. The research tax credit qualifies as a subsidy under IAS 20. It is allocated to a specific income statement line item, impacting operating income: however, the portion of research tax credits that may be allocated to capitalised projects is recognised under deferred income and associated with operating income for the duration of the useful lives of the assets for which it was received.

Grants received able to be allocated to capitalised projects are also accounted for in this manner.

Note 2.12 Assignments of trade receivables

Assignments of trade receivables are derecognised from the balance sheet when:

- The Group transfers the contractual rights to receive cash flows from receivables to the assignee;

Or when:

- The Group retains the contractual rights to receive the cash flows from these receivables, but assumes a contractual obligation to pay these cash flows to the assignee and the assignment contract meets all three of the following conditions:
  - the Group is obliged to pay the assignee only the equivalent of the income from the receivables assigned;
  - the Group is prohibited from selling or pledging the assigned receivables other than to the assignee as security for the payment of cash flows;
  - the Group has an obligation to remit without significant delay any cash flows it collects on behalf of the assignee;
- And the Group transfers virtually all the risks and rewards inherent in the receivables assigned, in particular the credit risk and the risk of late payment.

Note 3 Scope of consolidation

Note 3.1 Consolidation criteria

The financial statements of companies directly or indirectly controlled by ACTIA Group are fully consolidated in the consolidated financial statements. The financial statements of companies in which ACTIA Group has a significant influence are accounted for under the equity method.

All the companies included in the scope of consolidation close their annual accounts on 31 December, with the exception of ACTIA Automotive India Private Limited, which closes its accounts on 31 March.

Note 3.2 Consolidated companies

The following companies are included in the scope of consolidation:

Name	Seat	SIREN or country	% control		Integration method		Business lines	Divisions
			Dec-23	Dec-24	Dec-23	Dec-24		
ACTIA Group	Toulouse	542,080,791	Consolidating company	Consolidating company	Consolidating company	Consolidating company	Holding company	Other
SCI Les Coteaux de Pouvourville	Toulouse	343,074,738	30.00	30.00	M.E.	M.E.	Real estate	Other
ACTIA Automotive	Toulouse	389,187,360	99.99	99.99	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA UK	Newtown	United Kingdom	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA Systems	Getafe Madrid	Spain	100	100	Consolidation	Consolidation	Research and manufacturing of audio and video equipment	Mobility
SCI Los Olivos	Getafe Madrid	Spain	39.99	39.99	M.E.	M.E.	Real estate	Mobility
KARFA	Mexico City	Mexico	90.00	90.00	Consolidation	Consolidation	Administration of holdings	Mobility
ACTIA de Mexico	Mexico City	Mexico	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA do Brasil	Porto Alegre	Brazil	99.58	99.58	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ATAL [2]	Tabor	Czech Republic	59.98	59.98	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA Italia	Torino	Italy	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA 3E	Le Bourget du Lac	381,805,514	99.93	99.93	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA IME Gmbh	Braunschweig	Germany	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA Corp.	Elkhart - Indiana	USA	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA Electronics	Romulus - Michigan	USA	100	100	Consolidation	Consolidation	Electronics manufacturing	Mobility
ACTIA Polska	Piaseczno	Poland	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
CIPI ACTIA	Tunis	Tunisia	65.80	65.80	Consolidation	Consolidation	Electronics manufacturing	Mobility
ACTIA China	Shanghaï	China	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA Nordic	Linköping	Sweden	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
ACTIA EMS Sweden	Linköping	Sweden	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Aerospace
ACTIA Tunisie	Tunis	Tunisia	96.96	96.96	Consolidation	Consolidation	Electronics manufacturing	Mobility
ACTIA Japan	Tokyo	Japan	100	100	Consolidation	Consolidation	Marketing, sales and technical support	Mobility
ACTIA Automotive India Private Limited [1]	Delhi	India	-	100	-	Consolidation	Electronics research & manufacturing	Mobility
ACTIA Telematics Services	Naninne	Belgium	100	100	Consolidation	Consolidation	Electronics research & design	Mobility
ACTIA Africa	Tunis	Tunisia	99.77	99.77	Consolidation	Consolidation	Marketing, sales and technical support	Mobility
ACTIA Railway	Toulouse	953,522,158	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Mobility
SCI Sodimob	St Georges de Luzençon	419,464,490	98	98	Consolidation	Consolidation	Real estate	Mobility
SCI de l'Oratoire	Colomiers	345,291,405	100	100	Consolidation	Consolidation	Real estate	Mobility
ACTIA Aerospace	Toulouse	699,800,306	100	85	Consolidation	Consolidation	Electronics research & manufacturing	Aerospace
Steel Electronique [1]	Martres-Tolosane	410,604,805	-	100	-	Consolidation	Electronics research & manufacturing	Aerospace
ACTIA Energy	Toulouse	953,516,085	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Energy
ACTIA Engineering Services [3]	Tunis	Tunisia	73.33	93.33	Consolidation	Consolidation	Electronics research & design	Engineering
ACTIA Engineering Services Holding [1]	Toulouse	978,308,310	-	100	-	Consolidation	Holding company	Engineering
ACTIA Engineering Services France [1]	Toulouse	981,857,535	-	100	-	Consolidation	Electronics research & design	Engineering
ACTIA PCs	Maisons-Alfort	384,018,263	100	100	Consolidation	Consolidation	Electronics research & manufacturing	Engineering

1) Companies consolidated during the year 2) Company consolidated under IFRS 5 at 31 December 2024 (Note 20) 3) Purchase of non-controlling interests

Note 4 Intangible assets

Note 4.1 Changes in intangible assets

The gross amounts of intangible fixed assets changed as follows:

- In 2024:

In €K	01/01/2024	Changes in scope	Cumulative translation differences	Acquisitions (Transfers)	Disposals and other reductions	IFRS 5	31/12/2024
Goodwill	25,402	3,176	0	0	0	0	28,578
Development costs	149,865	0	(884)	11,762	(3,106)	0	157,638
Other intangible assets	17,374	219	(20)	3,928	80	(4)	21,576
Other intangible assets in progress	3,431	0	(103)	(2,630)	0	0	698
TOTAL	**196,072**	**3,395**	**(1,007)**	**13,060**	**(3,026)**	**(4)**	**208,489**
o.w. right-of-use							
Other intangible assets	4,496	0	0	(1,272)	0	0	3,224
Other intangible assets in progress	0	0	0	0	0	0	0

In accordance with IFRS 5 - Non-current assets held for sale and discontinued operations, the intangible assets of ATAL linked to the sale of the Vehicle Inspection & Garage Equipment activity were reclassified as of 31 December 2024 (Note 20 “Assets and liabilities held for sale”).

- In 2023:

In €K	01/01/2023	Changes in scope	Cumulative translation differences	Acquisitions (Transfers)	Disposals and other reductions	IFRS 5	31/12/2023
Goodwill	25,402	0	0	0	0	0	25,402
Development costs	136,378	(83)	(79)	16,923	(3,274)	0	149,865
Other intangible assets	13,013	(85)	14	4,513	(85)	5	17,374
Other intangible assets in progress	2,886	0	24	522	(2)	0	3,431
TOTAL	**177,678**	**(168)**	**(40)**	**21,957**	**(3,361)**	**5**	**196,072**
o.w. right-of-use							
Other intangible assets	513	0	0	4,061	(77)	0	4,496
Other intangible assets in progress	0	0	0	0	0	0	0

No intangible asset within ACTIA Group is subject to a pledge or other encumbrance.

Amortisation and impairment charges were as follows:

- In 2024:

In €K	01/01/2024	Changes in scope	Cumulative translation differences	Provisions	Reversals	IFRS 5	31/12/2024
Goodwill	1,254	0	0	1,742	0	0	2,996
Development costs	98,016	0	(425)	11,417	(2,434)	0	106,574
Other intangible assets	14,738	210	(24)	2,121	(0)	(4)	17,042
TOTAL	**114,009**	**210**	**(449)**	**15,280**	**(2,434)**	**(4)**	**126,612**
o.w. right-of-use							
Other intangible assets	3,280	0	0	(56)	0	0	3,224

At 31 December 2024, there was no impairment loss, except goodwill impairment losses for ACTIA Nordic and ACTIA PCs (see Note 4.2: “Goodwill” in the notes to the consolidated financial statements.

- In 2023:

In €K	01/01/2023	Changes in scope	Cumulative translation differences	Provisions	Reversals	IFRS 5	31/12/2023
Goodwill	1,254	0	0	0	0	0	1,254
Development costs	90,181	(83)	(27)	11,240	(3,295)	0	98,016
Other intangible assets	11,538	(79)	16	3,270	(12)	5	14,738
TOTAL	**102,973**	**(162)**	**(10)**	**14,510**	**(3,307)**	**5**	**114,009**
o.w. right-of-use							
Other intangible assets	513	0	0	2,768	0	0	3,280

Impairment of €404,000 was recorded at 31 December 2023.

Net carrying amounts:

- In 2024:

In €K	01/01/2024	Changes in scope	Cumulative translation differences	Net acquisitions (Disposals)	IFRS 5	31/12/2024
Goodwill	24,148	3,176	0	(1,742)	0	25,583
Development costs	51,849	0	(460)	(326)	0	51,063
Other intangible assets	2,636	9	4	1,886	0	4,534
Other intangible assets in progress	3,430	0	(103)	(2,630)	0	697
TOTAL	**82,063**	**3,185**	**(559)**	**(2,813)**	**0**	**81,877**
o.w. right-of-use						
Other intangible assets	1,216	0	0	(1,216)	0	(0)
Other intangible assets in progress	0	0	0	0	0	0

- In 2023:

In €K	01/01/2023	Changes in scope	Cumulative translation differences	Net acquisitions (Disposals)	IFRS 5	31/12/2023
Goodwill	24,148	0	0	0	0	24,148
Development costs	46,197	0	(53)	5,705	0	51,849
Other intangible assets	1,475	(6)	(2)	1,169	0	2,636
Other intangible assets in progress	2,886	0	24	521	(2)	3,430
TOTAL	**74,705**	**(6)**	**(30)**	**7,395**	**(2)**	**82,063**
o.w. right-of-use						
Other intangible assets	0	0	0	1,216	0	1,216
Other intangible assets in progress	0	0	0	0	0	0

Note 4.2 Goodwill

At the end of 2024, the carrying amounts of **goodwill** were as follows:

In €K	Country	Net balance sheet amounts at 31/12/2024	Net balance sheet amounts at 31/12/2023
ACTIA Corp.	USA	7,501	7,501
ACTIA Aerospace	France	6,850	6,850
STEEL Electronique	France	3,176	0
ACTIA Energy	France	3,174	3,174
ACTIA Telematics Services	Belgium	2,480	2,480
ACTIA Railway	France	1,391	1,391
ACTIA Nordic	Sweden	0	1,351
CIPI ACTIA	Tunisia	922	922
ACTIA PCs	France	0	390
SODIMOB	France	88	88
TOTAL		**25,583**	**24,148**

On 23 May 2024, the Group completed its merger with STEEL Electronique by paying €2.3 million and through a share swap transaction for the remaining shares to be acquired. As a result, ACTIA Aerospace holds 100% of STEEL Electronique's shares and DIADEM Industries (former shareholder of STEEL Electronique) holds 15% of ACTIA Aerospace's capital. This acquisition gave rise to the recognition of goodwill of €3.2 million.

The parties have also signed cross put and call option contracts for ACTIA Group's potential buyback of the ACTIA Aerospace shares currently held by DIADEM Industries. The current value of this buy-back commitment has been recognised under Other financial liabilities (see Note 14: "Financial liabilities" in the notes to the consolidated accounts) with a corresponding entry to shareholders' equity for the amount of €8.5 million.

The acquisition of STEEL Electronique resulted in the recognition of goodwill of €3.2 million, calculated as follows:

In €K	IFRS 3 fair value
Total non-current assets	2,808
Total current assets	10,784
Total non-current liabilities	1,930
Total current liabilities	3,339
Total fair value of net assets acquired	**8,324**
Cost of shares	11,500
Goodwill	**3,176**

Annual **impairment tests** are performed on goodwill.

This test covers a specific asset or a cash generating unit (CGU) or a group of CGUs. A CGU is the smallest identifiable group of assets generating cash inflows that are largely independent of the cash inflows from other assets or groups of assets.

Goodwill is allocated to one CGU. The CGU for goodwill is generally that of the entity originally acquired.

The impairment test is intended to compare the carrying amount of the asset or CGU group with its recoverable amount. The recoverable amount is the greater of:

- The fair value less selling costs;
- The value in use, this being the present value of the future cash flows likely to flow from the asset or CGU. Future cash flows are determined from four-year budgets for the CGU or CGU groups in question, approved by Group management. The terminal value, calculated on the basis of projected budgets, includes a perpetual growth rate. The discount rates (WACC) are determined by using in particular a risk-free rate for the geographic region in question, plus a specific risk premium for the assets in question.

Where the carrying amount exceeds the recoverable amount, an impairment loss is recognised in the income statement under the line item “goodwill impairment”. Impairment in a CGU is firstly allocated to goodwill and then to the other assets of the CGU in proportion to their carrying amounts.

Impairment losses recognised in respect of goodwill are never reversed.

In accordance with IAS 36, impairment tests are conducted for all goodwill by applying the discounted cash flow method to the business plans of the relevant CGUs.

The discount rates used for these impairment tests are presented below:

	2024		2023	
In €K	Europe	USA	Europe	USA
Mobility Division	between 9.6 % and 10.6 % (1)	between 9.5% and 10.5%	between 8.6 % and 9.6 % (1)	between 10.5% and 11.5%
Aerospace Division	between 9.5% and 10.5%		between 9.3% and 10.3%	
Energy Division	between 9.1% and 10.1%	-	between 9.3% and 10.3%	-

(1): CIPI-ACTIA (Tunisia): between 16.0% and 17.5%.

The perpetuity growth rate ranges between 1% and 2% for all impairment tests conducted in Europe, and 1% for the Americas.

At 31 December 2024, the Group recognised a goodwill impairment loss of €390,000 for ACTIA PCs and €1,351,000 for ACTIA Nordic, as a result of changes in expected cash flows from the two CGUs and the sensitivity analyses carried out.

Based on these tests applied to the reasonable cash flow forecast scenarios and including the analysis of the sensitivity of amounts to changes in assumptions and the parameters used, no other impairment was identified.

The items used to assess the most significant values tested (UGT ACTIA Aerospace and ACTIA Corp.) are presented below:

The goodwill of ACTIA Aerospace and ACTIA Corp was allocated to a CGU consisting of all the operating assets of both the companies.

The recoverable amount represents the value in use of the CGU. It was determined on the basis of the following assumptions:

- Cash **flow forecasts** prepared by management taking into account changes in sales, based on an assessment of the order book and reasonable assumptions for winning new business via calls for tender for the subsequent four years and the expected change in the working capital requirement.

The other parameters used are listed below:

- The level of annual replacement capital expenditure;
- Management calculates these assumptions on the basis of its experience as well as prior results;
- The period covered by these cash flow forecasts is four years (2025 to 2028).

	ACTIA Aerospace	ACTIA Corp.
Discount rate	9.9%	10.3%
Average annual revenue growth rate for the implicit time-frame	4.7%	16.5%
Perpetuity growth rate	2%	1%

- The analyses of the sensitivity of the value of goodwill to changes in assumptions about forecast operating flows and the discount rate do not reveal any risks.

To date, impairment losses on goodwill amount to €2,995,000 and correspond to:

- A goodwill impairment loss for ACTIA Polska: €224,000 (recognised in 2008);
- a goodwill impairment loss for ACTIA Telecom: €1 million (€500,000 recognised in 2009 and €500,000 in 2012);
- a goodwill impairment loss for KARFA: €30,000 (recognised in 2015).
- A goodwill impairment loss for ACTIA Nordic: €1,351,000
- A goodwill impairment loss for ACTIA PCs: €390,000

Note 4.3 Development costs and other intangible assets

Other intangible assets are presented in the balance sheet at acquisition or production cost, less cumulative amortisation and impairment losses. They are recognised as assets if they are controlled by the Group, if they generate future economic benefits for the Group and meet the identification criteria below:

- They are separable from the entity (possibility of sale, transfer, disposal, etc.) individually or together with another asset/liability, or
- They stem from contractual or other legal rights.

The various types of intangible assets identifiable in the Group include development costs and patents and brands.

Except for development costs, the other intangible assets are amortised on a straight-line basis calculated over their useful lives of three to seven years.

Development costs

An intangible asset resulting from a development phase is recognised in assets if and only if the following criteria are satisfied:

- It is technically feasible to complete the intangible asset so that it will be available for use or sale;
- The entity must intend to complete the intangible asset and use or sell it;
- It must be able to use or sell the intangible asset;
- It must know how the intangible asset will generate probable future economic benefits. Among other things, the entity must be able to demonstrate the existence of a market for the output of the intangible asset or the intangible asset itself or, if it is to be used internally, the usefulness of the intangible asset;
- Adequate technical, financial and other resources must be available to complete the development and to use or sell the intangible asset, and
- It must be possible to reliably measure the expenditure attributable to the intangible asset during its development.

The cost of this internally generated intangible asset includes all expenses necessary to create, produce and prepare the non-current asset to be exploited as planned by the Group.

Other development costs are expensed as they arise.

No intangible asset arising from research is recognised as an asset. Research costs are expensed as they arise.

The amortisation of development costs reflects the expected rate at which economic benefits will be obtained from the asset. The methods used are straight-line amortisation or unit of production. The useful lives depend on the assets in question. They run from three to five years.

The useful lives are reviewed at each balance sheet date. There are no intangible assets for which the useful life is considered indefinite.

The **main intangible assets** added in the last two financial years are presented in the table below:

In €K	**2024**	**2023**
Development costs		
Mobility Division	8,375	10,415
Aerospace Division	300	21
Energy Division	2,961	2,164
TOTAL	**11,636**	**12,600**
Other intangible assets		
Mobility Division	831	694
Aerospace Division	587	698
Energy Division	577	0
Engineering Services Division	56	0
Other Divisions	0	87
TOTAL	**2,050**	**1,479**

The table below summarises the changes in the total research and development expenditure:

In €K	2024	2023 adjusted[1]
Mobility Division	**64,523**	**70,756**
o.w. Cost of research commissioned by customers	26,425	29,571
Non-current assets	8,375	10,433
Period expenses	29,723	30,752
Aerospace Division	**8,858**	**9,389**
o.w. Cost of research commissioned by customers	4,438	7,764
Non-current assets	300	19
Period expenses	4,120	2,261
Energy Division	**5,894**	**4,404**
o.w. Cost of research commissioned by customers	991	649
Non-current assets	2,961	2,148
Period expenses	1,942	952
Engineering Services Division	**16,117**	**12,184**
o.w. Cost of research commissioned by customers	16,060	12,002
Non-current assets	0	0
Period expenses	57	181
Total	**95,392**	**96,734**
Amortisation of capitalised development costs not included in the total expenditure calculation	11,417	11,078

The Mobility division accounts for the majority of R&D, with ACTIA Automotive (France) contributing 58.8% (57.0% in 2023), ACTIA IME (Germany) 8.0% (6.8% in 2023) and ACTIA Nordic (Sweden) 13.9% (17.0% in 2023).

The Energy and Aerospace Divisions also carry out R&D work.

It should be noted that the Design office in Tunisia, ACTIA Engineering Services, works both for customers outside the Group and for internal requirements. As the charge relating to customers outside the Group is billed in full, it was not recognised in R&D expenditure until the Group's organisation was structured into four divisions (01/01/2024).

1 R&D for 2023 was adjusted to improve the comparability of expenditure by division as a result of the Group's new organisation.

The Group's R&D investment policy is structured around five major strategic priorities:

- **New vehicle architectures**: this concerns light vehicles, trucks, as well as construction and agricultural machinery, in a shift towards the concept of *software-defined vehicles:*
  - **Embedded electronics**: development of zonal computers and high-performance central computers;
  - **Software**: designing advanced software solutions to drive these new architectures.
- **Diagnostics**: an increasingly critical challenge to keep up with the growing complexity of modern vehicles.
- **Passenger information and video surveillance**: deployment of solutions in the rail and bus & coach sectors, covering Intercity, regional, metro and tram networks.
- **Intelligent management of electricity distribution networks**: in collaboration with major players such as Enedis or RTE, around the challenges of distribution, protection, supervision and remote metering, in a context of increasing digitisation of infrastructures.
- **On-board electronics for space**: development and/or industrialisation of computers for new satellite constellations and development of communications ground stations.

In each of these areas, ACTIA must anticipate the emergence of new products and integrate the most advanced technologies, while ensuring compliance with increasingly demanding international standards and maintaining perfect cost control.

In addition, ACTIA supports its customers in their international development and is committed to identifying new opportunities for export growth.

The Group operates in 17 countries and incurs considerable R&D expenditure. Over the past five years, these expenses have averaged approximately 17.0% of consolidated revenue. This proactive policy generates inflows for France in the form of significant research tax credits and grants (€5.5 million for 2024, compared to €7.1 million in 2023).

In 2024, total R&D expenditure represented 17.8% of Group revenue, compared to 16.7% in 2023. ACTIA thus demonstrated its determination to maintain a high level of innovation, with R&D expenditure stable at €95.4 million in 2024. This expenditure essentially covers the needs of multi-year customer programmes.

The level of R&D expenditure incurred in ACTIA's income statement, after adjusting for the portion charged to customers, government subsidies and time lags (fixed assets/depreciation), accounted for 7.5% of revenue in 2024, as opposed to 6.7% in 2023. The customer chargeback rate was 50.2 % in 2024 compared to 51.7 % in 2023.

Note 5 Tangible assets

Items of property plant and equipment are recognised as assets at acquisition cost less cumulative depreciation and impairment losses. The Group has chosen the cost model as the measurement method.

Cost components include:

- The purchase price, including import duties and non-refundable purchase taxes less trade discounts and rebates*;*
- The costs directly attributable to transferring and commissioning the asset and;
- If applicable, the initial estimate of the costs of dismantling and removing the item and restoring the site.

When material components of items of property, plant and equipment can be determined and they have different useful lives and depreciation methods, they are recognised by component as separate items of property, plant and equipment.

The Group recognises the replacement cost of a component of an item of property, plant or equipment in the carrying amount of that asset when the cost is incurred, if it is likely that the future economic benefits associated with this asset will flow to the Group and its cost can be reliably measured. All ordinary upkeep and maintenance costs are expensed when incurred.

ACTIA has identified three components of buildings:

- The structure: 40-year useful life;
- Interior work: 20-year useful life.
- Fixtures and fittings: 10-year useful life.

The breakdown of some buildings with a very specific structure (glass cladding, etc.) has been adjusted so that the useful lives indicated correspond to the actual life of the property.

The depreciable amount is systematically allocated over the useful life of the asset. Depreciation is calculated on a straight-line basis and the useful lives applied by the Group are as follows:

- Technical installations, equipment, tooling: over 6 to 10 years;
- Other property, plant and equipment: over 3 to 10 years.

The useful lives are reviewed at each balance sheet date.

The Group has not determined any material residual value for its property, plant and equipment.

Note 5.1 Changes in tangible assets

Gross amounts of property, plant and equipment changed as follows:

- In 2024:

In €K	01/01/2024	Changes in scope	Cumulative translation differences	Acquisitions (Transfers)	Disposals and other reductions	IFRS 5	31/12/2024
Land	2,791	88	65	301	0	(11)	3,234
Buildings	64,165	2,089	898	2,875	(10)	(730)	69,289
Technical equipment Facilities and tools	84,661	1,392	697	3,997	(1,837)	(478)	88,431
Other items of property, plant and equipment	40,824	748	203	4,585	(1,297)	0	45,063
Total	**192,441**	**4,317**	**1,863**	**11,757**	**(3,144)**	**(1,218)**	**206,017**
o.w. right-of-use							
Land	260	0	0	0	0	0	260
Buildings	30,091	0	67	3,310	(1,085)	0	32,384
Technical equipment Facilities and tools	19,164	0	(2)	987	(570)	0	19,580
Other items of property, plant and equipment	11,501	0	(68)	1,368	(1,068)	0	11,733

In accordance with IFRS 5 - Non-current assets held for sale and discontinued operations, the tangible assets of ATAL linked to the sale of the Vehicle Inspection & Garage Equipment activity were reclassified as of 31 December 2024 (Note 20 "Assets and liabilities held for sale").

- In 2023:

In €K	01/01/2023	Changes in scope	Cumulative translation differences	Acquisitions (Transfers)	Disposals and other reductions	IFRS 5	31/12/2023
Land	2,813	0	(33)	0	0	11	2,791
Buildings	64,285	0	(673)	(31)	(243)	828	64,165
Technical equipment Facilities and tools	84,913	(357)	(469)	96	8	470	84,661
Other items of property, plant and equipment	37,779	(162)	(139)	4,022	(676)	0	40,824
TOTAL	**189,789**	**(519)**	**(1,313)**	**4,087**	**(911)**	**1,309**	**192,441**
o.w. right-of-use							
Land	260	0	0	0	0	0	260
Buildings	31,159	0	(199)	2,087	(3,021)	66	30,091
Technical equipment Facilities and tools	23,356	0 0	(3)	225	(4,414)	0	19,164
Other items of property, plant and equipment	12,120	0	(4)	1,391	(2,007)	0	11,501

Amortisation was as follows:

- In 2024:

In €K	01/01/2024	Changes in scope	Cumulative translation differences	Provisions	Reversals	IFRS 5	31/12/2024
Land	13	18	0	0	0	0	32
Buildings	31,414	186	427	4,357	0	(547)	35,837
Technical equipment Facilities and tools	69,748	948	533	6,924	(1,885)	(386)	75,883
Other items of property, plant and equipment	27,059	376	146	2,765	(666)	0	29,680
TOTAL	**128,234**	**1,528**	**1,106**	**14,047**	**(2,551)**	**(932)**	**141,432**
o.w. right-of-use							
Land	13	0	0	0	0	0	13
Buildings	18,277	0	28	2,550	0	0	20,855
Technical equipment Facilities and tools	17,277	0	(4)	2,293	(1,800)	0	17,766
Other items of property, plant and equipment	7,981	0	(28)	989	(218)	0	8,724

- In 2023:

In €K	01/01/2023	Changes in scope	Cumulative translation differences	Provisions	Reversals	IFRS 5	31/12/2023
Land	13	0	0	0	0	0	13
Buildings	27,528	0	(223)	3,752	(200)	556	31,414
Technical equipment Facilities and tools	68,485	(172)	(313)	1,505	(94)	338	69,748
Other items of property, plant and equipment	26,282	(47)	(78)	1,530	(627)	0	27,059
TOTAL	**122,309**	**(220)**	**(615)**	**6,788**	**(922)**	**895**	**128,234**
o.w. right-of-use							
Land	13	0	0	0	0	0	13
Buildings	17,775	0	(36)	715	(200)	22	18,277
Technical equipment Facilities and tools	19,293	0	(1)	(2,015)	0	0	17,277
Other items of property, plant and equipment	8,693	0	4	(472)	(244)	0	7,981

Net carrying amounts:

- In 2024:

In €K	01/01/2024	Changes in scope	Cumulative translation differences	Net acquisitions (Disposals)	IFRS 5	31/12/2024
Land	2,778	70	65	300	(11)	3,202
Buildings	32,751	1,903	471	(1,491)	(183)	33,452
Technical equipment Facilities and tools	14,912	443	164	(2,879)	(92)	12,549
Other items of property, plant and equipment	13,765	372	57	1,189	0	15,383
TOTAL	**64,207**	**2,788**	**757**	**(2,882)**	**(286)**	**64,585**
o.w. right-of-use						
Land	247	0	0	0	0	247
Buildings	11,726	0	39	(237)	0	11,528
Technical equipment Facilities and tools	1,887	0	2	(75)	0	1,814
Other items of property, plant and equipment	3,520	0	(40)	(471)	0	3,010

◎ In 2023:

In €K	01/01/2023	Changes in scope	Cumulative translation differences	Net acquisitions (Disposals)	IFRS 5	31/12/2023
Land	2,799	0	(33)	0	11	2,778
Buildings	36,756	0	(449)	(3,827)	271	32,751
Technical equipment Facilities and tools	16,428	(184)	(156)	(1,307)	132	14,912
Other items of property, plant and equipment	11,497	(115)	(60)	2,444	0	13,765
TOTAL	**67,480**	**(299)**	**(699)**	**(2,690)**	**414**	**64,207**
o.w. right-of-use						
Land	247	0	0	0	0	247
Buildings	13,383	0	(163)	(1,450)	(44)	11,726
Technical equipment Facilities and tools	4,063	0	(2)	(2,174)	0	1,887
Other items of property, plant and equipment	3,427	0	(8)	100	0	3,519

Property, plant and equipment used as collateral are listed in Note 28: "Off-balance-sheet commitments and encumbered assets" in the notes to the consolidated financial statements.

The main acquisitions relate to:

In €K	**2024**	**2023**
Land		
Mobility Division	0	0
Aerospace Division	0	0
Energy Division	0	0
Engineering Services Division	301	0
SUB-TOTAL	**301**	**0**
Buildings		
Mobility Division	3,321	2,315
Aerospace Division	194	78
Energy Division	102	18
Engineering Services Division	125	80
Other (incl. Holding company)	228	3
SUB-TOTAL	**3,969**	**2,493**
Technical equipment		
Mobility Division	2,199	2,287
Aerospace Division	309	46
Energy Division	14	2
Engineering Services Division	81	180
SUB-TOTAL	**2,603**	**2,515**
Other tangible assets		
Mobility Division	3,803	3,895
Aerospace Division	455	643
Energy Division	25	224
Engineering Services Division	1,525	2,427
Other (incl. Holding company)	0	36
SUB-TOTAL	**5,808**	**7,225**
TOTAL	**12,681**	**12,233**

The Other property, plant and equipment item includes construction and renovation work not yet delivered on the close date.

Note 5.2 Depreciation of tangible assets

Where there are indications of impairment, an impairment test of the other assets is systematically performed.

Impairment losses recognised in respect of other assets may be reversed where there has been a change in the estimates used to determine the recoverable amount. The carrying amount of an asset that has been increased due to reversal of impairment may not exceed the carrying amount that would have existed, net of depreciation or amortisation, if no impairment loss had been recognised.

In the event of an impairment loss on an asset or CGU, an impairment is systematically recognised. It is allocated to the "Depreciation and amortisation expense" line item in the income statement, which is accordingly renamed "Depreciation and amortisation expense and impairment loss." As of 31 December 2024, no provisions for impairment of property, plant and equipment had been recognised.

Note 6 Equity method investments

In €K	Value of securities		Share of net income	
	31/12/2024	31/12/2023	31/12/2024	31/12/2023
SCI Los Olivos	418	407	11	6
SCI Les Coteaux de Pouvourville	573	497	103	85
Total	**991**	**904**	**114**	**91**

After the investor's interest is reduced to zero, additional losses are recognised by a provision (liability) only to such extent that the investor has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture. (See Note 18: "Provisions" in the notes to the consolidated financial statements.

Financial information on the investments in associates (equity method) is set out below:

- At 31 December 2024:

In €K	Total Assets	Debt	Revenue	Income
SCI Los Olivos	2,299	1,206	181	27
SCI Les Coteaux de Pouvourville	6,207	3,702	1,093	327

- At 31 December 2023:

In €K	Total Assets	Debt	Revenue	Income
SCI Los Olivos	2,398	1,332	180	14
SCI Les Coteaux de Pouvourville	6,482	4,286	1,029	278

Note 7 Other non-current financial assets

	31/12/2024			31/12/2023		
In €K	**Gross**	**Depreciation**	**Net**	**Gross**	**Depreciation**	**Net**
Non-consolidated fixed securities	375	(205)	**171**	514	(270)	**244**
Receivables on non-consolidated investments	82	(72)	**10**	77	(72)	**6**
Deposits and guarantees	1,765	0	**1,765**	1,901	0	**1,901**
Loans and miscellaneous	29	0	**29**	38	0	**38**
TOTAL	**2,251**	**(276)**	**1,975**	**2,530**	**(342)**	**2,188**

In 2024, financial assets generated €549,000 in income, included in the income statement under "Other financial income", compared with €299,000 in 2023.

Note 8 Stocks and work in progress

Inventory costs include:

- Purchase cost: purchase price and related expenses;
- Conversion costs: labour and indirect production costs;
- Other costs: included in inventory costs only if incurred to bring the inventories to their current location and condition.

Inventories of services in process are measured at the cost of production, labour and other personnel expenses directly incurred to provide the service.

Inventory costs are determined according to the weighted average cost method.

Inventories are measured at the lower of cost and net realisable value, this being the estimated selling price in the normal course of business less estimated completion and selling costs.

The net realisable value of stocks was as follows:

In €K	**31/12/2024**	**31/12/2023**
Raw materials	83,686	94,847
R&D costs pursuant to the execution of contracts	43,492	43,694
Intermediate and finished products	44,574	46,198
Goods	14,633	15,522
Total	**186,384**	**200,261**

Changes in inventories in 2024 are set out below:

In €K	Gross	Depreciation	Net
At 31/12/2023	**211,514**	**(11,253)**	**200,261**
Change over the period	(14,317)	0	(14,317)
Net depreciation	0	(1,223)	(1,223)
Changes in scope	3,343	(688)	2,655
Effect of exchange rates	(53)	(62)	(115)
IFRS 5	(877)	0	(877)
AT 31/12/2024	**199,611**	**(13,226)**	**186,384**

Scrapped inventories amounted to €1,547,000, compared with €4,850,000 in 2023. These assets were depreciated by €1,237,000.

The gross value of inventory decreased by €15.2 million during 2024 (before changes in scope) compared to a €9.6 million decrease during 2023. The breakdown of these changes is presented below:

In €K	2024	2023
Raw materials	(10,320)	(20,827)
R&D costs pursuant to the execution of contracts	(147)	(4,032)
Intermediate and finished products	(3,772)	9,009
Goods	(1,008)	6,204

Pledged inventories are set out in Note 28 “Off-balance-sheet commitments and encumbered assets” in the notes to the consolidated financial statements.

Note 9 Trade receivables, Other current receivables and Current tax credit

Trade and other accounts receivable are measured at fair value upon initial recognition then at amortised cost less the amount of expected credit losses.

Where there are objective indications of impairment, the amount of the loss recognised is the difference between the carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate of the asset.

The details of **Trade receivables** are given in the following table:

In €K	Net value at 31/12/2023	Changes over the period	Depreciation / reversals	Changes in scope	Effect of exchange rates	IFRS 5	Net value at 31/12/2024
Trade receivables	154,368	(4,873)	243	1,000	118	(107)	150,749

Receivables assignment programmes are in place within the Group (reverse factoring and non-recourse factoring) at ACTIA Automotive, ACTIA Aerospace, ACTIA Railway, ACTIA Energy, ACTIA Italia, ACTIA Nordic, ACTIA Systems, ACTIA de Mexico and ACTIA do Brasil.

The Group analysed the main characteristics of these programmes. With regard to derecognised receivables, the Group concluded that almost all the risks and rewards associated with the assigned receivables have been transferred to the assignees.

On 31 December 2024, the total amount used by the Group (reverse factoring and factoring) was €57.5 million, including €42.9 million in derecognised non-recourse factoring, €5.3 million in non-derecognised non-recourse factoring and €9.3 million in derecognised reverse factoring.

At 31 December 2023, the total amount used was €48.5 million, including €35.9 million in derecognised non-recourse factoring, €4.1 million in derecognised non-recourse factoring and €8.5 million in derecognised reverse factoring.

At 31 December 2024, the schedule for gross trade receivables not yet due and past due (aged balance) was as follows:

In €K	Not yet due	Past due by 0 to 30 days	Past due by 31 to 60 days	Past due by 61 to 90 days	Past due by more than 91 days	Total trade receivables (Gross)
Gross at 31/12/2024	120,547	12,231	6,749	4,419	11,524	**155,470**
Gross at 31/12/2023	128,916	9,851	5,092	3,747	11,683	**159,288**

No **significant losses for bad** debt were recognised in 2024, as in 2023.

The details of **Other current receivables and Tax credit** are given in the following table:

In €K	Net value at 31/12/2023	Changes over the period	Depreciation / reversals	Changes in scope	Effect of exchange rates	IFRS 5	Net value at 31/12/2024
Pre-payments	4,008	1,003	0	34	(113)	(21)	4,911
Social security receivables	246	7	0	(10)	3	(0)	246
VAT claims	5,649	483	0	(98)	26	0	6,061
Accrued charges	3,156	132	0	26	16	(1)	3,330
Other receivables	10,764	(2,301)	(27)	0	(47)	0	8,390
Other current receivables	**23,824**	**(675)**	**(27)**	**(48)**	**(115)**	**(22)**	**22,937**
Tax receivables	2,700	753	0	339	(77)	(18)	3,697
Research tax credit	9,980	(3,101)	0	0	0	0	6,878
Current tax credit	**12,679**	**(2,348)**	**0**	**339**	**(77)**	**(18)**	**10,575**

Note 10 Other contractual assets / liabilities and order book

Note 10.1 Other contractual assets and liabilities

As part of the application of the IFRS 15 “Revenue from contracts with customers”, for any given contract, the cumulative sum of revenues recognised in exchange for all the contractual service obligations, after deduction of the payments received and the trade receivables accounted for separately, are presented below under the headings contractual assets or contractual liabilities, if the balance is negative.

Contractual assets and liabilities are shown under Trade receivables, Other liabilities and Deferred income in the Consolidated statement of financial position.

Any provisions for onerous contracts, known as forecast losses, are excluded from these balances and presented under provisions for liabilities and charges.

In €K	At 31/12/2024	At 31/12/2023
Contractual assets	33,292	28,204
Contractual liabilities	(31,548)	(16,375)

Note 10.2 Order book

The Group applies IFRS 15, "Revenue from contracts with customers", which introduces the concept of an order book ("revenue remaining to be recognised for service obligations not yet completed or partially completed on the close date").

Therefore, the total order book for the Group stood at €406,469,000 at 31 December 2024, of which 75.8% was expected to generate revenues within one year, compared with 74.3% at 31 December 2023.

The order book is defined as follows:

- Firm notified contracts, including R&D and/or products;
- Non-firm contracts:
  - R&D orders secured by a firm financing clause;
  - delivery schedules communicated by the customer for the product part;
  - forecast delivery schedules under multi-year contracts.
- Services: firm subscriptions.

In €K	At 31/12/2024	At 31/12/2023
Order book	406,469	467,303

Note 11 Cash, cash equivalents and financial instruments at fair value through profit and loss

Note 11.1 Cash and cash equivalents

Cash is comprised of the sums available in bank accounts at the balance sheet date. Instantly repayable bank overdrafts constitute a component of cash and cash equivalents for cash flow statement purposes.

Cash equivalents are very liquid short-term investments comprised of marketable securities readily convertible into a known amount of cash and subject to an insignificant risk of a change in value. They are recognised at the market value at the balance sheet date, with the investment bonus recognised in income.

These items changed as follows:

In €K	31/12/2024	31/12/2023	Change
Cash equivalents	82	92	(10)
Cash	70,943	43,486	27,457
Cash and cash equivalents	**71,024**	**43,577**	**27,447**
Short-term bank borrowings	**(40,979)**	**(44,794)**	**3,815**
Total	**30,045**	**(1,217)**	**31,262**
Cash, cash equivalents and short-term bank borrowings presented in the Assets/Liabilities held for sale lines	**760**	**0**	**760**
Cash and cash equivalents at closing presented in the Cash flow statement	**30,804**	**(1,217)**	**32,022**

ACTIA sells marketable securities at year-end, which are accordingly recorded under income as definitive capital gains.

Note 11.2 Financial instruments at fair value through profit and loss

ACTIA uses derivative financial instruments to hedge its exposure to foreign exchange risks. In accordance with its treasury management policy, the Group neither holds nor issues derivatives for trading purposes. However, derivatives not satisfying the hedge accounting criteria are treated as speculative.

Because the applicable criteria were not met for the periods presented, (hedging of future flows - cash flow hedge), hedge accounting was not applied. Currency risk hedging instruments were measured and recognised at fair value.

Note that the purpose of these tools is to secure the cost of acquisition of US Dollars necessary to buy components at a reasonable price secured with respect to the significant market fluctuations.

Currency hedging instruments break down as follows:

In currency	Maximum amount remaining to be acquired at 31/12/2024	Maturity
Currency purchases		
Futures contract EUR / USD	$2,550,000	< 1 year
Futures contract EUR / USD	$1,050,000	< 2 years
EUR/USD Accumulator	$79,053,047	< 1 year
EUR/USD Accumulator	$48,733,548	< 2 years
Total	**$131,386,595**	

ACTIA recognises these currency hedging instruments at fair value through profit and loss under “Other financial income” and “Other financial expenses.”

Note that the Group carried out Dollar purchases of $69.0 million compared with $98.3 million in 2023. The purchases are hedged via financial instruments or, to a lesser extent, via natural hedges.

Details of the impact of this accounting treatment on earnings are set out below:

	31/12/2024		31/12/2023	
In €K	Fair value	Impact	Fair value	Impact
Financial instruments ASSETS (LIABILITIES)				
EUR/USD Hedges	2,978	4,069	(1,091)	2,078
Total	**2,978**	**4,069**	**(1,091)**	**2,078**

Note 11.3 Reconciliation of cash flow from changes in scope

The net cash acquired/divested in connection with changes in the scope of consolidation is explained in the table below:

In €K	31/12/2024
Purchase of minority interests in ACTIA Engineering Services	(5,000)
Acquisition of STEEL Electronique	3,698
Other	(799)
CASH FLOW FROM CHANGES IN THE SCOPE OF CONSOLIDATION PRESENTED IN THE CASH FLOW STATEMENT	**(2,101)**

Note 12 Deferred taxation

Deferred taxes stem in particular from:

- Tax-loss carryforwards;
- Temporary differences that may exist between the consolidation amount and the tax base of certain assets and liabilities.

In line with the balance sheet liability method, deferred tax is measured on the basis of the tax rates and regulations adopted or substantially adopted at the balance sheet date.

Tax liabilities of a company may under certain conditions be reduced by the amount of deferred tax losses that may be reasonably allocated as a reverse entry and deferred taxes on deductible temporary differences.

Deferred tax assets are recognised when their recovery is likely. Tax losses or timing differences must be applied to future taxable income, within the limits that may apply under French law. Deferred tax assets are written down where the availability of sufficient taxable profit ceases to be likely.

Use of tax loss carryforwards is capped and in accordance with our business plans. ACTIA works with four- and five-year budgets. Consequently, unused tax losses for which no deferred tax asset was recognised amounted to €66.3 million compared with €48.5 million at 31 December 2023. The potential tax gain represented €16.0 million, compared with €12.2 million at 31 December 2023. These tax losses do not expire, except in Tunisia where tax losses can be carried forward for 5 financial years following the year in which they were recognised.

Pursuant to IAS 12, deferred tax assets and liabilities are not discounted. They are presented in the balance sheet according to the case as non-current assets and liabilities.

In €K	31/12/2024	31/12/2023
Tax assets recognised under:		
Timing differences	6,640	4,731
Of which provision for pension benefits	1,405	1,426
Of which profits on stocks	681	644
Of which other adjustments	4,555	2,661
Losses carried forward	8,029	10,697
Net total tax assets	**14,669**	**15,428**
Tax liabilities recognised under:		
Deferred tax liabilities	584	291
Net total tax liabilities	**584**	**291**
Net total deferred tax assets and liabilities	**14,085**	**15,137**

Note 13 Financial assets and liabilities

The various financial instrument categories are held-to-maturity assets, loans and receivables issued by the Company, financial assets and liabilities at fair value through profit or loss and other financial liabilities.

Loans and receivables issued by the Company

After their initial recognition, they are carried at amortised cost using the effective interest rate method and an impairment may be recognised depending on the valuation of expected credit losses.

Derecognition of financial assets from the financial statements is dependent on the transfer of the risks and rewards inherent in the asset, as well as the transfer of control over it. Accordingly, discounted bills not yet due and the Dailly-type factored receivables for guarantee purposes are carried in “Accounts receivable.”

Financial assets and liabilities at fair value through profit or loss

Purchases and sales of financial assets at fair value through profit or loss are recognised at the transaction date.

Marketable securities are recognised at their market value on the date of closing.

Other liabilities (interest-bearing loans and borrowings)

After their initial recognition, they are recognised using the effective interest rate method.

Investment securities

The Group has holdings in companies without having significant influence or control. The IFRS 9 standard offers the irreversible option, at the first accounting date for each instrument, of classifying them at fair value through non-transferable equity. In this case, unrealised profits or losses are not transferred to income in the event of disposal. If there is no active market, and the fair value cannot be determined reliably using alternative methods, they are kept in the balance sheet at amortised cost.

Hybrid financial instruments

The Group may also issue convertible bonds and share warrants. These hybrid financial instruments are broken down into debt and shareholders’ equity components.

Derivatives

They are described in detail in Note 11.2: “Financial instruments at fair value through profit and loss.”

Transfer of financial asset instruments

The Group derecognises a financial asset when the contractual rights to receive cash flows generated by it expire, or when it transfers the rights to receive these contractual cash flows through a transaction in which substantially all the risks and rewards of ownership of the financial asset are transferred, or when it neither retains nor transfers substantially all the risks and rewards of ownership and no longer retains control of the transferred asset. Any interest created or retained by the Group in derecognised financial assets is recognised separately as an asset or liability.

Otherwise, receivables are maintained as balance sheet assets and the Group continues to bear the risk of debtor default. The sum paid by the bank is recognised in cash with an offset for the bank debt in liabilities. This debt and the receivable are only eliminated from the balance sheet where the debtor has settled its debt with the financial institution. Expenses incurred are recognised as a deduction from debt, which is measured using the amortised cost method at the effective interest rate.

The Group distinguishes between three categories of financial instruments according to the consequences of their characteristics in terms of their valuation method, and uses this classification to present some of the types of information required by the standard IFRS 13:

- Level 1 “market price:” financial instruments quoted on an active market;
- Level 2 “model with observable inputs:” financial instruments valued using valuation techniques based on observable inputs;
- Level 3 “model with unobservable inputs.”

Note 13.1 Financial assets

The following table presents the carrying value of financial assets:

In €K	31/12/2024				31/12/2023			
	Amortised cost	Financial assets at fair value through profit and loss	Financial assets at fair value through OCI	Consolidated Group accounts (*)	Amortised cost	Financial assets at fair value through profit and loss	Financial assets at fair value through OCI	Consolidated Group accounts (*)
Non-current assets								
Non-current financial assets	1,975	0	0	**1,975**	2,188	0	0	**2,188**
Non-current research tax credit	16,151	0	0	**16,151**	14,878	0	0	**14,878**
Current assets								
Trade receivables	150,749	0	0	**150,749**	154,368	0	0	**154,368**
Other current receivables	22,937	0	0	**22,937**	23,824	0	0	**23,824**
Current tax credit	10,575	0	0	**10,575**	12,679	0	0	**12,679**
Financial instruments	0	2,978	0	**2,978**	0	0	0	**0**
Cash equivalents	0	82	0	**82**	0	92	0	**92**
Cash	70,943	0	0	**70,943**	43,486	0	0	**43,486**
Total	**273,329**	**3,059**	**0**	**276,388**	**251,423**	**92**	**0**	**251,514**

(*) Fair value is identical to the value recognised in the consolidated accounts for all financial assets.

At 31 December 2024, financial assets measured at fair value were classified as follows:

In €K	Level 1 market value	Level 2 With observable inputs	Level 3 With unobservable inputs
Financial instruments	0	2,978	0
Cash equivalents	82	0	0
TOTAL	**82**	**2,978**	**0**

Note 13.2 Financial liabilities

The following table presents the carrying value of financial liabilities:

In €K	31/12/2024 Financial liabilities at amortised cost	31/12/2024 Financial liabilities at fair value through profit and loss	31/12/2024 Financial liabilities at fair value through equity capital	31/12/2024 Consolidated Group accounts (*)	31/12/2023 Financial liabilities at amortised cost	31/12/2023 Financial liabilities at fair value through profit and loss	31/12/2023 Consolidated Group accounts (*)
Non-current liabilities							
Bond issues	18,833	0	0	**18,833**	19,667	0	**19,667**
Borrowings from credit institutions	88,846	0	0	**88,846**	99,577	0	**99,577**
Other financial liabilities	1,943	460	6,208	**8,611**	399	176	**576**
Debt – lease financing	12,582	0	0	**12,582**	14,144	0	**14,144**
Current liabilities							
Short-term debt	89,665	343	2,258	**92,266**	96,866	633	**97,499**
Financial instruments	0	0	0	**0**	0	1,091	**1,091**
Suppliers	79,298	0	0	**79,298**	83,328	0	**83,328**
Other liabilities	123,362	0	0	**123,362**	114,392	0	**114,392**
Corporate taxes (IS)	8,258	0	0	**8,258**	2,078	0	**2,078**
Total	**422,786**	**804**	**8,466**	**432,056**	**430,452**	**1,901**	**432,353**

(*) Fair value is close to the value recognised in the consolidated accounts for financial liabilities.

At 31 December 2024, financial liabilities measured at fair value were classified as follows:

In €K	Level 1 market value	Level 2 With observable inputs	Level 3 With unobservable inputs
Non-current liabilities			
Miscellaneous liabilities	0	0	6,668
Current liabilities			
Short-term debt	0	0	2,601
Financial instruments	0	0	0
TOTAL	**0**	**0**	**9,270**

Note 14 Financial liabilities

Financial liabilities by type and by maturity break down as follows:

	31/12/2024				31/12/2023			
In €K	< 1 year	From 1 to 5 years	> 5 years	Total	< 1 year	From 1 to 5 years	> 5 years	Total
Bond issues	833	833	18,000	**19,667**	4,583	1,667	18,000	**24,250**
Borrowings from credit institutions	41,904	82,699	6,147	**130,750**	41,876	93,088	6,489	**141,454**
Miscellaneous liabilities	3,302	8,525	86	**11,913**	234	499	77	**810**
Rental-related financial liabilities (*)	5,248	10,743	1,839	**17,830**	6,012	11,530	2,614	**20,156**
Short-term bank borrowings and overdrafts	40,979	0	0	**40,979**	44,794	0	0	**44,794**
Total	**92,266**	**102,800**	**26,073**	**221,139**	**97,499**	**106,784**	**27,180**	**231,463**

(*) See Note 7.4.4 "Property, plant and equipment" in "Information about the issuer".

Changes in financial liabilities in 2024 are set out below:

		Monetary changes		Non-monetary changes					
In €K	01/01/2024	New borrowings	Repayments of borrowings	Changes in scope	IFRS 16	Change in fair value	Cumulative translation differences	Other	31/12/2024
Bond issues	**24,250**	0	(4,583)	0	0	0	0	0	**19,667**
Borrowings from credit institutions	**141,454**	30,403	(43,052)	1,963	0	0	(19)	0	**130,750**
Miscellaneous liabilities	**810**	141	(334)	0	0	(4)	0	11,299	**11,913**
Debt – lease financing	**20,156**	0	(5,938)	0	3,614	0	(3)	0	**17,830**
Short-term bank borrowings and overdrafts	**44,794**	0	(3,700)	0	0	0	(115)	0	**40,979**
Total	**231,464**	**30,545**	**(57,607)**	**1,963**	**3,614**	**(4)**	**(137)**	**11,299**	**221,139**

Changes in financial liabilities in 2023 are set out below:

In €K	01/01/2023	Monetary changes		Non-monetary changes					31/12/2023
		New borrowings	Repayment of borrowings	Changes in scope	IFRS 16	Change in fair value	Cumulative translation differences	Other	
Bond issues	**28,833**	0	(4,583)	0	0	0	0	0	**24,250**
Borrowings from credit institutions	**163,902**	25,122	(47,641)	0	0	0	94	(24)	**141,454**
Miscellaneous liabilities	**1,448**	336	(494)	(452)	0	35	(8)	(55)	**810**
Debt – lease financing	**21,275**	0	(6,260)	0	5,325	0	(184)	0	**20,156**
Short-term bank borrowings and overdrafts	**41,637**	0	3,202	0	0	0	(53)	9	**44,794**
Total	**257,096**	**25,458**	**(55,776)**	**(452)**	**5,325**	**35**	**(151)**	**(69)**	**231,464**

At 31 December 2024, the schedule for financial liabilities, including interest not yet accrued, breaks down as follows:

In €K	< 1 year		From 1 to 5 years		> 5 years		Total		
	Nominal	Interest	Nominal	Interest	Nominal	Interest	Nominal	Interest	Nominal + Interest
Bond issues	833	1,048	833	3,989	18,000	990	**19,667**	**6,028**	**25,694**
Borrowings from credit institutions	41,904	3,008	82,699	5,494	6,147	192	**130,750**	**8,694**	**139,444**
Miscellaneous liabilities	3,302	0	8,525	0	86	0	**11,913**	**0**	**11,913**
Debt – lease financing	5,248	152	10,743	298	1,839	44	**17,830**	**494**	**18,324**
Short-term bank borrowings and overdrafts	40,979	1,442	0	0	0	0	**40,979**	**1,442**	**42,421**
Total	**92,266**	**5,650**	**102,800**	**9,781**	**26,073**	**1,227**	**221,139**	**16,658**	**237,796**

At 31 December 2023, the schedule for financial liabilities, including interest not yet accrued, breaks down as follows:

	< 1 year		From 1 to 5 years		> 5 years		Total		
In €K	Nominal	Interest	Nominal	Interest	Nominal	Interest	Nominal	Interest	Nominal + Interest
Bond issues	4,583	1,190	1,667	4,048	18,000	990	**24,250**	**6,228**	**30,478**
Borrowings from credit institutions	41,876	2,348	93,088	4,595	6,489	226	**141,454**	**7,169**	**148,623**
Miscellaneous liabilities	234	0	499	0	77	0	**810**	**0**	**810**
Debt – lease financing	6,012	129	11,530	245	2,614	55	**20,156**	**429**	**20,585**
Short-term bank borrowings and overdrafts	44,794	1,861	0	0	0	0	**44,794**	**1,861**	**46,656**
TOTAL	**97,499**	**5,529**	**106,784**	**8,887**	**27,180**	**1,272**	**231,463**	**15,687**	**247,151**

At 31 December 2024, financial liabilities by currency break down as follows:

In €K	EUR	USD	Other	Total
Bond issues	19,667	0	0	**19,667**
Borrowings from credit institutions	130,563	0	187	**130,750**
Miscellaneous liabilities	11,913	0	0	**11,913**
Debt – lease financing	10,374	19	7,436	**17,830**
Short-term bank borrowings and overdrafts	39,365	0	1,614	**40,979**
Total	**211,882**	**19**	**9,237**	**221,139**

At 31 December 2023, financial liabilities by currency break down as follows:

In €K	EUR	USD	Other	Total
Bond issues	24,250	0	0	**24,250**
Borrowings from credit institutions	141,454	0	0	**141,454**
Miscellaneous liabilities	810	0	0	**810**
Debt – lease financing	12,750	36	7,370	**20,156**
Short-term bank borrowings and overdrafts	42,204	1,302	1,288	**44,794**
TOTAL	**221,468**	**1,338**	**8,657**	**231,463**

Bank lines of credit and overdrafts are generally granted for one year and are renewable mid-period. They are impacted by the proportion of accounts receivable financing (Dailly-type factored receivables, bills discounted not yet due and other factoring) amounting to €5.3 million at 31 December 2024, compared with €4.1 million at 31 December 2023 and other government-related receivables financing (CIR) amounting to €10.0 million compared with €13.2 million at 31 December 2023.

The ratio of net debt to equity, or gearing, breaks down as follows:

In €K	31/12/2024	31/12/2023
Bond issues	19,667	24,250
Borrowings from credit institutions	130,750	141,454
Miscellaneous liabilities	11,913	810
Debt – lease financing	17,830	20,156
Short-term bank borrowings and overdrafts	40,979	44,794
Sub-total A	**221,139**	**231,463**
Cash equivalents	82	92
Cash	70,943	43,486
Sub-total B	**71,024**	**43,577**
Total net debt = A - B	**150,114**	**187,886**
Total equity	**152,887**	**141,819**
Gearing ratio	**98.2%**	**132.5%**

The gearing ratio, adjusted for the impact of the financing of trade receivables and the Research (CIR) tax credits was as follows:

In €K	31/12/2024	31/12/2023
Bond issues	19,667	24,250
Borrowings from credit institutions	130,750	141,454
Miscellaneous liabilities	11,913	810
Debt – lease financing	17,830	20,156
Short-term bank borrowings and overdrafts	40,979	44,794
- Financing of trade receivables	(5,261)	(4,147)
- CIR	(9,979)	(13,213)
Sub-total A	**205,899**	**214,104**
Cash equivalents	82	92
Cash	70,943	43,486
Sub-total B	**71,024**	**43,577**
Total net debt = A - B	**134,874**	**170,527**
Total equity	**152,887**	**141,819**
Gearing ratio	**88.2%**	**120.2%**

The breakdown between fixed and variable rate debt was as follows:

In €K	31/12/2024			31/12/2023		
	Fixed rate	Variable rate	Total	Fixed rate	Variable rate	Total
Bond issues	19,667	0	**19,667**	24,250	0	**24,250**
Borrowings from credit institutions	129,871	879	**130,750**	140,730	723	**141,454**
Miscellaneous liabilities	11,913	0	**11,913**	810	0	**810**
Debt – lease financing	17,097	733	**17,830**	19,853	303	**20,156**
Short-term bank borrowings and overdrafts	2,350	38,629	**40,979**	4,890	39,904	**44,794**
Total	**180,897**	**40,241**	**221,139**	**190,533**	**40,930**	**231,463**
Percentage breakdown	81.8%	18.2%	**100.0%**	82.3%	17.7%	**100.0%**

All covenants on the borrowings and bank credit lines must be verified annually at the end of each period. They apply to 13.9% of borrowings, or €30.7 million.

The favourable trend in debt meant that last year we were able to comply with the gearing covenant on all loans at 31 December 2024. It improved from 132.5% to 98.2%.

The leverage covenant could be met for all loans at 31 December 2024. It improved from 4.47 to 2.43.

Detailed information on these covenants at 31 December 2024 is presented below:

Debt subject to a covenant				Covenant		Respected [3]		Reclassification under current borrowings [4]	
Level [1]	**Year of inception**	**Balance at 31/12/2024** in €K	**Final maturity**	**Ratios**	**Basis of calculation [2]**	Year-end 2023	**Year-end 2024**	Year-end 2023	**Year-end 2024**
L	2017	1,667	Nov 2026	Net debt to EBITDA < 4.0	CA AG	B	R	0	0
L	2019	68	Feb 2025	Net debt to equity ≤ 1.20	CA AG	B	R	0	0
				Net debt to EBITDA ≤ 4.00	CA AG	B	R		
L	2019	127	May 2025	Net debt to equity ≤ 1.20	CA AG	B	R	0	0
				Net financial expense to EBITDA < 30%	CA AG	R	R		
				Net debt to EBITDA ≤ 4.50	CA AG	R	R		
L	2019	127	May 2025	Net debt to equity ≤ 1.20	CA AG	B	R	0	0
				Net financial expense to EBITDA < 30%	CA AG	R	R		
				Net debt to EBITDA ≤ 4.50	CA AG	R	R		
L	2020	102	Jan 2026	Net debt to equity ≤ 1.20	CA AG	B	R	0	0
				Net financial expense to EBITDA < 30%	CA AG	R	R		
				Net debt to EBITDA ≤ 4.50	CA AG	R	R		
L	2020	102	Dec. 2025	Net debt to equity ≤ 1.20	CA AG	B	R	0	0
				Net financial expense to EBITDA < 30%	CA AG	R	R		
				Net debt to EBITDA ≤ 4.50	CA AG	R	R		
L	2022	1,451	August 2027	Net debt to EBITDA < 4.50	CA AG	R	R	0	0
L	2022	18,000	April 2030	Net debt to EBITDA ≤ 5	CA AG	R	R	0	0
				Net debt to equity ≤ 5	CA AG	R	R		
L	2022	290	August 2027	Net debt to EBITDA < 4.50	CA AG	R	R	0	0
L	2023	2,312	Sept. 2028	Net debt to EBITDA ≤ 4.50	CA AG	R	R	0	0
L	2023	1,631	Dec. 2028	Net debt to equity ≤ 1.20	CA AG	B	R	0	0
				Net debt to EBITDA ≤ 4.50	CA AG	R	R		
L	2024	1,477	Jan 2030	Net debt to equity ≤ 1.20	CA AG	N/A	R	0	0
L	2024	2,864	Sept. 2029	Net debt to EBITDA ≤ 4.00	CA AG	N/A	R	0	0
L	2024	492	Jan 2030	Net debt to equity ≤ 1.20	CA AG	N/A	R	0	0
Total		**30,710**						**0**	**0**

4. L = Loan O = Overdraft

5. CC AG = ACTIA Group Consolidated Financial Statements

6. R = Respected B = Breached

7. Long-term portion of debt reclassified under "Current financial liabilities"

The guarantees given for borrowings and financial liabilities are listed in Note 28 "Off-balance-sheet commitments and encumbered assets" in the notes to the consolidated financial statements.

In connection with the loan agreements obtained by the Group, certain banks include in these agreements general provisions relating to the right to use assets or obtain new loans and, sometimes, a requirement to maintain the composition of the capital, with any changes requiring prior information of the partners.

Note 15 Equity

Note 15.1 Share capital management

Ordinary shares, excluding own shares held in treasury (see Note 15.3 "Treasury shares" in the notes to the consolidated financial statements) are recognised in shareholders' equity.

The Group regularly monitors changes to its debt to shareholders' equity ratio.

At present, there is no Group Savings Plan (Plan d'Epargne Groupe, or "PEG") or International Group Savings Plan (Plan d'Epargne Groupe International, or "PEGI") within ACTIA Group.

In addition, shares held in registered form for more than four years carry double voting rights (see Article 11 of the Articles of Association "Rights and obligations related to ordinary shares - Voting").

The Group's main objective in terms of share capital management is to maintain a balance between shareholders' equity and debt.

To maintain or adjust the structure of its capital, the Group can propose dividend distributions to shareholders or carry out new capital increases.

The main ratios used by the Group to manage its equity are the debt ratio (gearing) and EBITDA (leverage).

Capital management goals, policies and procedures remain unchanged.

Information about the share buyback programme is provided in Note 3.7 "Treasury shares" in the notes to the separate financial statements.

Note 15.2 Composition of the capital

The breakdown of the changes in numbers of shares over the period is as follows:

In units	31/12/2023	Capital increase	31/12/2024
ACTIA Group shares - ISIN FR 0000076655	20,099,941	**None**	**20,099,941**

At 31 December 2024, the share capital consisted of 7,827,058 shares with single voting rights, 12,272,883 shares with double voting rights and 17,733 treasury shares with no voting rights. There are 12,427,561 registered shares and 7,657,976 bearer shares.

There are no preferred dividend stock or preference shares within ACTIA Group S.A.

The nominal value of a share is €0.75.

Described in detail in Note 10.2 "Draft resolutions" in the Information on the Combined Ordinary and Extraordinary General Meeting, a dividend distribution of €0.12 per share will be proposed at the General Meeting to be held on 27 May 2025.

Note 15.3 Treasury shares

The treasury shares held by the Group are deducted from shareholders' equity. No gain or loss is recognised in the income statement upon the purchase, sale or cancellation of treasury shares. The consideration paid or received in these transactions is recognised directly in shareholders' equity.

Note 16 Earnings per share

Note 16.1 Basic earnings per share

Basic earnings per share are calculated using the income attributable to the Group divided by the weighted average number of shares in circulation in the period, less treasury shares.

The calculation of basic earnings per share at 31 December 2024 was conducted on the basis of the income attributable to the Group, the details of which are given in the following table:

In euros	31/12/2024	31/12/2023
NET INCOME FROM CONTINUING OPERATIONS	**13,931,671**	**7,957,972**
NET INCOME FROM DISCONTINUED OPERATIONS	**0**	**(442,275)**
INCOME FOR THE PERIOD	**13,931,671**	**7,515,697**
Weighted average number of shares		
Shares issued as at 1 January	20,099,941	20,099,941
Treasury shares held at the end of the period	(3,329)	(3,328)
Weighted average number of shares	**20,096,612**	**20,096,613**
BASIC NET EARNINGS PER SHARE FROM CONTINUING OPERATIONS (IN €) - GROUP SHARE	**0.69**	**0.40**
BASIC NET EARNINGS PER SHARE FROM DISCONTINUED OPERATIONS (IN €) - GROUP SHARE	**0.00**	**(0.02)**
BASIC EARNINGS PER SHARE (IN €) - GROUP SHARE	**0.69**	**0.37**

Note 16.2 Diluted earnings per share

Diluted earnings per share take into account all arrangements that could grant the holder the right to buy ordinary shares known as dilutive potential ordinary shares.

The calculation of diluted earnings per share at 31 December 2024 was conducted on the basis of the consolidated income for the period attributable to Group shareholders. No corrections have been made to this amount. The weighted average number of potential ordinary shares that may be created for the period totalled 20,096,612. The details of the calculations are shown in the following table:

In euros	31/12/2024	31/12/2023
NET INCOME FROM CONTINUING OPERATIONS	**13,931,671**	**7,957,972**
NET INCOME FROM DISCONTINUED OPERATIONS	**0**	**(442,275)**
INCOME FOR THE PERIOD	**13,931,671**	**7,515,697**
Weighted average number of shares		
Weighted average number of ordinary shares	20,096,612	20,096,613
Effect of stock option plans	0	0
Weighted average number of diluted shares	**20,096,612**	**20,096,613**
DILUTED NET EARNINGS PER SHARE FROM CONTINUING OPERATIONS (IN €) - GROUP SHARE	**0.69**	**0.40**
DILUTED NET EARNINGS PER SHARE FROM DISCONTINUED OPERATIONS (IN €) - GROUP SHARE	**0.00**	**(0.02)**
DILUTED EARNINGS PER SHARE (IN €) - GROUP SHARE	**0.69**	**0.37**

Note 17 Personnel benefits

Short-term benefits are recognised in personnel expenses for the period.

Long-term benefits involve:

- Defined-contribution plans: the Group's liabilities are limited to paying periodic contributions to external bodies. The expense is recognised in the period under the "Personnel expenses" line item;
- Defined-benefit plans: these are retirement benefits provided for using the projected unit credit method taking into account demographic factors (staff turnover and mortality tables) and financial variables (wage increases). The discount rate used is that of investment grade bonds (i.e. rated "AA"). When there does not exist an active market for these bonds, the rate of government bonds is used. Actuarial gains and losses are recognised in Other Comprehensive Income (OCI);
- Other long-term benefits: provisions are recorded for these benefits as they vest for the employees in question. The amount of the liability is measured using the projected unit credit method. Changes in fair value of obligations relating to other long-term benefits are recognised under net income of the period in which they occur.

In line with IAS 19, Employee Benefits, the pension provision recognised in balance sheet shareholders' equity and liabilities is designed to show the pension benefit vested for staff members at period-end. A provision is recorded for the full amount of pension benefit obligations, which are not covered by dedicated assets.

In 2024, provisions for pension and other long-term benefits changed as follows:

Pension liabilities and other long-term benefits in €K	**France**	**Tunisia**	**Germany**	**Italy**	**Total**
Commitments at 31/12/2022	**5,122**	**251**	**0**	**1,636**	**7,010**
Cost for services rendered	317	31	301	62	710
Financial interest charges	192	22	0	0	214
Actuarial gain	73	(14)	0	0	59
Cumulative translation differences	0	(4)	0	0	(4)
Commitments at 31/12/2023	**5,705**	**285**	**301**	**1,698**	**7,988**
Cost for services rendered	396	36	(155)	(43)	234
Financial interest charges	191	27	0	0	218
Actuarial gain	(670)	(113)	0	0	(783)
Cumulative translation differences	0	10	0	0	10
Changes in scope	25	(3)	0	0	22
Change in hedged commitments	(23)	0	0	0	(23)
Commitments at 31/12/2024	**5,623**	**242**	**146**	**1,656**	**7,666**

The actuarial gain recognised in OCI results from the change in the:

- Discount rate of 3.35% (3.20% in 2023) for the French companies, 9.98% (9.40% in 2023) for the Tunisian companies.

The other assumptions underlying the calculation did not change.

- Retirement age: 67 for French companies and 60 for Tunisian companies;
- Salary escalation rate: 2.25% for French companies, 2.25% to 3% for Tunisian companies;
- Low to high turnover rates according to the companies and employee category (management or non-management):

A study of the sensitivity of a change in the discount rate indicates that:

- A +1% increase in the rate would have a positive impact on consolidated comprehensive income of €602,000;
- A 1% increase in the rate would have a negative impact on consolidated comprehensive income of (€700,000);

Retirement liabilities at the end of the next financial year (31/12/2025) should total approximately €8,362,000 at a consistent discount rate.

Retirement severance payments paid in 2024 amounted to €432,000.

Concerning defined contribution schemes, pension contributions paid for the 2024 financial year totalled €5,096,000, versus €4,595,000 for 2023.

Note 18 Provisions

A provision is recorded:

- When an entity has a legal or constructive obligation stemming from a past event;
- When it is likely that an outflow of resources will be required to settle the obligation; and
- Where the amount of the obligation can be reliably estimated.

The amount provided for corresponds to the best estimate of the expense. If the impact is material, the amount is discounted using a pretax interest rate that reflects the time value of money and the risks specific to the liability.

A provision for warranties is recognised upon the sale of the corresponding good or service. The provision is based on past warranty data and is measured by weighting all possible outcomes in accordance with their likelihood.

Except in special cases that are duly justified, provisions are recognised in the balance sheet under current liabilities.

Changes in provisions

- In 2024:

In €K	01/01/2024	Cumulative translation differences	Changes in scope	Provisions	Reversals used	Reversals not used	IFRS 5	31/12/2024
Lawsuit contingencies	**1,007**	(9)	0	5,342	(670)	0	0	**5,670**
Warranties	**2,308**	15	0	252	(653)	0	0	**1,922**
Losses on contracts	**58**	0	31	118	(17)	0	0	**190**
Fines/penalties	**1,595**	0	0	310	(359)	0	0	**1,546**
Other risks	**172**	0	0	302	(171)	0	0	**303**
Other expenses	**883**	25	0	304	(193)	0	(73)	**947**
Total	**6,024**	**31**	**31**	**6,628**	**(2,063)**	**0**	**(73)**	**10,577**

- In 2023:

In €K	01/01/2023	Cumulative translation differences	Changes in scope	Provisions	Reversals used	Reversals not used	IFRS 5	31/12/2023
Lawsuit contingencies	**743**	0	0	625	(360)	0	0	**1,007**
Warranties	**1,686**	12	0	1,076	(466)	0	0	**2,308**
Losses on contracts	**68**	0	0	0	(10)	0	0	**58**
Fines/penalties	**578**	0	0	1,156	(138)	0	0	**1,595**
Other risks	**5,597**	0	0	171	(4,596)	(1,000)	0	**172**
Other expenses	**3,691**	(12)	0	1,379	(4,238)	0	64	**883**
TOTAL	**12,363**	**0**	**0**	**4,406**	**(9,809)**	**(1,000)**	**64**	**6,024**

Provisions for other risks are comprised primarily of tax and commercial litigation contingency provisions.

At 31 December 2024, ACTIA had no noteworthy material contingent liability to be disclosed.

Note 19 Trade payables, Other current liabilities, Corporate taxes (IS) and Deferred income

Details of **Trade payables, Other current liabilities and Corporate taxes (IS)** are given below:

In €K	Net value at 31/12/2023	Changes over the period	IFRS 5	Effect of exchange rates	Changes in scope	Net value at 31/12/2024
Suppliers	**83,328**	**(4,162)**	**(49)**	**(468)**	**648**	**79,298**

In €K	Net value at 31/12/2023	Changes over the period	IFRS 5	Effect of exchange rates	Changes in scope	Net value at 31/12/2024
Prepayments received	69,870	8,145	(47)	(112)	158	**78,014**
Social security liabilities	27,007	2,932	(120)	117	(71)	**29,865**
Corporate taxes	15,729	(3,238)	(3)	0	170	**12,659**
Fixed asset liabilities	346	(17)	0	(13)	0	**316**
Advances payable	314	433	0	11	(511)	**247**
Miscellaneous liabilities	1,125	1,319	0	(19)	(165)	**2,260**
Other liabilities	**114,392**	**9,575**	**(170)**	**(15)**	**(420)**	**123,362**
Corporate taxes (IS)	**2,078**	**6,053**	**0**	**126**	**0**	**8,258**

Details of Trade payables, Other current liabilities and Corporate taxes (IS) are recognised at fair value upon initial recognition and then at amortised cost.

Deferred income presented on the liability side of the balance sheet involves subscription agreements signed with customers. The revenue from these contracts is allocated on a straight-line basis over their term (see Note 22 "Revenue" in the notes to the consolidated financial statements).

Note 20 Assets and liabilities held for sale

Note 20.1 Assets and liabilities held for sale

In 2021, the Group launched a project to sell the Vehicle Inspection & Garage Equipment business including:

- The sale of its Garage Equipment and Vehicle Inspection business;
- The real estate site in Chartres, France;
- And the shares of its subsidiary ACTIA Cz.

The Vehicle Inspection & Garage Equipment business had been presented in "Assets and liabilities held for sale" at 31 December 2021.

The operation had been finalised on 21 April 2022 for €12 million, but with only 30% of ACTIA CZ shares, as the buyer did not have sufficient funds for the entire acquisition. The remaining 60% (ACTIA investments) was to be sold by early 2023 at the latest. The net impact of the operation was recognised in "Other operating revenue and expenses" for a negligible amount. At 31 December 2022, assets and liabilities of the ATAL subsidiary (formerly ACTIA CZ) remained in view of the upcoming sale.

At 31 December 2023, the Group considered that the conditions for recording under "Assets and liabilities held for sale" were no longer met on the date when the financial statements were approved, as the buyer no longer expressed interest in acquiring the remaining 60%.

On 29 November 2024, the minority shareholder holding 30% of ATAL's capital exercised its option to purchase the 59.98% of shares held by the Group. ATAL's assets and liabilities were classified as "Assets and liabilities held for sale".

ATAL's assets and liabilities were measured at the lower of net book value and fair value. At 31 December 2024, an impairment loss of €928,000 was recognised and classified under "Other operating revenue and expenses" in the consolidated income statement.

ATAL was sold on 18 February 2025.

The breakdown of assets and liabilities held for sale is as follows:

	31/12/2024			31/12/2023		
In €K	**Book value**	**Fair value**	**Impairment loss**	**Book value**	**Fair value**	**Impairment loss**
Non-current assets	439	236	203	0	0	0
Current assets	1,784	1,058	726	0	0	0
Assets held for sale	**2,223**	**1,294**	**929**	**0**	**0**	**0**
Non-current liabilities	0	0	0	0	0	0
Current liabilities	292	292	0	0	0	0
Liabilities held for sale	**292**	**292**	**0**	**0**	**0**	**0**

Note 20.2 Discontinued operations

An operation that is discontinued, sold or in the process of being sold is defined as a component of an entity with cash flows that are identifiable with respect to the rest of the entity and represents a distinct, major business line or region. For all the periods published, the result of these operations is presented on a different line in the income statement - "Discontinued operations" - and is adjusted in the cash flow statement.

During the 2024 financial year, no operation was classified as discontinued.

Discontinued operations in 2023 related to the completion of the disposal of the Power Division. In accordance with the memorandum of understanding signed by the parties, the provisional sale price which had given rise to a payment on 1 August 2022 was reviewed and submitted for arbitration in 2023 in order to fix the final sale price. This arbitration process resulted in an unfavourable adjustment of the price (€4.9 million) in June 2023, with immediate payment, covered by the reversal of the €4.0 million provision that had been recorded in the financial statements at 31 December 2022.

Financial data concerning discontinued operations is presented below:

Consolidated income statement *in €K*	**31/12/2024**	**31/12/2023**
Income from ordinary activities *(Revenue)*	0	0
Current operating income	0	(218)
Operating income	0	(725)
Financial Result	0	0
NET INCOME	**0**	**(442)**

Consolidated cash flow statement *in €K*	**31/12/2024**	**31/12/2023**
NET INCOME FROM DISCONTINUED OPERATIONS	**0**	**(442)**
Net cash flow from operating activities	0	(218)
Net cash flow from investing activities	0	(4,913)
Net cash flow from financing activities	0	0
Effect of exchange rate changes	0	0
Cash and cash equivalents - opening balance	0	0
Cash and cash equivalents - closing balance	0	(5,132)
CHANGES IN CASH AND CASH EQUIVALENTS	**0**	**(5,132)**

Note 21 Operating segments

In accordance with the provisions of IFRS 8, the information by operating segment is based on the approach taken by management, meaning the way in which management allocates resources depending on the performance of the different segments. Within ACTIA Group, the Chairman and CEO is the chief operating decision maker. Since 30 June 2024, the Group has had a new segmentation of its activities into 4 Divisions (Mobility, Energy, Aerospace, Engineering Services) to ensure greater clarity and visibility. These divisions offer distinct products and services and are managed separately insofar as they require different technological and commercial strategies. The types of activities conducted by each of the two segments presented may be summarised as follows:

- The **Mobility** Division designs and manufactures embedded electronic equipment and systems to address the various challenges of land mobility in the fields of road and rail transport, goods and passenger transport, and agriculture and construction machinery. The wide range of solutions and associated services incorporate intelligent, scalable technologies to enhance the user experience, promote the energy transition, contribute to the sustainability of vehicles, and accelerate the shift towards new generations of digital vehicles (software-defined vehicles, electric vehicles, autonomous vehicles, etc.).
- The **Aerospace** Division designs and manufactures on-board electronic systems for aeronautics and space, as well as complete, integrated solutions for satellite telecommunications.
- The **Energy** Division develops, integrates and implements innovative solutions for the management, transmission and distribution of electrical power for major energy players.
- The **Engineering Services** Division designs and develops embedded products and systems, augmented with software services for the mobility and industrial sectors.

In addition to these four operating segments there is also:

- An “Others” heading that includes the holding company ACTIA Group S.A. and the SCI Les Coteaux de Pouvourville property management company (both accounted for by the equity method).

In 2024, the breakdown of key line items by operating segment was as follows:

	31/12/2024						
In €K	**Mobility Division**	**Aerospace Division**	**Energy Division**	**Engineering Services Division**	**Other Divisions**	**Inter-segment (*)**	**Total**
Revenue	435,467	71,962	29,733	40,925	3,992	(46,954)	535,124
Provisions for depreciation	(21,960)	(1,434)	(2,269)	(1,243)	(122)	0	(27,026)
Current operating income	(12,329)	5,043	1,206	4,309	(1,504)	(808)	(4,082)
Impairment of goodwill	(1,351)	0	0	(390)	0	0	(1,742)
Operating income	5,261	3,013	903	24,707	(1,517)	(109)	32,258
Interest and financial costs	(7,166)	(1,159)	(555)	(83)	(1,712)	1,797	(8,878)
Financial instruments	4,069	0	0	0	0	0	4,069
Income tax	(3,689)	(227)	(53)	(5,566)	(199)	0	(9,735)
Net income for the period	**(1,024)**	**1,682**	**271**	**19,197**	**(1,921)**	**(0)**	**18,205**
EBITDA	**28,633**	**4,189**	**2,784**	**26,137**	**(23)**	**0**	**61,720**
TOTAL SEGMENT ASSETS	**408,343**	**142,195**	**52,914**	**48,197**	**44,363**	**(69,822)**	**626,190**
INVESTMENTS							
Intangible	9,206	887	3,538	56	0	0	13,686
Tangible	9,323	958	141	2,032	228	0	12,682
Financial	(713)	(0)	0	19	(13,606)	0	(14,300)
TOTAL INVESTMENTS	**17,816**	**1,844**	**3,679**	**2,107**	**(13,378)**	**0**	**12,068**
TOTAL SEGMENT LIABILITIES	**307,400**	**123,341**	**31,976**	**22,450**	**57,959**	**(69,822)**	**473,303**

(*) Including €28,182,000 in inter-segment revenue for the Mobility Division.

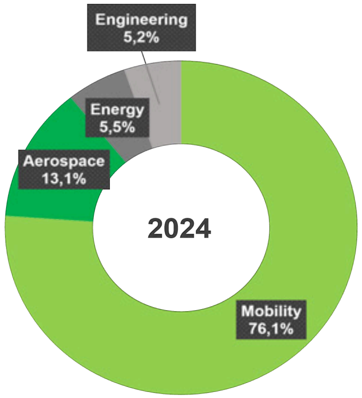
In 2023, the breakdown of key line items by operating segment was as follows:

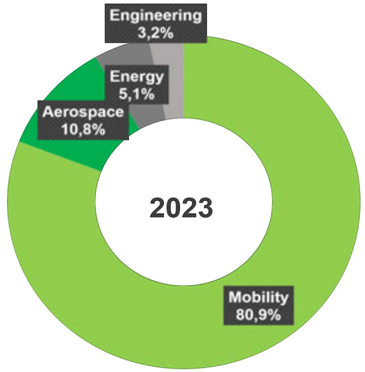
	31/12/2023						
In €K	**Mobility Division**	**Aerospace Division**	**Energy Division**	**Engineering Services Division**	**Other Divisions**	**Inter-segment (*)**	**Total**
Revenue	483,511	63,535	29,720	31,763	2,023	(31,230)	579,322
Provisions for depreciation	(23,146)	(1,136)	(1,914)	(1,053)	(51)	0	(27,300)
Current operating income	5,013	5,578	1,859	3,837	(826)	(1)	15,459
Impairment of goodwill	0	0	0	0	0	0	0
Operating income	5,889	4,619	1,807	3,823	(866)	108	15,380
Interest and financial costs	(7,725)	(638)	(227)	(132)	(1,623)	2,385	(7,960)
Financial instruments	2,078	0	0	0	0	0	2,078
Income tax	1,331	(1,372)	321	(641)	(532)	0	(893)
Net income from continuing operations	**1,915**	**2,627**	**1,877**	**3,048**	**(786)**	**0**	**8,681**
Net income from discontinued operations	**0**	**0**	**0**	**0**	**(442)**	**0**	**(442)**
Net income for the period	**1,915**	**2,627**	**1,877**	**3,048**	**(1,229)**	**0**	**8,239**
EBITDA from continuing operations	**27,447**	**5,513**	**3,651**	**4,837**	**1,309**	**0**	**42,757**
TOTAL SEGMENT ASSETS	**454,964**	**118,207**	**50,189**	**24,163**	**47,589**	**(80,735)**	**614,378**
INVESTMENTS							
Intangible	10,920	719	2,164	188	87	0	14,078
Tangible	8,496	767	244	2,686	39	0	12,232
Financial	(137)	9	0	(1)	(1)	0	(130)
TOTAL INVESTMENTS	**19,279**	**1,495**	**2,408**	**2,873**	**125**	**0**	**26,180**
TOTAL SEGMENT LIABILITIES	**352,842**	**109,397**	**29,506**	**16,500**	**45,048**	**(80,735)**	**472,558**

(*) Including €15,068,000 in inter-segment revenue for the Mobility Division.

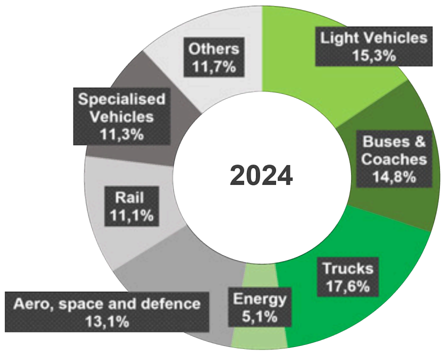
Note 22 Revenue

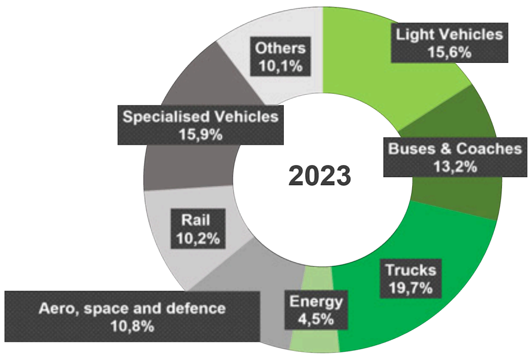
Revenue by division breaks down as follows:



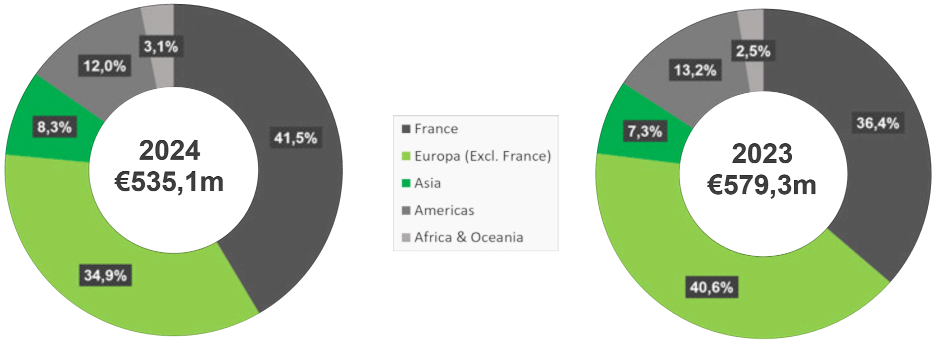


Revenue by market breaks down as follows:





Revenue by customer and region breaks down as follows:



In 2024, 58.5 % of revenue was earned internationally compared to 63.6 % in 2023, marked by the decline in sales in Europe.

Recognition of revenue in the consolidated financial statements depends on type:

- Sales: equipment and goods;
- Study sales;
- Service contracts (maintenance, guarantee, hotline or other "stand ready" obligation);
- Multiple item contracts

Note 22.1 Sale of goods

The income from the sale of goods is recognised in revenue at the time control of the service obligation is transferred. In most cases this is the delivery date of the goods.

Note 22.2 Study sales

Each study constitutes a separate service obligation to the extent that development control is transferred to the customer.

Revenue is recognised on a percentage of completion basis when the transfer of control is ongoing or following the completion of the service provided when the transfer control takes place at a precise moment.

Note 22.3 Service contracts

This method measures the percentage of completion, which better reflects the Group's performance, shows percentage of completion via costs. The inputs identified are consumed uniformly throughout the period required to meet the performance obligation.

Note 22.4 Multiple item contracts

Contracts for the development and supply of limited series

One or more performance obligations were identified based on the connections between design and production. Revenue is recognised by percentage of completion via costs because the contracts meet the following criterion:

- ACTIA does not have another use for the asset provided;
- ACTIA has an enforceable right to payment for the performance completed on time in the event of the termination of the contract at the customer's convenience.

The contracts concern the Telecoms Division's "Defence" and "Energy" businesses.

Contracts for the development and supply of long production run

The development phase is generally concomitant with the launch of a product policy intended to acquire a new technology brick. In addition, the development completed can be partially financed by the customers.

In 2018, the Group carried out an analysis as part of the implementation of IFRS 15 to distinguish between the generic and specific costs incurred for a contract:

- Generic costs were analysed using IAS 38 and capitalised in "Development costs" if the capitalisation conditions were met. The Group reclassified costs initially included in the "Inventory and work-in-process" item as "Development costs." The development costs entered in assets correspond to projects for the application of generic standards and technologies for the customers or markets identified;
- Development costs specific to contracts were analysed as contract execution costs. The latter were classified in the balance sheet under the "Inventory and work-in-process" item. In the case of development financed by customers, it was decided that the development could not be separated from the production run and did not constitute a distinct service obligation. As a result, the financing of development by customers is recognised on the balance sheet under "Contract liabilities" at collection time, then recognised as revenue as the production run is delivered and on the basis of forecast sales for each product.

When the products sold are under a contractual guarantee, it is not recognised as a separate service obligation given that there is no purchase option for the guarantee distinct from the contract or any additional service provided by the Group for the guarantee. A provision is, therefore, created for the guarantee costs in line with IAS 37.

Note 23 Income taxes

Income tax includes current and deferred taxes.

Current tax

Current tax is the estimated amount of tax due on taxable profit for the period at applicable tax rates and any adjustment to current tax liabilities in respect of previous periods.

Deferred taxes

Deferred taxes are described in detail in Note 12: "Deferred taxes" in the notes to the consolidated financial statements.

The CVAE added value business tax

The Group decided not to account for CVAE (contributions assessed on company added value) as a tax on income and as from 1 January 2010 has recorded it as an operating expense. The Group in effect considers that added value corresponds to an intermediary income statement aggregate for which the amount varies significantly from that on which income tax is assessed.

The details of the Group's **income taxes** are as follows:

In €K		31/12/2024	31/12/2023
Income from consolidated companies		18,091	8,590
Current tax		8,628	3,494
Deferred tax		1,107	(2,602)
Of which:	Deferred taxation on temporary differences	1,106	(2,601)
	Deferred taxation on changes in tax rates	1	(1)
Income from consolidated companies before tax		**27,826**	**9,483**

The table below provides an analysis of tax in the consolidated financial statements:

In €K	31/12/2024	31/12/2023
Theoretical tax calculated at standard French rate (theoretical tax rate: 25.0%)	6,956	2,371
Research tax credit	(1,272)	(1,426)
Other tax credits		
Impact on theoretical income tax	(1,508)	(389)
- Tax rate differential (between French and foreign rates)	21	0
- Impact of changes in deferred tax rates	1,846	2,130
- Non-capitalised tax losses	2,451	(2,666)
- Change in outlook for utilisation of tax losses	0	(257)
Income on the utilisation of non-capitalised tax losses	(582)	(2,641)
Income on modification of capitalisation of tax losses	3,033	232
Losses on changes to capitalisation of tax losses	0	0
- Adjustment of prior year's tax	0	21
- Adjustment of current year's tax	0	0
- Other (including permanent differences)	1,240	852
Income tax recognised (actual tax rate: 34.98%)	**9,735**	**893**

Note 24 Other operating income and expenses

These line items present only income or expense resulting from a major event occurring during the accounting period that might distort the presentation of the Group's performance. These include accordingly a very limited number of income or expense items, unusual and infrequent in nature, presented separately by the Group in its income statement.

In 2024, other operating income and expenses relate to the technological collaboration with Ampere in the field of embedded systems for vehicles and to the impairment loss recognised for the ATAL entity (Note 2.4 to the consolidated financial statements).

Note 25 Financial Result

Details of the financial result are given in the following table:

In €K		31/12/2024	31/12/2023
Income from cash and equivalents		4	7
Interest and financial costs		(8,878)	(7,960)
Other financial income		4,685	2,374
Of which	Interest received	549	299
	Dividends received	66	(3)
	Income from financial instruments	4,069	2,078
Other financial costs		(242)	(317)
Of which	Costs on financial instruments	0	0
Financial Result		**(4,432)**	**(5,897)**

With a EUR/USD exchange rate at 1.0389 at the end of the financial year, the valuation of currency hedging instruments had a positive impact at 31 December 2024, just as at 31 December 2023 when the EUR/USD exchange rate was 1.1050. It generated a fair value entry of +€4,069,000 with no impact on cash for the financial result, compared to +€2,078,000 the previous year.

It should be noted that the gross interest rate for the 2024 financial year was 4.01% compared with 3.49% in 2023.

Note 26 Related-party transactions

Related-party transactions with ACTIA Group have been defined in accordance with IAS 24 and are presented below along with details of transactions in financial year 2024.

Note 26.1 With the holding company: LP2C S.A.

The **nature of the relationship** with LP2C is set out in three agreements signed by LP2C and Group companies on 27 November 2018:

- The ongoing services concern the following areas:
  - Group promotion,
  - Services in the following areas:
    - Administrative, legal, accounting and financial,
    - Quality,
    - Communications,
    - Human resources,
    - Real estate,
    - Internal Group management and procedures;
    - Business development.
  - A specific agreement binds ACTIA Group to LP2C, with ACTIA Group carrying out the following services for the benefit of LP2C:
    - Management secretarial services,
    - Accounting.
- Additional activities: LP2C may undertake, upon request by ACTIA Group and on its behalf, specific and clearly defined activities, which are limited in duration and do not enter into the normal framework of the services listed above. These specific additional activities are subject to separate agreements established according to the same terms and conditions as the agreement covering the ongoing services and are subject to prior authorisation by the Board.

These agreements were renewed by ACTIA Group's Board of Directors on 25 March 2024, for the 2024 financial year.

No particular benefit was granted under this agreement.

The figures for this agreement are as follows:

In €K		2024	2023
Net amount of the transaction (expense)		**(1,989)**	**(1,572)**
Of which	Ongoing services	(2,051)	**(1,648)**
	Sundry services to the holding company	63	76
Net balance sheet entry (liability)		**(545)**	**(883)**
Of which	Current accounts	0	0
	Accounts payable	(560)	(911)
	Trade receivables	15	28
Invoicing terms		Quarterly	Quarterly
Payment terms		Cash	Cash
Provisions for bad debt		**0**	**2**

Note 26.2 With investments consolidated by the equity method

Group relations with SCI Los Olivos and SCI Les Coteaux de Pouvourville relate to **real estate operations:**

- **SCI Los Olivos** owns the land and a building in Getafe (Spain) which are leased to ACTIA Systems;
- **SCI Les Coteaux de Pouvourville** owns land and buildings located in Toulouse (France) which are leased to ACTIA Group and ACTIA Automotive in proportion to the surface area occupied.

The figures concerning **SCI Los Olivos** are as follows:

In €K		2024	2023
Net amount of the transaction (expense)		**(159)**	**(167)**
Of which	Invoicing of rents	(181)	(180)
	Interest and financial costs	(3)	(8)
	Miscellaneous expenses	25	21
Net balance sheet entry (liability)		**(247)**	**(271)**
Of which	Current accounts	(247)	(271)
	Accounts payable	0	0
	Trade receivables	0	0
Invoicing terms		Monthly	Monthly
Payment terms		Cash	Cash
Provisions for bad debt		**0**	**0**

The figures concerning **SCI Les Coteaux de Pouvourvill**e are as follows:

In €K		2024	2023
Net amount of the transaction (expense)		**(1,254)**	**(1,204)**
Of which	Invoicing of rents	(1,093)	(1,029)
	Reinvoicing of misc. costs	(176)	(175)
	Miscellaneous expenses	16	18
Net balance sheet entry (liability)		**(3)**	**225**
Of which	Current accounts	0	(271)
	Accounts payable	(3)	(6)
	Trade receivables	0	503
Invoicing terms		Quarterly	Quarterly
Payment terms		Cash	Cash
Provisions for bad debt		**0**	**0**

Note 26.3 With subsidiaries

All transactions between consolidated companies as well as internal gains and losses from the disposal of fixed assets or inventories of these companies are eliminated. Internal losses are eliminated in the same way as internal gains, though only when they do not represent an impairment loss.

These are the companies included in the scope of consolidation of the Group (see Note 3.2 “Consolidated companies” in the notes to the consolidated financial statements).

Transactions with subsidiaries are wholly eliminated in the consolidated financial statements, as are all transactions between fully consolidated subsidiaries of the Group. They are of various kinds:

- Buying or selling of goods and services;
- Leasing of premises;
- Transfer of research and development;
- Buying or selling of capital assets;
- Licence agreements;
- Management fees;
- Current accounts;
- Loans, etc.

Note 26.4 With members of management bodies

This is the compensation paid to individuals who are **corporate officers of the company ACTIA Group S.A.** :

- By ACTIA Group: Chairman and CEO and Directors,
- By LP2C, controlling company: Chairman and CEO, Deputy CEOs.

The **details of compensation paid** to corporate officers are as follows:

In €K	2024	2023
Short-term benefits	893	746
Pension benefits	0	0
Long-term benefits	0	0
Termination benefits	0	0
Share-based payments	0	0
Total	**893**	**746**

To date, no stock option plans exist within ACTIA Group S.A or other Group companies.

Information relating to contributions to retirement plans, amounts paid on leaving, as well as other benefits is provided in Note 8.2 “Corporate Officer compensation” in the Corporate Governance Report.

Note 27 Headcount

In number of employees	2024	2023
France	1,270	1,185
Foreign operations	2,724	2,907
Total	**3,994**	**4,092**

The breakdown of headcount by operating segment at 31 December 2024 was as follows:

In number of employees	Management	Non-management	Total
Mobility	796	1,866	2,662
Aerospace	142	142	284
Energy	80	66	146
Engineering Services	842	27	869
Other (o.w. the holding company)	27	6	33
Total	**1,887**	**2,107**	**3,994**

For more details, see Note 6.4.2 “Our employees” of the Sustainable Development Report.

Note 28 Off-balance sheet commitments and Encumbered assets

The off-balance sheet commitments break down as follows:

In €K	31/12/2024	31/12/2023
Commitments received		
Bank guarantees	12,743	15,989
Total commitments received	**12,743**	**15,989**

The above information does not include:

- Amounts owed under operating and finance leases are dealt with in Note 14 "Financial liabilities" in the notes to the consolidated financial statements;
- Interest on borrowings that are covered under Note 14 "Financial liabilities" in the notes to the consolidated financial statements;
- Foreign currency term sales commitments and interest rate swaps that are covered under Note 11.2 "Financial instruments at fair value through profit and loss" in the notes to the consolidated financial statements.

Encumbered assets are assets used as collateral for balance sheet liabilities. They break down as follows:

	31/12/2024	31/12/2023
In €K	Total	Total
Interests in consolidated companies (*)	**0**	**3,607**
Balance of debt guaranteed by equity securities	**0**	**257**
Assignment of trade receivables	**5,448**	**0**
Assignment of CIR & CICE	**9,979**	**13,213**
Assignment of stocks	**3,000**	**4,000**
Assignment of equipment	**1,557**	**1,874**
Mortgages/Security (land & buildings)	**11,347**	**12,505**
Total	**31,331**	**35,198**

(*) Book value of pledged securities

Note 29 Risk factors

The Group undertakes reviews of risks that may have a material adverse effect on its business, its financial health, its results, and its ability to achieve its objectives, as described in detail in chapter 5 “Risk factors” of the Annual Report.

Note 29.1 Credit and/or counterparty risks

Credit and/or counterparty risk could arise from the failure of a customer in financial difficulties or going into receivership. In reality, it would reflect the dependency of the Group on certain major customers.

The ten largest customers accounted for 52.0% of total revenue, slightly down compared to 2023. The largest customer in terms of sales accounts for 9.6% of total Group revenue in 2024. The strategy built around the diversity of customers/markets/geographical areas makes it possible to build a customer portfolio where no single customer represents more than 15% of the consolidated revenue.

However, it is important to note that the leading customers are in most cases international groups with many subsidiaries operating in differentiated markets in terms of both legal form (subsidiaries/divisions) and products addressing the needs of segments often engaged in independent activities.

The next nine customers account for percentages of between 6.5 % and 2.8 % of consolidated revenue.

Because of the profile of its main counterparties, the solvency of its main customers and the highly diversified nature of its other customers, the Group’s exposure to credit risk is limited.

The Group does not anticipate any material risks relating to customer default with respect to amounts not provisioned (see Note 9 “Trade receivables, Other current receivables and Current tax credit” in the notes to the consolidated financial statements).

For specific geographic areas subject to particular risks, product deliveries are assured by means of recognised tools such as documentary credit facilities.

Note 29.2 Liquidity risks

The Company has undertaken a specific review of its liquidity risk and considers that it is in a position to meet its future commitments. Such reviews are undertaken on a regular basis in order to be prepared for any eventualities and to be able to provide a response if necessary.

A detailed study of financial liabilities, the cash position, net debt and debt including interest is provided under Note 14 “Financial debt” in the notes to the consolidated financial statements.

Liquidity risk for the Group is concentrated with the ACTIA Group parent company and its subsidiary ACTIA Automotive, as they account for 71.4 % of total debt. Furthermore, dependency on lenders is limited by diversifying sources of financing.

The Group decreased its use of short-term financing by €3,814,000 in 2024, broken down as follows:

- Financing of trade receivables: €1,114,000
- Overdraft: (€4,195,000)
- Cash credit lines: €2,500,000
- CIR: (€3,234,000)

Funding for the CIR fell by €3,234,000, with €9,978,000 raised for Research Tax Credits for the years 2021 to 2023. It changed in 2024 by the difference between the mobilisation of the 2023 CIR and the repayment of the 2020 CIR by the State. Outstanding CIR advances are limited to 90.0% of the amount of receivables assigned, up to the authorised amount. The CIR mobilised for the years 2019 to 2024 represents €10,952,000 for an advance of €9,978,000 (90%). Only certain Group entities pre-finance their CIR.

Note that approvals for short-term credit lines were stable and only 44.1 % used by the end of the period.

In the financial year 2024, the Group’s gross debt decreased by €10.3 million to €221.1 million.

A detailed review of financial assets and liabilities is provided in Note 13 “Financial assets and liabilities” in the notes to the consolidated financial statements. It is presented in the following tables by maturity:

At 31 December 2024:

In €K	<31/12/25	>01/01/26 <31/12/29	>01/01/2030	Total
Total financial assets	258,263	16,151	1,975	**276,388**
Total financial liabilities	(303,183)	(102,800)	(26,073)	**(432,056)**
Net position before management	**(44,921)**	**(86,649)**	**(24,098)**	**(155,667)**
Off-balance sheet commitments	(12,743)	0	0	**(12,743)**
Net position after management	**(57,663)**	**(86,649)**	**(24,098)**	**(168,410)**

At 31 December 2023:

In €K	<31/12/24	>01/01/25 <31/12/28	>01/01/2029	Total
Total financial assets	234,449	14,878	2,188	**251,514**
Total financial liabilities	(298,389)	(106,784)	(27,180)	**(432,353)**
Net position before management	**(63,940)**	**(91,906)**	**(24,992)**	**(180,839)**
Off-balance sheet commitments	(15,989)	0	0	**(15,989)**
NET POSITION AFTER MANAGEMENT	**(79,929)**	**(91,906)**	**(24,992)**	**(196,827)**

For the Group, an entity’s risk of experiencing difficulties in meeting its financial obligations is linked to the level of amounts invoiced and the collection of receivables. In this respect, there are no difficulties to be reported.

The Group companies independently manage their cash needs. The parent company only intervenes in the event of difficulties. The cash is generated from the Company’s operating activities and from bank lines of credit put in place locally. Major investments are decided on by senior Group management (acquisitions, buildings, production equipment and significant R&D projects) and are generally financed by loans or leasing contracts taken on by the entity in question.

Lastly, to enable the Group to take advantage of cash surpluses from certain subsidiaries, it put in place a treasury agreement which is triggered according to needs, so that it can use any surplus cash available within the Group most effectively.

It should be noted that the purpose of these agreements is to use the cash available within the Group in order to limit use of the parent company’s short-term lines of credit and so reduce financial costs.

Lastly, the Group’s financing needs relate to its innovative strategy as an industrial enterprise. Every year, therefore, financing is needed to support the capital expenditure decisions that ensure the medium- and long-term prosperity of ACTIA. In the past, almost 75% of the medium-term financing raised was for R&D or, exceptionally, external growth, the remaining 25% usually being earmarked for the renewal of production capability. The financing strategy consists of three parts:

- Long-term financing: the construction/refurbishment/acquisition of buildings are financed by long-term loans in line with the local practices of the countries in question;
- Medium-term financing: bank loans are used to finance major R&D projects over an average period of four to five years. The remaining R&D financing is assured either by customers, through different forms of public aid (grants, advances, research tax credits) or equity financing. The renewal of the plant and equipment necessary to maintain the quality standards and the capacity of the production facilities are financed either by leasing agreements (France) or medium-term loans;
- Short-term financing: short-term credit lines or the mobilisation of trade receivables are used to manage WCR.

Note 29.3 Market risks

◎ Interest rate risk

Variations in interest rates represent a risk for the Group as they could affect its financing costs.

The analysis conducted by the Group yielded the figures presented in the table below:

	Financial assets* (a)		Financial liabilities* (b)		Net exposure before hedging (c) = (a) - (b)		Interest rate hedging instruments (d)		Net exposure after hedging (e) = (c) - (d)	
In €K	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate	Fixed rate	Variable rate
< 1 year	258,263	0	264,172	39,012	(5,909)	(39,012)	0	0	**(5,909)**	**(39,012)**
From 1 to 5 years	16,151	0	101,570	1,229	(85,419)	(1,229)	0	0	**(85,419)**	**(1,229)**
> 5 years	1,975	0	26,073	0	(24,098)	0	0	0	**(24,098)**	**0**
Total	**276,388**	**0**	**391,815**	**40,241**	**(115,426)**	**(40,241)**	**0**	**0**	**(115,426)**	**(40,241)**

* A description of financial assets and liabilities is provided in Note 13 “Financial assets and liabilities” in the notes to the consolidated financial statements.

At Group level, checks are conducted to ensure that the overall interest rate risk is spread in such a way as to achieve a reasonable cost for bank borrowings.

In a context of rising interest rates, the Group continued to favour fixed-rate financing in 2024 for its medium- and long-term financing. The breakdown of fixed and variable rate financial liabilities is given in Note 14 “Financial liabilities” in the notes to the consolidated financial statements.

The sensitivity to a +/- 1% variance in the benchmark rate has been calculated on a post-hedging basis. The figures resulting from this analysis are given below:

	31/12/2024	
In €K	Impact on pre-tax income	Impact on pre-tax equity
Impact of a variance of + 1% in interest rates	**(402)**	**(402)**
Impact of a variance of - 1% in interest rates	**402**	**402**

◎ Foreign exchange risk

The Group's international footprint and invoicing expose it to exchange rate risks related to fluctuations in foreign currencies, for both actual transactions and the conversion of its assets and results.

With materials and supplies of over €265 million, including over €63 million directly purchased in US Dollars (excluding purchases made by our American entities that benefit from natural hedge), a marked change in the EUR/USD exchange rate has a very rapid effect on the Group's profitability.

For transactions denominated in foreign currencies, for example, purchases or sales by Eurozone entities denominated in US Dollars (USD) or Japanese Yen (JPY), the companies involved manage their exchange rate risks independently, putting in place currency hedging tools when the volumes involved allow for it.

ACTIA subscribes to currency hedging contracts on a regular basis. Their characteristics are described in Note 11.2 "Financial instruments at fair value through profit or loss" in the notes to the consolidated financial statements. The purpose of these hedging tools is to secure the cost of acquiring USD in relationship to the selling price to our customers. These prices are set at the time of the tenders and our customers do not allow them to change as a result of fluctuations in the EUR/USD exchange rate or the components market. The goal is not to speculate on the markets, but to ensure a reasonable level of parity for the coming weeks and months.

A significant or quick shift in the EUR/USD rate has very different outcomes based on short-term and medium-term approaches adopted by the Group:

- In the short term, it represents a major risk for our component purchases, about half of which are made in US Dollars and which are primarily manufactured in a dollar-dominated region. The hedging instruments limit the impact of changes in the ratio and protect purchases when there is a steep fall of the euro. However, they do not enable the benefit of increases to be felt immediately as they must wait for the implementation of new tools when the existing tools run out, except to make some cash purchases. It is also noted that, despite very significant variations, the Group has been able to work at a virtually constant exchange rate for a number of years. However, actions are being carried out to identify the adjustments required for pricing for both suppliers and customers. Even though the tensions in the component market can lead to forced price increases, it is unlikely that price revision clauses linked to currency fluctuations could be included in the new contracts, apart from very specific sectors, such as Aeronautics.
- In the medium term, changes in exchange rates may impact the Group's competitiveness in international calls for tender, but with a time lag of 18 months to 3 years in the business, reflecting the development (R&D) and industrialisation cycle.

In 2024, the Group was thus able to purchase USD at an average exchange rate of 1.099 compared to 1.065 in 2023, generating an improvement of €946,000 (estimate calculated on average annual rates) compared with the money markets, where the average exchange rate was 1.082, compared to 1.081 in 2023. Drawing on its experience in 2022, with a very rapid collapse of the euro, the Group has changed its dollar hedging strategy by asking a number of major customer accounts to make part of their payments in US dollars, bearing in mind that, apart from purchases of components, expenses are primarily in euros. In 2024, this measure enabled us to limit dollar purchases to $69 million compared with $98 million in 2023 (-29.9%), even though Group's business declined by 7.6%. As a result, the Group could provide a natural hedge for part of its currency requirements.

The Company has conducted an analysis of its **exchange rate risk**, after hedging for accounts receivable and payable. The figures obtained from this analysis are provided below:

In €K	Trade receivables - gross amounts(a)	Accounts payable(b)	Off-balance sheet commitments(c)	Net exposure before hedging(d)=(a)+(b)+(c)	Financial hedging instruments(e)	Net position after hedging(f)=(d)+(e)
EUR	121,797	(52,320)	1,524	71,001	0	71,001
USD	7,903	(12,211)	11,219	6,910	7,256	14,167
Other currencies	25,770	(14,767)	0	11,003	0	11,003
Total	**155,470**	**(79,298)**	**12,743**	**88,915**	**7,256**	**96,171**

The majority of transactions is therefore conducted in Euros. An analysis of the sensitivity of a 1% variance in the US Dollar exchange rate has been done. It is the second most widely used currency by the Group, with the nine other currencies grouped together in the following table under the heading "Other currencies" presenting no material risk, even though certain currencies tend to fluctuate considerably, such as the Brazilian Real.

The sensitivity of a variance of +/- 1% in the EUR/USD exchange rate has been calculated on a post-hedging basis. The figures resulting from this analysis are given below:

In €K	Dollar/euro rate at 31/12/2024	Impact on pre-tax income		Impact on pre-tax equity	
		Rise of 1%	Fall of 1%	Rise of 1%	Fall of 1%
Net position after hedging in USD		14,167	14,167	14,167	14,167
USD	0.96256	0.97219	0.95293	0.97219	0.95293
Estimated risk		**136**	**(136)**	**136**	**(136)**

Lastly, the strong impact on year-end 2024 of +€4.1 million, compared to +€2.1 million in 2023, demonstrates that the valuation of hedging instruments required by IAS 39 can fluctuate significantly from one financial year to the next. The use of accumulator-type tools managed with an accumulation capacity limited by regular early exercises, and a double accumulation threshold providing a bonus compared to forward purchases, adds a degree of risk to the valuation calculation, which bids up the calculated amount, in one direction as in the other. Note that the purpose of these instruments is to protect purchases in foreign currencies. There is a risk that technical entries with no link to the business may have to be made.

Assets and liabilities outside of the Eurozone account for a small share of the Group (15.7%), and are generally only linked to the business activity. Moveable assets and real estate are depreciating or are already entirely depreciated.

An analysis of the long-term investments compared to the currency risk was carried out, but the real estate opportunity (Tunisia, USA, Sweden) they represent compared to the cost of leasing properties for electronics printed circuit board production and its specific requirements weighs considerably on the exchange rate risk. Heavy equipment required for production is depreciated rapidly and the homogeneity of the equipment on our sites enables the recovery and use of the assets on any of the sites if necessary.

Finally, given that we did not choose to value the real estate assets, the net asset value is significantly below the market value and would cover the exchange rate differential if we needed to sell equipment.

The exchange rate risk for subsidiaries outside of the Eurozone is primarily limited to the contribution to the Group's results. The Group invoices in Euros all inter-company flows in countries with the highest currency risks and limits customer payment terms in countries with weakening currencies.

7.2.7 FEES PAID TO THE STATUTORY AUDITORS

The table below presents the amount excluding VAT of audit fees paid in respect of the Group's separate and consolidated financial statements. These fees cover services provided and expensed in financial year 2024 in the accounts of ACTIA Group S.A. and its subsidiaries whose income statements of the period and balance sheets are fully consolidated. For information, the balance of auditors' fees relating to the period is often invoiced in the first half-year of the following period. This was the case for the balance of fees for 2023 invoiced in early 2024.

For improved clarity with respect to information on the parent company and subsidiaries, we have opted for a presentation of amounts as agreed in the letter of engagement.

Overall, auditors' fees have remained stable from one period to the next.

	KPMG		BM&A	
In €K	Amount excluding VAT	%	Amount excluding VAT	%
2024				
Audit fees in respect of the separate annual and consolidated financial statements:				
Issuer: ACTIA Group S.A.	96	16.0%	61	53.6%
Fully consolidated subsidiaries	506	84.0%	53	46.4%
SUB-TOTAL	**602**	**100.0%**	**115**	**100.0%**
Services other than the certification of financial statements:				
Issuer: ACTIA Group S.A.	0	0.0%	0	0.0%
Fully consolidated subsidiaries	0	0.0%	0	0.0%
SUB-TOTAL	**0**	**0.0%**	**0**	**0.0%**
TOTAL Group	602	100.0%	115	100.0%

Audit fees for the separate and consolidated financial statements for the financial years ended 31 December 2024 concern primarily professional services undertaken to review and certify the consolidated financial statements of the Group prepared in accordance with IFRS as adopted in the European Union, certification of the statutory accounts of certain Group subsidiaries, compliance with local regulations.

Services provided by the Statutory Auditors or a member of their network other than the certification of accounts concern those relating to the extension of normal statutory auditing missions (independent third-party report on social and environmental information, drafting of special certificates).

7.2.8 REPORT OF THE STATUTORY AUDITORS ON THE CONSOLIDATED FINANCIAL STATEMENTS

To the Annual General Meeting of ACTIA Group S.A.,

OPINION

In accordance with the mission entrusted to us by your Annual General Meetings, we carried out an audit of the consolidated financial statements of ACTIA Group S.A. for the financial year ended 31 December 2024, as attached to this report.

We hereby certify that the consolidated financial statements for the financial year are truthful and give a true and fair picture of the results, financial position and assets of the companies and entities comprising the consolidated group, in accordance with IFRS as adopted by the European Union.

BASIS FOR OUR OPINION

Audit standards

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

The responsibilities incumbent upon us by virtue of these standards are described in the section entitled "Responsibilities of the Statutory Auditors with respect to the audit of the consolidated financial statements" of this report.

Independence

We conducted our audit assignment in compliance with the rules of independence applicable to us, as provided for in the French Commercial Code and the Statutory Auditors' Code of Ethics, for the period from 1 January 2024 to the date of issue of our report.

JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we draw to your attention the following assessments which, in our professional opinion, were the most significant for the audit of the consolidated financial statements for the year.

Our assessments are part of the audit of the consolidated financial statements taken as a whole, and therefore contributed to the opinion expressed above. We have not expressed an opinion on the items of the consolidated financial statements taken individually.

Goodwill impairment test: The Group performs an annual impairment test of the value of goodwill as described in "Note 4.2 Goodwill" in the notes to the consolidated financial statements. As part of our assessments of these estimates, we verified the reasonableness of the valuations performed and the correct implementation of the resulting impairment tests.

As these estimates are based on assumptions that are by nature uncertain, actual results may differ significantly from the forecasts used.

Valuation of capitalised development costs: The Group capitalises development costs as described in "Note 4.3 Development costs and other intangible assets" in the notes to the consolidated financial statements. As part of our assessment, we examined the assumptions and estimates underlying the appropriateness of this accounting, the methods used for depreciation and we ensured that the notes to the financial statements provide appropriate disclosure.

As these estimates are based on assumptions that are by nature uncertain, actual results may differ significantly from the forecasts used.

SPECIAL VERIFICATION

As required by the professional standards applicable in France, we also specifically verified the information about the Group provided in the Board of Directors' Management Report, as required by law and regulations.

We have nothing to report with respect to the fair presentation of such information and its consistency with the consolidated financial statements.

We hereby certify that the consolidated non-financial performance statement provided for by Article L.225-102-1 of the French Commercial Code is included in the information about the group provided in the Management Report, it being noted that, in accordance with Article L.823-10 of the Code, we did not review the information provided in the statement for its truthfulness or its consistency with the consolidated financial statements and this must, therefore, be subject to a report by an independent third party.

RESPONSIBILITIES OF MANAGEMENT AND OF THE PERSONS CONSTITUTING THE GOVERNANCE OF THE COMPANY WITH RESPECT TO THE CONSOLIDATED FINANCIAL STATEMENTS

It is the responsibility of Management to prepare accurate consolidated financial statements in accordance with IFRS as adopted by the European Union and to implement the internal controls it believes are necessary for the preparation of consolidated financial statements which do not contain any material misstatements resulting from either fraud or errors.

At the time the consolidated financial statements are prepared, it is the responsibility of Management to assess the ability of the Company to continue operating; to present in its financial statements, if necessary, the information regarding business continuation; and to apply the going concern accounting principle, unless there are plans to liquidate the Company or terminate its business activities.

The consolidated financial statements were approved by the Board of Directors.

RESPONSIBILITIES OF THE STATUTORY AUDITORS REGARDING THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

It is our duty to prepare a report on the consolidated financial statements. Our goal is to obtain a reasonable assurance that the consolidated financial statements taken overall do not contain any material misstatements. A reasonable assurance corresponds to a high level of assurance without, however, guaranteeing that an audit conducted in accordance with professional standards will consistently identify all material misstatements. Misstatements can be the result of fraud or of errors. They are considered to be material when it can reasonably be expected that they might, individually or cumulatively, impact the financial decisions that the users of the financial statements make based on them.

As stated in Article L.821-55 of the French Commercial Code, our certification of the financial statements does not entail guaranteeing the viability or the quality of your Company's management.

Audits conducted in accordance with the professional standards applicable in France require that the Statutory Auditors exercise their professional judgement during the entire audit. Also:

- they identify and assess the risk that the consolidated financial statements may contain material misstatements, regardless if they are the result of fraud or errors, define and implement audit procedures to deal with the risks and collect the information they deem sufficient and relevant to form their opinion. The risk of non-identification of a material misstatement is greater in the case of fraud than that of a material misstatement resulting from an error given that fraud can involve collusion, falsification, voluntary omissions, false statements or the bypassing of internal controls;
- the auditors must review and understand the internal controls relevant to the audit in order to define the audit procedures appropriate for the circumstances and not for the purpose of providing an opinion on the effectiveness of the internal controls;
- they assess the suitability of the accounting methods selected and the reasonable nature of the accounting estimates made by Management as well as the information about them provided in the consolidated financial statements;
- they assess the relevance of the application by Management of the going concern principle and, based on the information collected, whether or not there is any significant uncertainty related to events or circumstances which could potentially jeopardise the Company's ability to continue operating. The assessment is based on the information collected through to the date of the audit report, it being noted, however, that later circumstances and events can negatively impact business continuity. If they conclude that there is significant uncertainty, they must draw the attention of the readers of the report to the information provided in the consolidated financial statements about the uncertainty or, if the information is not provided or is not relevant, they must provide a qualified opinion or refuse to certify the financial statements;
- they assess the overall presentation of the consolidated financial statements and assess if they reflect underlying transactions and events such that they provide an accurate picture;
- with respect to the financial information about the persons and entities included within the scope of consolidation, they must collect the information they deem to be sufficient and appropriate to express an opinion on the consolidated financial statements. They are responsible for the management, supervision and preparing of the audit of the consolidated financial statements and for the opinion expressed about the financial statements.

Statutory auditors

Labège, 24 April 2025	Paris, 24 April 2025	
KPMG S.A.	**BM&A**	
Guillaume Salommez	Eric Seyvos	Céline Claro
Partner	*Partner*	*Partner*

7.3 SEPARATE FINANCIAL STATEMENTS

7.3.1 BALANCE SHEET

			31/12/2024	31/12/2023
Assets *(in €)*	**Gross amount**	**Depreciation**	**Net**	**Net**
Share capital subscribed and uncalled				
INTANGIBLE ASSETS				
Formation costs				
Research and development costs				
Concessions, patents and similar rights	53,655	53,541	114	65
Goodwill				
Other intangible assets				
Advances and prepayments on intangible assets				
TANGIBLE ASSETS				
Land				
Buildings				
Technical installations, equipment, tooling				
Other tangible assets	69,496	67,670	1,826	13,761
Current fixed assets				
Advance and down payments				
FINANCIAL ASSETS				
Investments calculated using the equity accounting method				
Other investments	61,609,285	57,476	61,551,809	56,973,647
Receivables related to investments	18,754,507		18,754,507	25,897,456
Other fixed securities				
Loans	329		329	335
Other financial assets	4,890		4,890	4,745

			31/12/2024	31/12/2023
Assets *(in €)*	**Gross amount**	**Depreciation**	**Net**	**Net**
FIXED ASSETS	**80,492,163**	**178,687**	**80,313,475**	82,890,009
INVENTORY AND WORK-IN-PROCESS				
Raw materials, supplies				
Production of goods in progress				
Production of services in progress				
Intermediate and finished products				
Goods				
Advance and down payments on orders	400		400	9,449
ACCOUNTS RECEIVABLE				
Trade accounts receivable	2,804,936		2,804,936	3,120,910
Other accounts receivable	15,278,752		15,278,752	12,863,726
Called-up share capital not paid				
VARIOUS				
Marketable securities	243,006	153,064	89,942	104,904
o.w. treasury shares: 162,185				
Liquid assets	5,339,922		5,339,922	3,263,443
ACCRUALS				
Accrued charges	56,992		56,992	239,324
CURRENT ASSETS	**23,724,008**	**153,064**	**23,570,944**	**19,601,755**
Expenses to be spread over several financial years				
Bond redemption premiums				
Foreign currency translation gains				11,825
ASSETS	**104,216,170**	**331,751**	**103,884,419**	**102,503,589**

Liabilities *(in €)*	**31/12/2024**	**31/12/2023**
Individual and equity capital	15,074,956	15,074,956
(of which has been paid: 15,074,956)		
Premiums from equity issues, mergers or acquisitions	17,560,647	17,560,647
Revaluation differences		
(of which, equity accounting reserve: 0)		
Legal reserve	1,507,496	1,507,496
Statutory or contractual reserves		
Regulated reserves	189,173	189,173
(Including prov. res. for exchange rate fluctuations: 0)		
Other reserves		
Retained earnings	21,018,022	21,712,043
(Profit or loss) for the FINANCIAL YEAR	**(552,725)**	1,716,178
Investment subsidies		
Regulated provisions		
EQUITY	**54,797,569**	57,760,493
Proceeds from issues of equity instruments		
Conditional advances		
OTHER EQUITY		
Provisions for risks		11,825
Provisions for expenses		
PROVISIONS FOR RISKS AND EXPENSES		11,825
FINANCIAL LIABILITIES		
Convertible bond loans		
Other bond loans	19,666,668	24,250,000
Bank borrowings	17,953,769	11,655,139
Other financial liabilities		
(of which, participating loans: 0)		
Advance and down payments received for current orders		
OPERATING DEBT		
Trade creditors and other accounts receivable	717,115	892,191
Tax and social payables	604,335	254,750
MISCELLANEOUS LIABILITIES		
Debt on fixed assets and related payables		
Other liabilities	10,144,964	7,679,192
ACCRUALS		
Deferred income		
DEBT	**49,086,850**	**44,731,271**
Foreign currency translation losses		
LIABILITIES	**103,884,419**	**102,503,589**

7.3.2 SEPARATE INCOME STATEMENT

Income statement *(in €)*	**31/12/2024**	**31/12/2023**
Sales of goods		
Production of goods sold		
Production of services sold	3,991,962	2,023,467
NET REVENUE	3,991,962	2,023,467
Inventoried production		
Capitalised production		
Operating subsidies	15,000	9,000
Writeback of depreciation and provisions and transfers of costs	2,517,636	1,994,703
Other revenue		
OPERATING REVENUE	**6,524,598**	4,027,170
Purchases of goods (including customs duties)		
Variations in inventory (goods)		
Purchases of raw materials and other supplies (and customs duties)		
Change in inventory (raw materials and supplies)		
Other purchases and external expenses	4,399,781	3,885,025
Taxes, duties and similar payments	118,659	22,565
Wages and salaries	2,418,225	1,170,856
Social contributions	1,052,302	443,573
OPERATING PROVISIONS		
On fixed assets: depreciation allowances	12,105	5,915
On fixed assets: provisions		
On current assets: provisions		
For liabilities and charges: provisions		
Other expenses	49,824	31,955
OPERATING EXPENSES	**8,050,896**	5,559,889
OPERATING PROFIT	**(1,526,299)**	**(1,532,719)**
JOINT VENTURES		
Profit allocated or loss transferred		
Loss sustained or profit transferred		
FINANCIAL INCOME		
Financial revenue from investments	2,968,180	5,302,804
Revenue from other securities and fixed asset-related receivables	316,664	309,392
Other interest and similar revenue	216,164	
Writeback of provisions and transfers of costs	623,396	1,731
Positive exchange rate differences		29,503
Net revenue from the sale of investment securities	3,372	6,638
FINANCIAL INCOME	**4,127,777**	5,650,067
Financial depreciation allowances and provisions	615,863	14,188
Interest and similar expenses	1,702,668	1,617,910
Negative exchange rate differences		72,035
Net expenses on the sale of investment securities	14,210	7,707
FINANCIAL EXPENSES	**2,332,741**	**1,711,840**
FINANCIAL RESULT	**1,795,036**	3,938,227
ORDINARY INCOME BEFORE TAX	**268,737**	**2,405,509**

Income statement *(in €)*	**31/12/2024**	**31/12/2023**
Non-recurring income from management operations	84	15
Non-recurring income from capital transactions	1	406,602
Writeback of provisions and transfers of costs	240	4,000,000
NON-RECURRING INCOME	**325**	4,406,617
Non-recurring expenses on management operations	18	9
Non-recurring expenses on capital transactions	610,740	4,913,216
Non-recurring depreciation allowances and provisions		
NON-RECURRING EXPENSES	**610,758**	4,913,225
NON-RECURRING ITEMS	**(610,433)**	(506,608)
Employee profit-sharing		
Income taxes	211,029	182,723
TOTAL INCOME	**10,652,699**	14,083,854
TOTAL EXPENSES	**11,205,424**	**12,367,676**
PROFIT OR LOSS	**(552,725)**	**1,716,178**

7.3.3 NOTES

Note 1 Highlights of the period

ACTIA Group S.A. fulfilled its role as Group holding company in 2024.

The Company completed the implementation of its four divisions: *Mobility, Energy, Aerospace and Engineering Services*, with the creation of ACTIA Energy and ACTIA Railway, wholly owned subsidiaries of ACTIA Group.

In addition, the Company increased its holding in its subsidiary ACTIA Engineering Services in Tunisia, by buying back shares held by four minority shareholders, representing 20% of the share capital for €5,000,000.00.

Lastly, the company sold 3,770 ACTIA PCs shares to ACTIA Engineering Services France for €1. A provision of €610,902.00 was recorded on 29 May 2024.

Note 2 Accounting rules and methods

The financial statements for the 2024 financial year were approved by the Board of Directors on 27 March 2025, in accordance with the provisions of Regulation 2014-03 of the Autorité des Normes Comptables (national accounting standards body) approved by the ministerial decree on the Plan Comptable Général (generally accepted accounting principles) of 8 September 2014.

Note 2.1 Intangible assets

Rights and concessions are amortised on a straight-line basis over one or two years.

Note 2.2 Tangible assets

Capitalised assets are broken down and amortised or depreciated over their own useful lives if these differ from the principal item of property, plant and equipment.

Items of property, plant and equipment are recognised at acquisition cost. Cost components include:

- The purchase cost, including customs duties and non-refundable purchase taxes less trade discounts and rebates;
- The costs directly attributable to transferring and commissioning the asset and;
- If applicable, the initial estimate of the costs of dismantling and removing the item and restoring the site.

Borrowing costs are excluded from the cost of non-current assets.

Where material components of items of property, plant and equipment can be determined and they have different useful lives and depreciation methods, the depreciation is recognised by component. To date, treatment by component has not been applied for any non-current asset, in the absence of significant capitalisation.

The depreciable amount is systematically allocated over the useful life of the asset. Depreciation is calculated on a straight-line basis and the useful lives applied are as follows:

- Plant and equipment, facilities and tools: over 6 to 10 years;
- Other property, plant and equipment: over 3 to 10 years.

Note 2.3 Financial assets

Investment securities are recognised in the balance sheet at acquisition cost or contribution value.

An impairment is recorded when the carrying amount of a holding held by ACTIA Group is less than the share of its shareholders' equity, unless:

- A recorded fair transaction value justifies the value;
- Or the prospects for a recovery in profitability are strong and can be demonstrated. In this case, the value in use of the holding is estimated using a financial valuation method.

The present value of holdings is thus primarily assessed using the discounted future cash flow method based on business and free cash flow forecast assumptions reasonably estimated by executive management and most probable on the date the financial statements are closed. The discount and growth rates used are rationalised based on market data.

In order to assess the tolerance of the estimate of the shareholders' equity determined in this way, analyses of the sensitivity of the values to changes in assumptions about estimated future cash flows and the discount rate are simulated.

Note 2.4 Accounts receivable

Receivables are measured at their nominal value. A provision for impairment is recognised depending on the age of the receivables and any risks of non-recovery.

Note 2.5 Pension liabilities

Pension liabilities are calculated according to French accounting recommendation CNC no. 2013-02 based on an actuarial estimate of potential rights vested by employees on the balance sheet date.

The main assumptions applied at the end of the reporting period were:

- Discount rate: 3.35 % (3.20 % in 2023),
- Salary escalation rate: 2.25%
- Retirement age: 67
- turnover rate: high
- Mortality table: INSEE 2024:

Off-balance sheet commitments include pension liabilities of € 342,506.

Note 3 Additional information on the balance sheet and the income statement

The balance sheet date of the financial statements is 31 December 2024 and covers a period of twelve months.

Note 3.1 Intangible assets

The gross amounts of **intangible fixed assets** changed as follows:

(€)	31/12/2023	Acquisitions	Disposals and write-offs	31/12/2024
Formation costs	0			0
Other intangible assets	53,637	219	201	53,655
TOTAL	**53,637**	**219**	**201**	**53,655**

Amortisation was as follows:

(€)	31/12/2023	Provisions	Reversals	31/12/2024
Formation costs	0			0
Other intangible assets	53,572	170	201	53,541
TOTAL	**53,572**	**170**	**201**	**53,541**

Note 3.2 Tangible assets

Gross amounts of **property, plant and equipment** changed as follows:

(€)	31/12/2023	Acquisitions	Disposals and write-offs	31/12/2024
Land	0			0
Buildings	0			0
Plant and equipment, facilities and tools.	0			0
Other	69,496			69,496
Current fixed assets	0			0
TOTAL	**69,496**	**0**	**0**	**69,496**

Amortisation was as follows:

(€)	31/12/2023	Provisions	Reversals	31/12/2024
Land	0			0
Buildings	0			0
Plant and equipment, facilities and tools.	0			0
Other	55,735	11,935		67,670
TOTAL	**55,735**	**11,935**	**0**	**67,670**

Note 3.3 Financial assets

These changed as follows:

(€)	Balance sheet securities 31/12/2023 Gross value	Balance sheet securities 31/12/2023 Net value	Balance sheet securities 31/12/2024 Gross value	Balance sheet securities 31/12/2024 Net value	Held at 31/12/24 (in %)	Shareholders' equity before appropriation of earnings at 31/12/24	2024 revenue before tax	Net income at 31/12/24
INVESTMENT SECURITIES								
Subsidiaries and investments > 10%								
ACTIA Automotive	24,904,439	24,904,439	24,904,439	24,904,439	99.99%	40,730,850	240,808,039	10,329,933
ACTIA Energy			11,780,373	11,780,373	100.00%	25,276,949	30,276,889	1,349,369
ACTIA Aerospace (formerly ACTIA Telecom)	25,772,641	25,772,641	10,905,191	10,905,191	85.00%	22,289,126	56,675,231	959,386
ACTIA Engineering Services	151,680	151,680	5,151,679	5,151,679	73.33%	4,264,734	38,624,787	21,053,015
ACTIA Telematics Services	3,698,578	3,698,578	3,698,578	3,698,578	99.00%	1,573,794	2,930,573	4,462
ACTIA Railway			3,175,618	3,175,618	100.00%	3,956,035	27,919,146	(127,770)
ACTIA Engineering Services Holding	100,000	100,000	199,999	199,999	100.00%	199,959	0	(8,279)
SCI Oratoire	199,098	199,098	199,098	199,098	86.00%	3,920,580	673,701	442,324
SCI Pouvourville	101,161	101,161	101,161	101,161	30.00%	2,177,845	1,093,008	327,224
ACTIA Africa (*)	100,000	100,000	100,000	100,000	99.77%	94,274	916,861	265,676
ACTIA PCs	610,902	610,902	162	0	0.003%	2,264,164	1,956,214	(595,516)
MORS INC	0	0	0	0	100.00%	UNK.	UNK.	UNK.
CYT	33,494	0	33,494	0	15.00%	UNK.	UNK.	UNK.
Subsidiaries and investments < 10%								
CIPI-ACTIA (*)	10,138	10,138	10,138	10,138	0.20%	10,228,982	9,198,369	(3,541,271)
SCI Sodimob	1,321,520	1,321,520	1,321,520	1,321,520	98.00%	232,058	121,042	86,446
Outside of the Group								
IRDI	3,489	3,489	4,014	4,014	N.S.	UNK.	UNK.	UNK.
Continental	47	0	47	0	N.S.	UNK.	UNK.	UNK.
STEM	22,812	0	22,812	0	N.S.	UNK.	UNK.	UNK.
CGC	960	0	960	0	N.S.	UNK.	UNK.	UNK.
Total	**57,030,961**	**56,973,647**	**61,609,286**	**61,551,810**				
OTHER FIXED SECURITIES								
1% Construction	0	0	0	0				
Total	**0**	**0**	**0**	**0**				
OTHER FINANCIAL ASSETS								
Loans	439	335	329	329				
Other receivables	4,745	4,745	4,890	4,890				
Total	**5,183**	**5,023**	**5,219**	**5,219**				

N.S. : Non-significant - UNK. : Unknown

(*) Foreign subsidiaries with a local currency other than the Euro. Balance-sheet data is converted using the exchange rate at closure of the accounts and income is converted using the average exchange rate

Note 3.4 Stocks

None

Note 3.5 Advance and down payments on orders

None

Note 3.6 Accounts receivable, other receivables

(€)	Gross values	Net value	Due dates < 1 year	Due dates > 1 year
Investment-related receivables	18,754,507	18,754,507	2,700,000	16,054,507
Accounts receivable	2,804,936	2,804,936	2,367,898	437,038
Current accounts on investments				
Other receivables (including accrued charges)	15,335,744	15,335,744	155,361	15,180,384
TOTAL	**36,895,187**	**36,895,187**	**5,223,259**	**31,671,929**

Note 3.7 Treasury shares

ACTIA Group holds **1,400 treasury shares** with a gross value of €153,152. These shares were owned by MORS S.A. at the time of the merger in 2000.

Since the merger with MORS S.A., the Group has proceeded with a number of share buyback programmes.

The last share buyback programme was authorised by the General Meeting of 24 May 2022 for a period of 18 months. This programme complies with Articles L225-209 et seq. of the French Commercial Code.

Breakdown of treasury shares at 31 December 2024:

The objectives, maximum amount allocated to the share buyback programme, the maximum number and characteristics of the shares as well as the maximum purchase price are described in § 9.1.9 “Authorisation to implement a share buyback programme” in the “Capital and Shareholding” chapter.

As of 31 December 2024, ACTIA Group S.A. held 3,329 treasury shares in total.

A provision for the treasury shares is calculated based on the closing price of €2.74 at 31 December 2024, for a total of €153,064.

Origin of the holding	Number of shares	Gross value *(€)*	Provision *(€)*	Net value *(€)*
Merger with MORS S.A. in 2000	1,400	153,152	149,316	3,836
Share buyback programmes	1,929	9,033	3,748	5,285
TOTAL	**3,329**	**162,185**	**153,064**	**9,121**

In addition, as of 31 December 2024 as part of **the liquidity contract**, ACTIA Group held 14,404 **treasury** shares and €26,148 in liquidity. All of the shares are used to ensure market-making on the secondary market or share liquidity via the intermediary of the investment service provider (ISP) Société de Bourse Portzamparc, through a liquidity contract in compliance with the AMAFI code of ethics recognised by the AMF.

Note 3.8 Equity

At 31 December 2024, there were no stock option plans established by the Company and the share capital amounted to €15,074,955.75. It consists of 20,099,941 shares with a par value of €0.75 per share. The total amount of additional paid-in capital is €14,693,643.96.

Accordingly, net assets changed as follows over the period:

(€)	Balance at 31/12/2023 prior to appropriation of earnings	Appropriation of earnings 2024			Share capital increase	Balance at 31/12/2024 prior to proposed appropriation of earnings
		Retained earnings	Dividends			
			Paid to shareholders	On treasury shares:		
Capital	15,074,956					15,074,956
Share premiums	14,693,644					14,693,644
Merger premiums	2,867,003					2,867,003
Legal reserves	1,507,496					1,507,496
Restricted reserves	189,173					189,173
Retained earnings	21,712,043	(694,021)				21,018,022
Net income for 2022	1,716,178	(1,716,178)				0
Net income for 2023						(552,725)
TOTAL	**57,760,493**	**(2,410,198)**	**0**	**0**	**0**	**54,797,569**

At 31 December 2024, restricted reserves set aside to cover treasury shares totalled €9,121.00.

Note 3.9 Provisions

A reversal of provision for liabilities has been recorded for the year 2024, amounting to €12,000.

(€)	Balance at 31/12/2023	Provisions	Reversal used	31/12/2024
Provisions for risks	11,825		11,825	0
TOTAL	**11,825**		**11,825**	**0**

Note 3.10 Debt

The breakdown of liabilities by type and maturity at the balance sheet date was as follows:

(€)	31/12/2024 <31/12/25	>01/01/26 <31/12/29	>01/01/2030	Total
Other bond loans	833,333	833,335	18,000,000	19,666,668
Bank borrowings and debts to credit establishments	5,377,246	12,576,523	0	17,953,769
o.w. MLT borrowings	*2,734,656*	*5,818,657*		*8,553,314*
Short-term bank lines and commercial paper	*2,601,724*	*6,757,866*		*9,359,590*
Interest accruing on financial liabilities	*40,865*			*40,865*
Other financial liabilities	(2,900,000)	2,900,000		0
Advances and prepayments on orders				0
Trade creditors and other accounts receivable	717,115			717,115
Amounts payable to payroll tax agencies	604,335			604,335
Other liabilities (including deferred income)	690,205	9,454,759		10,144,964
TOTAL	**5,322,234**	**25,764,617**	**18,000,000**	**49,086,850**

Certain medium- to long-term loans are subject to conditions imposed by covenants. These covenants apply to loans for amounts totalling € 19,666,667 or 69.7 % of medium- and long-term debt. Compliance with these covenants is verified at the end of each period on the basis of ACTIA Group’s consolidated financial statements.

At 31 December 2024, the breakdown of the medium- to long-term borrowings and covenants was as follows:

Initial amount (in €)	Date of subscription	Duration	Outstanding principal at 31/12/2024	Covenant				
				Ratios at end 2024 (calculated on the basis of the consolidated financial statements)	Respected (1)		Reclassification under current borrowings (2)	
					Year-end 2023	**Year-end 2024**	Year-end 2023	**Year-end 2024**
5,000,000	2017	9 years	1,666,667	Net debt to EBITDA < 4.0	B	R	0	0
16,200,000	2022	8 years	16,200,000	Debt to equity < 5	R	R		
				Debt to EBITDA < 5	R	R		
				Consolidated cash flow > €5 million	R	R		
1,800,000	2022	8 years	1,800,000	Debt to equity < 5	R	R		
				Debt to EBITDA < 5	R	R		
				Consolidated cash flow > €5 million	R	R		
4,000,000	2018	7 years	207,410	-				
3,000,000	2019	7 years	890,833	-				
3,100,000	2021	5 years	1,049,730	-				
3,200,000	2022	5 years	1,405,340	-				
2,000,000	2024	5 years	2,000,000					
3,000,000	2024	5 years	3,000,000	-				
Total			**28,219,980**				**0**	**0**

(1) R = Respected - B = Breached

(2) Long-term portion of debt reclassified under "Current financial liabilities"

The favourable trend in debt meant that last year we were able to comply with the gearing covenant on all loans at 31 December 2024. It improved from 132.5% to 98.2%.

The leverage covenant could be met for all loans at 31 December 2024. It improved from 4.47 to 2.43.

Note 3.11 Revenue

Because of the nature of its activity as a holding company, revenue of ACTIA Group S.A. corresponds to amounts originating from chargebacks to its affiliated undertakings.

Note 3.12 Reclassification of operating expenses

Under operating expenses, expense reclassifications concern amounts invoiced for expenses incurred by ACTIA Group S.A. for its subsidiaries:

- Licences: €1,677,593
- Insurances (including brokerage services): €702,813

Note 3.13 Financial Result

The most significant items of **financial income** are:

- Dividends received from subsidiaries: €2,007,458
- Interest on current accounts of subsidiaries: €959,801
- Income from off-balance sheet commitments in favour of subsidiaries: €316,517

Financial expenses are mainly comprised of:

- Interest on bond issues: €1,208,749
- Interest on current accounts of subsidiaries: €133,514
- Interest on commercial paper: €281,492
- Interest and similar expenses related to financial liabilities with credit institutions: €52,870
- Interest on bank current account credit balances: €12,546

Note 3.14 Non-recurring items

In 2024, an exceptional charge of €610,758 arose due to the sale of ACTIA PCs shares to ACTIA Engineering Services France for the symbolic sum of one euro.

Note 3.15 Earnings per share

Basic earnings per share at 31 December 2024 are calculated on the basis of the net loss of (€552,725) divided by the number of shares in circulation, excluding treasury shares. The details of the calculations are shown in the following table:

(€)	31/12/2024	31/12/2023
Net income	(552,725)	1,716,178
Shares issued as at 1 January	20,099,941	20,099,941
Issuance of new shares	0	0
Treasury shares	(3,329)	(3,328)
Earnings per share	**(0.03)**	**0.09**

Note 3.16 Financial commitments and collateral provided

The guarantees provided by ACTIA Group S.A. on behalf of its subsidiaries to non-banking third parties amounted to €226,191,364, including €219,546,069 for customer guarantees. Two guarantees for a total amount of €217 million are covered by an insurance policy taken out directly by the subsidiary in question. Collateral provided by ACTIA Group S.A. to banks on behalf of its subsidiaries represented €22,442,946 at 31 December 2023 versus €21,763,651 at 31 December 2023.

Note 4 Other information

Note 4.1 Accrued expenses

Accrued expenses mainly consist of auditors' fees in the amount of € 93,400.

Note 4.2 Dividends

The appropriation of 2024 earnings is set out in § 10.2 "Draft resolutions" in the "Information on the Combined Ordinary and Extraordinary General Meeting of 27 May 2025" chapter. A dividend distribution of €0.12 per share will be submitted to the General Meeting to be held on 27 May 2025, identical to the distribution made for the 2023 financial year.

Note 4.3 Unrealised tax position

At 31 December 2024, the unrealised tax position amounted to €575,470, representing the balance of losses arising prior to tax consolidation.

At 31 December 2024, the unrealised tax position of the Tax consolidated group was comprised of losses of €12,425,552 remaining to be carried forward.

Note 4.4 Headcount at year-end

The significant change in headcount at ACTIA Group S.A. is linked to the Group's reorganisation into four divisions and the transfer of the legal and communications teams to the holding company.

	2024	2023
Managers and supervisors	27	13
Employees	6	3
Students on work placements		
Workers		
TOTAL	**33**	**16**

Note 4.5 Transactions with related parties

Related party balances at 31/12/2024	Parent	Subsidiaries	Other related companies
ASSETS			
Investment-related receivables		18,754,507	
Provision for receivables on investments			
Trade accounts receivable	9,886	2,794,416	
Other accounts receivable		3,975,839	
LIABILITIES			
Trade creditors and other accounts receivable	78,690	117,629	
Other liabilities		9,854,759	
Income statement			
Operating expenses	293,241	307,278	
Financial expenses		744,578	
Non-recurring expenses		610,740	
Operating revenue	53,940	6,436,422	
Financial income		3,411,167	
Non-recurring income		610,903	

Operating expenses payable to the parent company represent amounts invoiced for services rendered.

Note 4.6 Risks and hedging policy

- Interest rate risk:

The table below provides a breakdown between fixed and variable rate financial liabilities of ACTIA Group S.A. at 31 December 2024:

			2024			2023
(€)	Fixed rate	Variable rate	Total	Fixed rate	Variable rate	Total
Bond issues	19,666,668		19,666,668	24,250,000		24,250,000
Total medium- and long-term borrowing	8,553,314		8,553,314	5,758,176		5,758,176
Commercial paper/short-term bank lines	0	9,359,590	9,359,590	0	5,853,940	5,853,940
TOTAL VALUE	**28,219,981**	**9,359,590**	**37,579,572**	**30,008,176**	**5,853,940**	**35,862,116**
Total in %	75%	25%	100%	84%	16%	100%

The sensitivity to a 1% increase in the benchmark (3-month Euribor) was calculated on a pre-hedging basis. At 31 December 2024, this represented €93,000 and was only impacted by short-term borrowings.

- Equity risk:

At 31 December 2024, ACTIA Group S.A. held 3,329 treasury shares. The sensitivity to a €1 decline in the share price is consequently €3,000.

- Foreign exchange risk:

There are currently no foreign currency transactions in progress. The subsidiaries are invoiced in euros.

Note 4.7 Executive management compensation

The Chairman and CEO is compensated for his term of office and since 2020, the members of the Board of Directors of ACTIA Group S.A. are also compensated based on their participation (excluding Deputy CEO and Directors representing employees). For more details, see § 8.2 “Corporate Officer compensation” in the Corporate Governance Report.

Note 4.8 Post-balance sheet events

Information on post-balance sheet events is provided in Note 2.4 to the consolidated financial statements.

Note 4.9 Consolidating company

S.A. **LP2C** with share capital of €6,751,560

Registered Office: 5 rue Jorge Semprun – 31432 TOULOUSE

Chartres Trade and Companies Register (RCS) : Toulouse B 384 043 352

7.3.4 REPORT OF THE STATUTORY AUDITORS ON THE ANNUAL FINANCIAL STATEMENTS

To the Annual General Meeting of ACTIA Group S.A.,

OPINION

In accordance with the mission entrusted to us by your Annual General Meeting, we carried out an audit of the annual financial statements of ACTIA Group S.A. for the financial year ended 31 December 2024, as attached to this report.

We hereby certify that the annual financial statements give a true and fair view of the financial position and the assets and liabilities of the Company at the end of the financial year, and the results of its operations for the year ended, in accordance with French accounting standards.

BASIS FOR OUR OPINION

Audit standards

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

The responsibilities incumbent upon us by virtue of these standards are described in the section of this report entitled “Responsibilities of the Statutory Auditors with respect to the audit of the annual financial statements”.

Independence

We conducted our audit assignment in compliance with the rules of independence applicable to us, as provided for in the French Commercial Code and the Statutory Auditors’ Code of Ethics, for the period from 1 January 2024 to the date of issue of our report.

JUSTIFICATION OF OUR ASSESSMENTS

In accordance with the requirements of Articles L.821-53 and R.821-180 of the French Commercial Code relating to the justification of our assessments, we draw to your attention the following assessments which, in our professional opinion, were the most significant for the audit of the annual financial statements for the year.

Our assessments are part of the audit of the annual financial statements taken as a whole, and therefore contributed to the opinion expressed above. We have not expressed an opinion on the items of the annual financial statements taken individually.

Investment securities are valued at acquisition cost and depreciated if their value in use or market value is lower than their book value, according to the methods described in Note 2.3 Financial assets in the appendix. As part of our assessment of these estimates, we examined the data on which these values are based, checked the consistency of the assumptions used and reviewed the calculations made by the company.

As these estimates are based on assumptions that are by nature uncertain, actual results may differ significantly from the forecasts used.

SPECIAL VERIFICATION

As required by the professional standards applicable in France, we also carried out the specific verifications required by law and regulations.

Information provided in the Management Report and in the other documents addressed to the Shareholders on the financial position and annual financial statements.

We have nothing to report with respect to the truthfulness and compliance with the annual financial statements of the information given in the Management Report and in the other documents addressed to the shareholders on the financial position and annual financial statements.

We hereby certify the truthfulness and consistency of the annual financial statements with the information regarding payment terms covered in Article D.441-6 of the French Commercial Code.

Corporate Governance Report

We certify that the Board of Directors’ Corporate Governance Report includes the information required by Articles L.225-37-4 of the French Commercial Code.

Other information

As required by law, we have verified that the Management Report contains the appropriate disclosures relating to holdings and control and the identity of holders of capital and voting rights.

RESPONSIBILITIES OF MANAGEMENT AND OF THE PERSONS CONSTITUTING THE GOVERNANCE OF THE COMPANY WITH RESPECT TO THE ANNUAL FINANCIAL STATEMENTS

It is the responsibility of Management to prepare accurate annual financial statements in accordance with French accounting rules and principles and to implement the internal controls it believes are necessary for the preparation of annual financial statements which do not contain any material misstatements resulting from either fraud or errors.

In preparing the annual financial statements, it is the responsibility of Management to assess the ability of the Company to continue operating, to present in its financial statements, if necessary, the information regarding business continuation and to apply the going concern accounting principle, unless if there are plans to liquidate the Company or terminate its business activities.

The financial statements have been approved by the Board of Directors.

RESPONSIBILITIES OF THE STATUTORY AUDITORS REGARDING THE AUDIT OF THE ANNUAL FINANCIAL STATEMENTS

It is our duty to prepare a report on the annual financial statements. Our goal is to obtain a reasonable assurance that the annual financial statements taken overall do not contain any material misstatements. A reasonable assurance corresponds to a high level of assurance without, however, guaranteeing that an audit conducted in accordance with professional standards will consistently identify all material misstatements. Misstatements can be the result of fraud or of errors. They are considered to be material when it can reasonably be expected that they might, individually or cumulatively, impact the financial decisions that the users of the financial statements make based on them.

As stated in Article L.821-55 of the French Commercial Code, our certification of the financial statements does not entail guaranteeing the viability or the quality of your Company's management.

Audits conducted in accordance with the professional standards applicable in France require that the Statutory Auditors exercise their professional judgement during the entire audit. Also:

- they identify and assess the risk that the annual financial statements may contain material misstatements, regardless if they are the result of fraud or errors, define and implement audit procedures to deal with the risks and collect the information they deem sufficient and relevant to form their opinion. The risk of non-identification of a material misstatement is greater in the case of fraud than that of a material misstatement resulting from an error given that fraud can involve collusion, falsification, voluntary omissions, false statements or the bypassing of internal controls;
- the auditors must review and understand the internal controls relevant to the audit in order to define the audit procedures appropriate for the circumstances and not for the purpose of providing an opinion on the effectiveness of the internal controls;
- they assess the suitability of the selected accounting methods and the reasonable nature of the accounting estimates made by the Management as well as the information about them provided in the annual financial statements;
- they assess the relevance of the application by Management of the going concern principle and, based on the information collected, whether or not there is any significant uncertainty related to events or circumstances which could potentially jeopardise the Company's ability to continue operating. The assessment is based on the information collected through to the date of the audit report, it being noted, however, that later circumstances and events can negatively impact business continuity. If they conclude that there is significant uncertainty, they must draw the attention of the readers of the report to the information provided in the annual financial statements about the uncertainty or, if the information is not provided or is not relevant, they must provide a qualified opinion or refuse to certify the financial statements;
- they must assess the overall presentation of the annual financial statements and assess if they reflect underlying transactions and events such that they provide an accurate picture;

Statutory auditors

Labège, 24 April 2025	Paris, 24 April 2025	
KPMG S.A.	**BM&A**	
Guillaume Salommez	Eric Seyvos	Céline Claro
Partner	*Partner*	*Partner*

7.4 INFORMATION ABOUT THE ISSUER

The separate financial statements of ACTIA Group S.A. show revenue of €4.0 million, a 97.3% increase compared to 2023, mainly due to the integration of cross-functional functions (legal and communications) and changes in software costs, generating higher re-invoicing.

Invoicing by LP2C to ACTIA Group amounted to €293,000 for the year, compared with €330,000 in 2023, due to the absence of external services related to the various operations carried out in 2023.

Net financial income fell by €1,522,300 due to lower dividends linked to the 2023 results of Group subsidiaries (down €1,458,600).

As a result, the net income stood at (€552,700) compared with a profit of €1,716,200 for the previous financial year.

ACTIA Group S.A. does not have its own operating activities, except for the financial holding company. All functions exercised on behalf of its subsidiaries or the investment holding company are invoiced to the entities concerned on the basis of actual cost plus a margin of 15% corresponding to management fees. This billing does not cover all the costs of statutory auditors, communications, legal and tax advice and other costs associated with being a listed company. These costs cannot be spread across all subsidiaries, in compliance with legal and tax regulations. Only services specified in support agreements and described in § 2.3.2 “Intra-Group relations” are invoiced.

The Company’s operating loss therefore stems from costs incurred as a publicly traded company and its role as a holding company involving external interventions in legal and tax matters, communications, statutory auditing for separate and consolidated financial statements, etc. that by themselves represented a cost of €364,600 for the financial year, compared to €483,100 in 2023.

Highlights of the 2024 separate financial statements are presented below:

Net income *(€K)*	**2024**	**2023**	**2022**
Net revenue	3,992	2,023	2,195
Operating revenue	6,525	4,027	3,563
Operating expenses	8,051	5,560	6,064
Operating income	(1,526)	(1,533)	(2,502)
Financial result	1,795	3,938	1,536
Non-recurring items	(610)	(507)	12,308
Income taxes	211	183	694
NET INCOME	**(553)**	**1,716**	**10,648**

We will ask shareholders to approve these separate financial statements.

7.4.1 ANALYSIS OF ACCOUNTS PAYABLE

At closure of the accounts for the period, payables with regard to ACTIA Group S.A. suppliers (excluding provisions for supplier invoices not received) were broken down as follows, expressed according to due date:

Invoices due and received but not paid on 31/12/2024

IN €	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day and more)
(A) AGEING BUCKETS						
Number of invoices	70					34
Total of all invoices, including VAT	661,979	6,167	0	0	11,813	17,980
% of the total amount of purchases for the financial year, including VAT	13.86%	0.13%	0.00%	0.00%	0.25%	0.38%
(B) INVOICES NOT INCLUDED IN (A) FOR DEBTS AND RECEIVABLES IN DISPUTE OR NOT RECOGNISED						
Number of invoices excluded						0
Total amount of invoices excluded						0
(C) REFERENCE PAYMENT TERMS USED (CONTRACTUAL OR LEGAL TIME LIMITS)						
Payment terms used to calculate late payments				✗ Contractual terms: Based on the general terms and conditions of sale of our suppliers Legal terms		

7.4.2 ANALYSIS OF ACCOUNTS RECEIVABLE

At year end, the aged trial balance for accounts receivable was as follows:

Invoices due and issued but not paid on 31/12/2024

IN €	0 days (indicative)	1 to 30 days	31 to 60 days	61 to 90 days	91 days or more	Total (1 day and more)
(A) AGEING BUCKETS						
Number of invoices	198					114
Total of all invoices, including VAT	2,804,302	360	4,122	240,042	612,815	857,338
% of the total amount of purchases for the financial year, including VAT	31.31%	0.00%	0.05%	2.68%	6.84%	9.57%
(B) INVOICES NOT INCLUDED IN (A) FOR DEBTS AND RECEIVABLES IN DISPUTE OR NOT RECOGNISED						
Number of invoices excluded						0
Total amount of invoices excluded						0
(C) REFERENCE PAYMENT TERMS USED (CONTRACTUAL OR LEGAL TIME LIMITS)						
Payment terms used to calculate late payments						Contractual terms x Legal terms: 30 days end of month

7.4.3 FINANCIAL RESULTS OVER THE PAST FIVE YEARS

In Euros	2024	2023	2022	2021	2020
FINANCIAL POSITION AT YEAR END					
Share Capital	15,074,956	15,074,956	15,074,956	15,074,956	15,074,956
Number of shares issued	20,099,941	20,099,941	20,099,941	20,099,941	20,099,941
Number of convertible bonds	0	0	0	0	0
RESULTS FROM OPERATIONS					
Sales excluding tax	3,991,962	2,023,467	2,195,422	3,268,899	2,352,361
Earnings before tax, depreciation, amortisation and provisions	337,125	(2,082,727)	15,343,740	(238,514)	1,666,838
Income tax	211,029	182,723	693,928	29,165	17,333
Earnings after tax, depreciation, amortisation and provisions	(552,725)	1,716,178	10,648,216	758,956	1,639,673
Earnings distributed	2,411,993	2,411,993	2,411,993	0	0
EARNINGS PER SHARE					
Earnings after tax but before depreciation, amortisation and provisions	(0.03)	(0.11)	0.73	(0.01)	0.08
Earnings after tax, depreciation, amortisation and provisions	(0.03)	0.09	0.53	0.04	0.08
Dividends allocated to each share	0.12	0.12	0.12	0	0
PERSONNEL					
Number of employees (average headcount)	30	12	8	8	11
Payroll for the financial year	2,418,225	1,170,856	869,238	975,144	1,277,597
Sums paid out in respect of employee benefits in the financial year (social security, social action, etc.)	1,052,302	443,573	347,097	421,112	540,030

7.4.4 PROPERTY, PLANT AND EQUIPMENT

7.4.4.1 Major existing or planned tangible assets

O: Direct or indirect owner (SCI wholly owned by the Group); T: Tenant; t: tenant of an SCI partially owned by the Group.

Name	Division	Site	Business sector	Type of interest
ACTIA Group	Other	Toulouse	Holding company	t (1)
ACTIA Automotive	Mobility	Toulouse	Electronic studies and marketing	t (1)
		Colomiers	Electronics manufacturing	O (2)
		Toulouse	Logistics	T
		Chartres	Sales promotion and technical support for Diagnostics and Connected Vehicle business lines	T
ACTIA 3E	Mobility	Le Bourget du Lac	Electronics research & manufacturing	T
ACTIA Systems	Mobility	Getafe, Madrid (Spain)	Research and manufacturing of audio and video equipment	t (3)
		Getafe, Madrid (Spain)	Research and power electronics	T
		Linares (Espagne)	Electronics research & manufacturing	T
ACTIA de Mexico	Mobility	Mexico City (Mexico)	Manufacturing and distribution of audio and video equipment	T
ACTIA do Brasil	Mobility	Porto Alegre (Brazil)	Electronics research & manufacturing	T
ACTIA UK	Mobility	Newtown (United Kingdom)	Electronics research & manufacturing	O
ACTIA Italia	Mobility	Torino (Italy)	Electronics research & manufacturing	O
		Rho (Italy)	Logistics	T
ACTIA IME	Mobility	Braunschweig (Germany)	Electronics research & manufacturing	O/T
ACTIA Corp.	Mobility	Elkhart - Indiana (USA)	Electronics research & manufacturing	O
ACTIA Electronics	Mobility	Romulus - Michigan (USA)	Electronics manufacturing	O
ACTIA Polska	Mobility	Piaseczno (Poland)	Electronic studies and marketing	T
CIPI ACTIA	Mobility	Tunis (Tunisia)	Electronics manufacturing	O
ACTIA Tunisie	Mobility	Tunis (Tunisia)	Electronics manufacturing	O
ACTIA China	Mobility	Shanghai (China)	Electronics research & manufacturing	T
		Wuhan (China)	Electronics research & design	T
ACTIA Nordic	Mobility	Sollentuna (Sweden)	Electronics research & manufacturing	T
		Linköping (Sweden)	Electronics research & design	T
ACTIA EMS Sweden	Aerospace	Linköping (Sweden)	Electronics research & manufacturing	T
ACTIA Japan	Mobility	Tokyo (Japan)	Marketing, sales and technical support	T
ACTIA India Private Limited	Mobility	New Delhi (India)	Electronics research & manufacturing	T
ATAL	Mobility	Tabor (Czech Rep.)	Electronics research & manufacturing	O
ACTIA Engineering Services	Engineering	Tunis (Tunisia)	Electronics research & design	O
		Sfax (Tunisia)	Electronics research & design	T
ACTIA Engineering Services France	Engineering	Rennes (France)	Electronics research & design	T
ACTIA PCs	Engineering	Maisons Alfort	Electronics research & manufacturing	T

Name	Division	Site	Business sector	Type of interest
ACTIA Africa	Mobility	Tunis (Tunisia)	Marketing, sales and technical support	T(5))
ACTIA Telematics Services	Mobility	Namur (Belgium)	Electronics research & design	T
ACTIA Railway	Mobility	Toulouse	Head office	O (1)
		Saint-Georges-de-Luzençon	Electronics research & manufacturing	O (4)
		Vendargues	Studies for supervision solutions	T
ACTIA Aerospace	Aerospace	Toulouse	Head office	O (1)
		Dinard	Electronics research & manufacturing	O/T
STEEL Electronique	Aerospace	Martres-Tolosane	Electronics research & manufacturing	O
ACTIA Energy	Energy	Toulouse	Head office	O (1)
		Puy-Sainte-Réparade	Electronics research & manufacturing	O

It should be noted that the core assets are owned by the Group. As these assets were not measured at the time of the adoption of IFRS at the end of 2004, they continue to be carried at their historic cost in the consolidated financial statements.

For the purpose of improving the disclosure of information, it has been decided to retain the services of independent firms of appraisers to measure the value of these assets on a regular basis. The Group's real estate assets were valued at the end of the 2023 financial year. Their **total assessed value** was **€90.0 million** gross on average. When weighted for ownership, the average value was €74.2 million compared with €71.9 million in 2023, due to the change in the scope of the Group.

Independently of the equity accounted companies and therefore in comparison to an assessed value of €70.2 million, the **net carrying amount of the assets** directly owned by the Group was **€25.7 million**.

In accordance with the option adopted by ACTIA, in order to ensure that its accounts are not impacted by fluctuations in the real estate market, which does not represent its core business, and in accordance with IFRS, the Group will not perform accounting procedures to re-measure these assets in the consolidated financial statements. From a strategic standpoint, the Group has always considered that real estate assets constitute tools made available to it within the framework of its industrial activities.

Property assets considered strategic relate to, above all, manufacturing activities. The French production site of ACTIA Automotive S.A.S. located in Colomiers is thus 100% owned by the Group through SCI de l'Oratoire.

The second circuit board production site located in Tunis (Tunisia) is entered in the assets of our CIPI ACTIA subsidiary, which is 65.8% owned by the Group. Regarding the integration site also located in Tunis, ACTIA Tunisie also owns its premises. The third production site, located in Romulus (Michigan, USA) belongs to its parent company ACTIA Corp. which is wholly owned by the Group. Finally, the last production sites, in Sweden and Spain, which for the moment only deal with short production runs with limited resources, are tenants.

The heavy industrial equipment at the French production site is generally financed through finance leases, whereas equipment in Tunisia and the United States is either financed through medium-term bank loans or is self-funded, because this solution for the financing of plant is not available through the local banks.

The Group's electronic board production is now organised in three main sites: France / Tunisia / United States. As a result, the Group benefits from greater flexibility in the way it organises its production using the same types of equipment, testing tools and procedures. Swedish and Spanish sites with highly niche requirements for small production runs can deploy more specific equipment tailored to their needs. Capital expenditure is coordinated between the different sites in order to increase capacity and keep up with technological developments, while improving quality and reducing the length of production cycles.

In 2024, the **Colomiers facility** (France) continued the following activities:

- Electronics manufacturing;
- Support services.

After two and a half years marked by difficulties with component supplies (2021-2023) and the collapse of production volumes in medium and large production runs last year, the site pursued its transformation plan, launched in early 2023. The aim is to manage the plant as a single flow regardless of the volume of the production run and prepare for the ramp-up in aerospace activities with the arrival of associated equipment requiring extension work, while at the same time promoting a business approach to facilitate the understanding, attractiveness and versatility of the workshop teams. In order to overcome hiring difficulties and organise its own training for new staff, an area is now specifically dedicated to training. This transformation plan is also based on the development of processes introducing more robotisation and digitalisation to meet the demands of a highly competitive sector.

In 2024, our **Tunisian sites** also saw a very sharp drop in business. After maintaining a 7/7 and 24/24 organisation to meet the constraints of the components crisis, the aim was to return to two 8-hour shifts, which could occasionally be extended to three 8-hour shifts. Faced with a highly competitive environment, and with existing machines providing a higher capacity than the current level of activity, the sites began a complete overhaul of their organisation in 2024, introducing more robotisation and digitalisation to meet customer requirements and ensure the long-term future of the sites.

Two sites, considered non-strategic, are partly owned by the Group, partly by management and partly by non-controlling shareholders. These consist of buildings (offices and workshops) used by our Spanish subsidiary, held via SCI Los Olivos, for which the breakdown of capital is as follows:

Breakdown of the share capital of SCI Los Olivos	%
SCI Les Coteaux de Pouvourville	50.7%
ACTIA Systems	40.6%
Natural persons	8.7%
TOTAL	**100.0%**

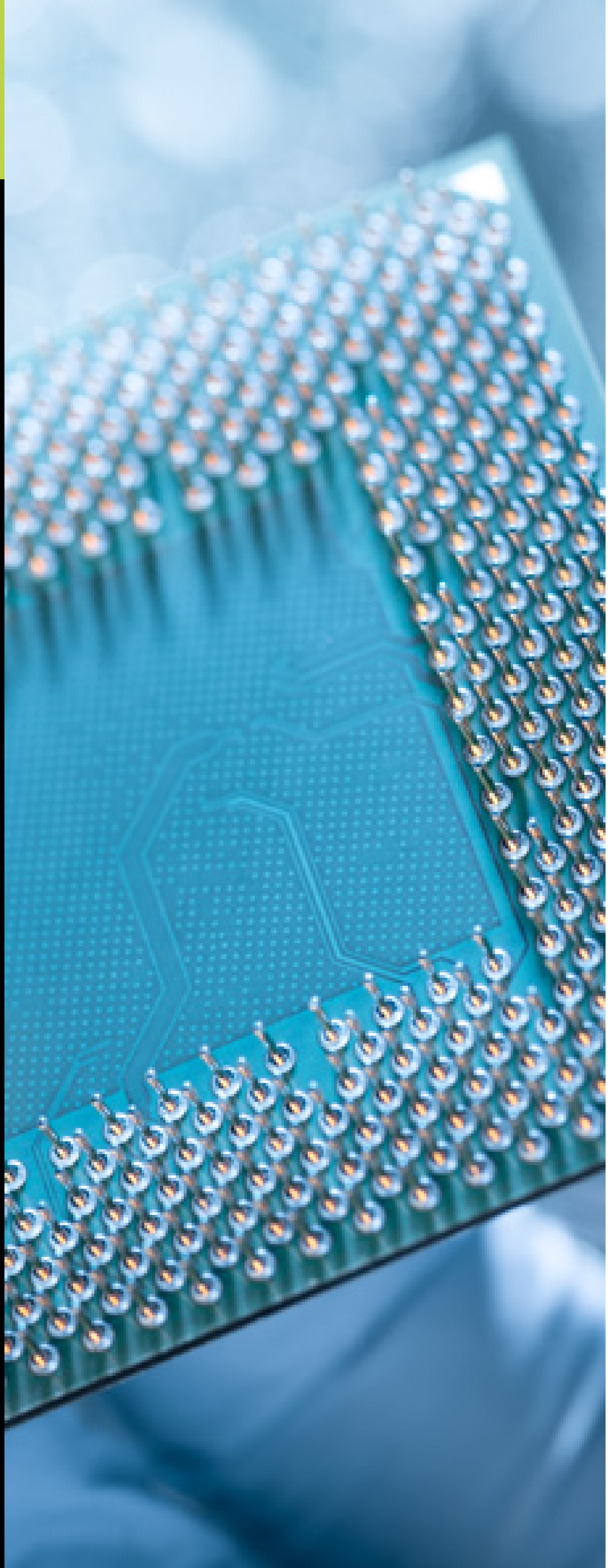
In France, the office buildings mainly housing the head offices of ACTIA Group S.A., ACTIA Automotive S.A.S. and ACTIA Aerospace S.A.S. are fully owned by SCI Les Coteaux de Pouvourville, the shareholding structure of which is as follows:

Breakdown in the share capital of SCI les Coteaux de Pouvourville	%
ACTIA Group	30.0%
LP2C	50.1%
Natural persons	19.9%
TOTAL	**100.0%**

The Group has made sure that the rents applied by these last two structures correspond to market rates, with the intervention of an expert from outside the Group upon signature of the leases. The latter are reviewed in accordance with the rental cost index published by the French office of statistics (INSEE) and its Spanish equivalent.

7.4.4.2 Environmental impact resulting from the use of these fixed assets

This information is presented in § 6.5.3 “Fight against climate change” of Chapter 6 “Sustainable development” approved by the Board of Directors.



8

CORPORATE GOVERNANCE

8.1 CORPORATE GOVERNANCE

Our Company largely uses the new September 2021 edition of the Corporate governance code for listed companies issued by Middlenext, without adhering to it, for the organisation of its governance.

8.1.1 ACTIA GROUP'S GOVERNANCE CODE

Since its transfer to Euronext Growth (February 2023), the Company has set out certain rules of good governance in the Board of Directors' internal rules, based on the Middlenext Code.

As such, the following governance rules are implemented by the Company:

Ethics of Board members: acceptance of the term, legal obligations and the rules regarding the holding of multiple offices; signature of internal rules; compliance with blackout periods and reporting of transactions; attendance, duty to inform, obligation of confidentiality.

Conflicts of interest: establishment of procedures to avoid conflicts of interest and declaration by Directors of any potential conflict of interest.

Independence of the Board members: the number of independent Board members should be at least 10%, excluding the Directors representing the employees.

Definition and criteria of independence: the criteria for presuming independence are as follows:

- Not be, or have been, an employee or Executive Corporate Officer of the Company or of a company of the Group in the last five (5) years;
- Not to have a significant business relationship with the Company or his/her Group (customer, supplier, competitor, service provider, creditor, banker, etc.);
- Not be a majority shareholder of the Company or hold a significant percentage of voting rights;
- Not be in a close relationship or have a close family tie with a Corporate Officer or a majority shareholder;
- Not have been a Statutory Auditor of the Company in the past six years.

The following definition of the term "Group" is used for the application of these criteria: any company controlled or controlling the ACTIA Group as meant by Article L233-3 of the French Commercial Code.

Independent status is assessed when a "Board member" is first appointed and each year when the Corporate Governance Report is drawn up and approved.

Information to Directors: the Company provides the Directors with all necessary information in sufficient time between Board meetings when justified by current business events. The internal rules set out the practical aspects of the provision of this information, while setting reasonable deadlines.

Organisation of meetings: the frequency and duration of the meetings allow for an in-depth examination of the topics discussed. Minutes are recorded for each Board meeting, summarising the discussions. The Corporate Governance Report indicates the number of annual Board meetings and the attendance rate of the Directors.

Establishment of committees: The Board of Directors decides whether or not to set up specialised committees.

Board in the form of specialised Corporate Social Responsibility (CSR) Committee: The Board of Directors has decided to assume the functions of the CSR Committee itself, with the assistance of people specialised in this field. The main tasks are as follows:

- Setting and deploying an internal carbon pricing;
- Examining regulatory developments and the effective dates;
- Reviewing the social and societal policy and related indicators;
- Reviewing the environmental policy and related indicators;
- Reviewing biodiversity action plans;
- Examining the overall feminisation of the Group;
- Examining the number of accidents, absenteeism and turnover;
- Examining CSR training for internal teams;
- Examining the governance of the Group's CSR policy;
- Reviewing and updating the non-financial risk map;
- Examining the framework for the Non-Financial Performance Declaration (NFPD) and, where applicable, the Sustainability Report provided for in European Directive 2022/2464, known as the "CSRD", provided that the Company falls within the scope of the obligations laid down by the latter, business model reviews, stakeholder management, materiality matrix and indicators;
- Reviewing and validating the Non-Financial Performance Declaration (NFPD) and, where applicable, the Sustainability Report provided for in European Directive 2022/2464, known as the "CSRD", provided that the Company falls within the scope of the obligations laid down by the latter;
- Examining the stakeholders and current and future partnerships;
- Examining sponsorship and philanthropy initiatives;
- Reviewing alerts as part of the anti-corruption plan;
- Examining the requests for compliance questionnaires.

Compensation Committee: on 18 December 2023, ACTIA Group's Board of Directors approved the creation of a Compensation Committee: This Compensation Committee was created at the Board of Directors meeting of 25 March 2024, during which the Board updated the Internal Rules accordingly and appointed its first members.

The Compensation Committee has the remit to:

- Propose to the Board of Directors an overall compensation policy for the Group's executive corporate officers;
- Propose to the Board of Directors the type and method of calculating compensation for these officers after, for example, comparison with practices observed in other companies (determination of the fixed or variable component of the compensation, bonuses, various benefits, in particular benefits in kind);
- Make proposals to the Board of Directors on the overall amount of compensation to be paid to members of the Board of Directors and, where applicable, to observers, and on the breakdown of such compensation, based on the contribution of each member and their attendance record;
- Examine all provisions relating to the pensions and welfare scheme of the Group's executive corporate officers and make recommendations on any severance payments that may be made to them on termination of their duties;
- And, in general, answer any questions submitted to it by the Board of Directors concerning the compensation of executives.

The Compensation Committee includes three directors and/or observers. Its members are appointed by the Board of Directors (Art. 8 of the Internal Rules).

Internal Rules of the Board of Directors: on a purely voluntary basis, ACTIA Group laid down the Internal Rules that reiterate the points mentioned in Chapter 8.1.4 "Organisation and operation of the Board of Directors" below.

Selection of each Director: sufficient information on their profile (offices held, experience and skills) is posted online for each appointment and is included in the Corporate Governance Report.

Term of office of Directors: in accordance with Article 12-2 of the Articles of Association, which provides for a staggered term of office, the terms of office of Directors are staggered, so as to renew the Board of Directors gradually, avoiding a renewal of the Board of Directors all at once.

Directors' compensation: Directors' compensation and its breakdown are decided by the Board of Directors, in accordance with the compensation package approved by the General Meeting of Shareholders. The latest package was approved at the General Meeting on 23 May 2023 and remains in force until further decision.

Definition and transparency of the compensation of executive corporate officers of the Group companies: the competent body of each Group company determines the level and terms of compensation of its executive officers and the information provided in accordance with legal and regulatory requirements.

Training and skills of the Board of Directors: in an increasingly complex and volatile environment, ACTIA Group endeavours to guarantee the expertise of its Directors by offering them training tailored to the Group's challenges and to anticipate future ones. The training modules help to ensure the Group's long-term future and good governance. Accordingly, since the close of the financial year ended 31 December 2024, certain directors have taken part in two 3-hour training courses on Governance and CSR offered by Middlenext.

In addition, directors representing the employees receive training tailored to the performance of their duties, at the Company's expense, in accordance with legal requirements.

8.1.2 MEMBERSHIP OF GENERAL MANAGEMENT AND THE BOARD OF DIRECTORS

8.1.2.1 GENERAL MANAGEMENT

The positions of Chairman and Chief Executive Officer are not separated and are held by Jean-Louis Pech, appointed Chairman and Chief Executive Officer by the Board of Directors on 30 October 2020. The Chairman and Chief Executive Officer may be assisted by Deputy CEOs.

Membership of General Management

Name and position	Appointment date	End of term
Executive officers		
Jean-Louis Pech, Chairman and CEO	30.10.2020	2026*
Jean-François Calmels, Deputy CEO	30.10.2020	2026*
Catherine Mallet, Deputy CEO	30.10.2020	2026*
Marine Candelon, Deputy CEO	30.10.2020	31.03.2025
Walid Rouis, Deputy CEO	16.12.2024	2026*

** Following the General Meeting called during the relevant year to approve the financial statements for the previous financial year*

- **Changes in General Management during the financial year ended 31 December 2024**

Walid Rouis was appointed Deputy CEO of the Company by the Board of Directors on 16 December 2024, with effect from 1 January 2025.

- **Changes in General Management after 31 December 2024**

Marine Candelon-Bonnemaison announced her resignation from her position as Deputy CEO to the Board of Directors on 27 March 2025, with effect from 1 April 2025. She continues to perform her other duties, in particular as a Director of the Company.

- **Upcoming changes in General Management**

Jean-Louis Pech's term of office as Chairman and Chief Executive Officer will expire no later than 19 December 2025, in accordance with the provisions of the Articles of Association relating to the age limit for Chief Executive Officers. The Board of Directors will decide on the succession plan for General Management and the Company's governance structure that it has planned.

8.1.2.2 BOARD OF DIRECTORS

The Company is managed by a Board of Directors made up of at least 3 and no more than 18 members, except where otherwise provided by law (Art. 12.1 of the Articles of Association).

Offices on the Board of Directors are for a period of six years. As an exception, and in order to facilitate the setting up or smooth transition of offices, one or more members of the Board of Directors may be appointed for a 5-year period at the General Meeting.

The first Directors were appointed at the General Meeting held on 30 October 2020. It is noted that there were no changes in the composition of the Board of Directors during the reporting year.

Two Directors representing the employees were elected on 23 March 2021 for a 4-year term; their terms of office expire at the end of this General Meeting, in compliance with the provisions of Articles L225-27-1 et seq. of the French Commercial Code. In this context, new elections are being organised to elect two directors representing employees (outcome of the electoral process: 16 May 2025). Their 4-year term of office will commence at the close of this General Meeting and expire at the close of the General Meeting to be held in 2029 to approve the financial statements for the year then ended.

With respect to the principle of balanced representation of women and men on the Board of Directors:

- It should be noted that the Board of Directors is currently made up of 6 women and 4 men for a total of 10 members. The two women Directors representing the employees are not included in this total. The proportion of members of each gender is at least equal to 40%.
- Before the new elections, the Supervisory Board representing employees included 2 women.

Membership of the Board of Directors

Name and position	Appointment date	End of term
Executive Corporate Officers and Directors		
Jean-Louis Pech, Chairman and CEO and Director	30.10.2020	2026*
Jean-François Calmels, Deputy CEO and Director	30.10.2020	2026*
Marine Candelon, Deputy CEO	30.10.2020	31.03.2025
Catherine Mallet, Deputy CEO and Director	30.10.2020	2026*
Independent Directors		
Catherine Casamatta	30.10.2020	2025*
Carole Garcia	30.10.2020	2025*
Véronique Védrine	30.10.2020	2025*
Directors		
Stanislas Bailly	30.10.2020	2025*
Marine Candelon	30.10.2020	2026*
Laura Pech	30.10.2020	2026*
Frédéric Thrum	30.10.2020	2025*
Directors representing the employees		
Martine Chupin	23.03.2021	2025*
Marie-Louise Ribaut	23.03.2021	2025*
Honorary Chairman (non-Director)		
Pierre Calmels	30.10.2020	No fixed term of office
Observer (non-Director)		
Christian Desmoulins	30.10.2020	2028*

** Following the General Meeting called during the year to approve the financial statements for the previous financial year.*

- **Upcoming changes in the Board of Directors:**

The terms of office of Directors expiring at the close of the General Meeting of 27 May 2025 called to approve the financial statements for the year ended 31 December 2024 will be decided by a resolution at the said Meeting (see § 10.2. "Draft resolutions").

INDEPENDENT DIRECTORS

The criteria used to be considered as an independent officer are detailed in § 8.1.1 "ACTIA Group's governance code" above.

On the ACTIA Group Board of Directors, independent directors represent 30% of the Board until the close of the General Meeting on 27 May 2025, excluding the members of the Supervisory Board representing employees who are not included in the calculation of this indicator. At the General Meeting of 27 May 2025, the Board of Directors will propose that the term of office of these independent directors be renewed, thereby maintaining this ratio.

OBSERVERS

The Observers attend the Board of Directors meetings with an advisory vote. They are subject to the same obligations of loyalty as the directors, as set out in Article 4 of the Internal Rules.

Christian Desmoulins was appointed observer by the Board of Directors on 30 October 2020 for a term of 4 years. He was reappointed by the Board of Directors on 25 March 2024 for a further term of 4 years, which will expire at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous financial year.

HONORARY CHAIRMAN

The Honorary Chairman is invited to all meetings of the Board and has an advisory vote.

Like the Observers, he is also bound by the obligations of loyalty and prevention of conflicts of interest, those related to the holding of confidential information and the prevention of offences and insider trading, the duty of diligence, the obligation to acquire information and behave in an ethical manner, as set out in Article 4 of the Internal Rules.

At the request of the Chairman and CEO, the Honorary Chairman may be asked to share his experience and address the company staff. He may also be required to represent the Group, for example with regard to its long-standing partners, and participate in major ACTIA events.

On 30 October 2020, the Board of Directors appointed Pierre Calmels as Honorary Chairman with an open-ended term of office, in line with the faculty offered by the company's Internal Rules.

DIRECTORS REPRESENTING THE EMPLOYEES

The Board of Directors includes two members representing the employees, elected for a term of four years in accordance with the Company's Articles of Association and the provisions of Article L225-27-1 of the French Commercial Code.

SPECIALISED COMMITTEES OF THE BOARD OF DIRECTORS

- **Board of Directors in the form of CSR (Corporate Social Responsibility) Committee**: the Board of Directors has decided to assume the functions of the CSR Committee itself, and it is therefore composed of all the Directors (Art. 7 of the Internal Rules).
- **Compensation Committee:** this committee is composed of three directors and/or observers. Its members are appointed by the Board of Directors (Art. 8 of the Internal Rules).

Membership of the Compensation Committee

Name and position	Independent Director	Appointment date	End of term
Chair of the Compensation Committee			
Véronique Védrine	YES	25.03.2024	2025*
Members of the Compensation Committee			
Stanislas Bailly	NO	25.03.2024	2025*
Jean-François Calmels	NO	25.03.2024	2026*

** Following the General Meeting called during the year to approve the financial statements for the previous financial year.*

8.1.3 INFORMATION ABOUT THE MEMBERS OF THE COMPANY'S ADMINISTRATIVE, MANAGEMENT AND SUPERVISORY BODIES

- **Jean-Louis Pech,** son of Louis Pech, brother of Catherine Mallet and father of Laura Pech, is Chairman and CEO, appointed by the Board of Directors on 30 October 2020. Appointed Company Director at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, his term of office will expire at the end of the General Meeting to be held in 2026 to approve the financial statements for the previous financial year. Jean-Louis Pech also holds the offices and positions in the companies listed below:

Offices and Positions

Current offices and directorships		
Offices	**Company** [1]	**Country**
Deputy CEO and Director	◆ LP2C	France
CEO	JLS Invest	France
Chairman of the Board of Directors and Director	◆ ACTIA 3E	France
	◆ KARFA	Mexico
	◆ ACTIA Nordic	Sweden
	◆ ACTIA Corp.	USA
	◆ CIPI ACTIA	Tunisia
	◆ ACTIA Systems	Spain
	◆ SCI Los Olivos	Spain

1 ACTIA Group companies are marked with a green diamond.

Current offices and directorships		
Offices	**Company** [1]	**Country**
Chairman of the Board of Directors and Director	◆ ACTIA Italia	Italy
	◆ ACTIA Polska	Poland
	◆ ACTIA Africa	Tunisia
	◆ ACTIA UK	United Kingdom
	◆ ACTIA Japan	Japan
	◆ ACTIA Engineering Services	Tunisia
	◆ ACTIA Tunisie	Tunisia
Director	◆ ACTIA de Mexico	Mexico
	IRT Antoine de Saint Exupéry	France
	◆ ACTIA Electronics	USA
	◆ ACTIA China	China
Advisory Board member	◆ ACTIA do Brasil	Brazil
Permanent Representative of LP2C	◆ ACTIA PCs	France
Permanent Representative of ACTIA Group	◆ ACTIA Automotive	France
	◆ ACTIA Aerospace	France
	◆ SCI SODIMOB	France
	◆ ACTIA Telematics Services	Belgium
	◆ ACTIA Africa	Tunisia
Legal representative of ACTIA Group's Chair	◆ ACTIA Engineering Services Holding	France
	◆ ACTIA Engineering Services France	France
	◆ ACTIA Energy	France
	◆ ACTIA Railway	France

1 ACTIA Group companies are marked with a green diamond.

Current offices and directorships		
Offices	**Company** [1]	**Country**
Permanent Representative of ACTIA Automotive	◆ CIPI ACTIA	Tunisia
	◆ ACTIA Tunisie	Tunisia
	◆ ACTIA Engineering Services	Tunisia
	◆ ACTIA Systems	Spain
Manager/Co-Manager	SCI La Confluence	France
Advisor	Banque de France de Toulouse	France
Member	Cercle d'Oc	France
Chairman	INSA Toulouse University Foundation	France
	FIEV	France

Address
ACTIA Group – 5, rue Jorge Semprun – BP 74215 – 31432 TOULOUSE Cedex 04

Expertise and experience	
ACADEMIC BACKGROUND:	
Engineering degree, INSA, specialisation in "Industrial and Environmental Engineering Processes"	1985
Post-graduate diploma (DEA) in "Antipollution Engineering"	
PROFESSIONAL BACKGROUND:	
SOTRACIM - CEO	1987 - 1988
I.D.E. Ingénierie S.A. - Founder and Manager	1987 - 2020
LP2C S.A. Toulouse - Member of the Executive Board	1992 - 2022
Alpha Recyclage Franche-Comté – Founder and Manager	1998 - 2020
JLS INVEST – Founder	since 2007

1 ACTIA Group companies are marked with a green diamond.

GIE France Recyclage Pneumatique - CEO	2009 - 2014
GIE France Recyclage Pneumatique – Vice-Chairman	2014 - 2020
ACTIA Group - Chair of the Executive Board	2014 - 2020
ACTIA Automotive - CEO	2014 - 2023
ACTIA Group - Chairman and CEO	since 2020
LP2C - Deputy CEO	since 2022

Jean-François Calmels, son of Pierre Calmels and brother of Marine Candelon-Bonnemaison, is Deputy CEO, appointed by the Board of Directors on 30 October 2020. Appointed Company Director at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, his term of office will expire at the end of the General Meeting to be held in 2026 to approve the financial statements for the previous financial year. Jean-François Calmels is also a member of the Compensation Committee following his appointment by the Board of Directors on 25 March 2024, for the duration of his term as Director. He also holds the following offices and positions in the companies listed below:

Offices and Positions

	Current offices and directorships	
Offices	**Company** [1]	**Country**
Deputy CEO and Director	◆ LP2C	France
Director	◆ ACTIA Corp.	USA
	◆ ACTIA Tunisie	Tunisia
	◆ ACTIA Electronics	USA
	◆ ACTIA Nordic	Sweden
	◆ ACTIA de Mexico	Mexico
	◆ ACTIA Systems	Spain
	◆ ACTIA Engineering Services	Tunisia
	◆ ACTIA UK	UK
	◆ ACTIA Africa	Tunisia
Permanent Representative of ACTIA Group	◆ CIPI ACTIA	Tunisia
Advisory Board member	◆ ACTIA Do Brasil	Brazil
Member of the Management Committee	◆ ACTIA Automotive	France
	◆ ACTIA Aerospace	France
Co-Manager	◆ SCI Les Coteaux de Pouvourville	France
	◆ SCI de l'Oratoire	France

1 ACTIA Group companies are marked with a green diamond.

Address	
ACTIA Group – 5, rue Jorge Semprun – BP 74215 – 31432 TOULOUSE Cedex 04	
Expertise and experience	
ACADEMIC BACKGROUND:	
Université Paul Sabatier	1988 - 1990
Ecole Militaire de l'Air	1994
USAF Warfare Centre	2010
PROFESSIONAL BACKGROUND:	
French Airforce: Speciality: Weapons Systems Navigation Officer	1990 - 2018
Missions in combat zones as Weapons Systems Navigation Officer	1999 - 2005
Head of Electronic Warfare training	2005 - 2007
NATO: Military Assistant to the French Admiral in charge of Research and Technology, Future Capacities	2007 - 2010
Second in Command, Lyons Detection and Control Centre	2011 - 2013
Commander, Lyons Detection and Control Centre	2013 - 2016
Air Force Colonel	2016
Chief of Air Operations National Air Operations Centre	2016 - 2017
Second in Command National Air Operations Centre	2017 - 2018
ACTIA Telecom - Account Manager	2018
ACTIA Group - Deputy CEO	since 2020
LP2C - Deputy CEO	since 2022
AWARDS:	
Knight of the Legion of Honour	
Officer in the National Order of Merit	

Catherine Mallet, daughter of Louis Pech and sister of Jean-Louis Pech, is Deputy CEO, appointed by the Company's Board of Directors on 30 October 2020. Appointed Company Director at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, her term of office will expire at the end of the General Meeting to be held in 2026 to approve the financial statements for the previous financial year. Catherine Mallet also holds the following offices and positions in the companies listed below:

Offices and Positions

	Current offices and directorships	
Offices	**Company** [1]	**Country**
Chair, CEO and Director	◆ LP2C	France
Chair of the Board of Directors and Director	Banque Populaire Occitane	France
	◆ ACTIA PCs	France
Member of the Supervisory Board and Appointments Committee	BPCE	France
Director	◆ ACTIA Italia	Italy
	◆ ACTIA Nordic	Sweden
	◆ ACTIA Corp.	USA
	◆ ACTIA China	China
	◆ CIPI ACTIA	Tunisia
	◆ ACTIA de Mexico	Mexico
	◆ ACTIA UK	United Kingdom

1 ACTIA Group companies are marked with a green diamond.

	Current offices and directorships	
Offices	**Company** [1]	**Country**
Director	◆ ACTIA Electronics	USA
	◆ ACTIA Africa	Tunisia
	◆ SCI Los Olivos	Spain
	Fondation Nationale des Banques Populaires	France
	Fondation d'entreprise Banque Populaire Occitane	France
	METI	France
Member of the Management Committee	◆ ACTIA Automotive	France
	◆ ACTIA Aerospace	France
Permanent Representative of LP2C	◆ ACTIA Engineering Services	Tunisia
	◆ ACTIA Systems	Spain
	◆ ACTIA 3E	France
Advisory Board member	◆ ACTIA do Brasil	Brazil
Co-Manager	◆ SCI de l'Oratoire	France
	◆ SCI Les Coteaux de Pouvourville	France
Permanent representative of Action Logement (MEDEF) and Chair of the Audit Committee	Promologis S.A. H.L.M.	France
Permanent Representative of Promologis	SAC Occitanie Habitat	France
Chair and Board member	Club ETI Occitanie	France
Treasurer	Le Cœur des Entreprises	France

1 ACTIA Group companies are marked with a green diamond.

Address
ACTIA Group – 5, rue Jorge Semprun – BP 74215 – 31432 TOULOUSE Cedex 04
Expertise and experience
ACADEMIC BACKGROUND:
Graduate of the École Supérieure de Commerce of Toulouse
PROFESSIONAL BACKGROUND:
Crédit Mutuel Île de France Boulogne-Billancourt - Account Manager ACTIA Automotive – Executive Assistant ACTIA Group – Executive Assistant ACTIA Group – Chief Financial Officer LP2C – Executive Board member ACTIA Group - Deputy CEO LP2C - CEO LP2C - Chair - CEO
AWARDS**:**
Knight in the National Order of Merit
SOCIAL ACTIVITIES:
Treasurer of the Association Le Cœur des Entreprises

Walid Rouisis a Deputy CEO, appointed by the Board of Directors on 16 December 2024 for the 2025 financial year. He also holds the offices and positions in the companies listed below:

Offices and Positions

Current offices and directorships		
Offices	**Company** [1]	**Country**
CEO	◆ ACTIA Africa	Tunisia
	◆ ACTIA Engineering Services	Tunisia
	◆ ACTIA Engineering Services Holding	France
	◆ ACTIA Engineering Services France	France
	◆ ACTIA Egypt	Egypt
Director	◆ ACTIA Africa	Tunisia
Member of the Strategic Orientation Committee	Ecole préparatoire aux concours des grandes écoles - IPEST	Tunisia
	Novation City - Sousse competitiveness cluster	Tunisia
Chairman	Cluster Mecatronic Tunisia	Tunisia
Member of the Management Committee	TAA (Tunisian Automotive Association)	Tunisia

1 ACTIA Group companies are marked with a green diamond.

Address	
ACTIA Group – 5, rue Jorge Semprun – BP 74215 – 31432 TOULOUSE Cedex 04	
Expertise and experience	
ACADEMIC BACKGROUND:	
Engineering at ENSEIRB – INP Bordeaux, in electronics, information technology and radiocommunications	2002
Post-graduate diploma (DEA) in microelectronics – Bordeaux 1 University	
PROFESSIONAL BACKGROUND:	
LAFON EQUIPEMENTS PETROLIERS - Trucks division - Engineer then project manager	2002-2007
ACTIA Automotive – Project manager	2007-2008
ACTIA Automotive – Head of hardware design office	2008-2011
ACTIA Engineering Services – CEO	since 2011
ACTIA Africa – Founder and CEO	since 2018
ACTIA Group – Deputy CEO	since 2025

Stanislas Bailly is a Company Director. Appointed at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, his term of office will expire at the end of this General Meeting, during which renewal will be proposed. He also holds the following offices and positions in the companies listed below:

Offices and Positions

Current offices and directorships		
Offices	**Company** [1]	**Country**
Chairman and CEO	SNECI	France
Chairman	SGPFEC	France
	S.B. Investments	France

Positions
Member of the FIEV Steering Committee and Office

Address
SGPFEC - 64 Rue Anatole France - 92300 Levallois-Perret

1 ACTIA Group companies are marked with a green diamond.

Expertise and experience	
ACADEMIC BACKGROUND:	
Ecole Polytechnique (School of Engineering)	
Master of Science MIT Boston	
MBA at INSEAD	
PROFESSIONAL BACKGROUND:	
Derivatives Trader at JP Morgan in Hong Kong	2007 - 2009
Projects & Operations at SNECI	2010 - 2011
Director SNECI Asia in Shanghai	2011 - 2013
Director of Operations at SNECI	2013 - 2017
CEO of SNECI	since 2017

Marine Candelon, daughter of Pierre Calmels and sister of Jean-François Calmels, is a Deputy CEO, appointed by the Company's Board of Directors on 30 October 2020, until 1 April 2025, the date of her resignation. She is a Company Director. Appointed at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, her term of office will expire at the end of the General Meeting to be held in 2026 to approve the financial statements for the previous financial year. Marine Candelon also holds the following offices and positions in the companies listed below:

Offices and Positions

	Current offices and directorships	
Offices	**Company** [1]	**Country**
Vice-Chair	◆ ACTIA Italia	Italy
Deputy CEO and Director	◆ LP2C	France
Permanent Representative of ACTIA Automotive	◆ ACTIA 3E	France
	◆ ACTIA PCs	France
Permanent Representative of LP2C	◆ ACTIA Tunisie	Tunisia
	◆ CIPI ACTIA	Tunisia
Director	◆ ACTIA Italia	Italy
	◆ SCI Los Olivos	Spain
	◆ ACTIA Systems	Spain
	◆ ACTIA China	China
Member of the Management Committee	◆ ACTIA Automotive	France
	◆ ACTIA Aerospace	France

1 ACTIA Group companies are marked with a green diamond.

Address	
ACTIA Group – 5, rue Jorge Semprun – BP 74215 – 31432 TOULOUSE Cedex 04	
Expertise and experience	
ACADEMIC BACKGROUND:	
First Certificate of Cambridge	1979
Proficiency of Cambridge	1980
BTS Executive Secretary	1982
PROFESSIONAL BACKGROUND:	
TECHNAL France Toulouse: Qualified export secretary	1982 - 1985
Maurice Messegue Auch - Executive Secretary	1986
Laboratoires Des Herbes Sauvages Fleurance - Executive Secretary	1986 - 1990
SARL ACTE Nérac - Executive Assistant	1990 - 1993
SA M3S Castelginest - Chair and Chief Executive Officer	1993 - 2002
LP2C - Executive Board member	1999 - 2022
ACTIA Group - Executive Board member	2002 - 2020
ACTIA Group - Deputy CEO	2020-2025
LP2C - Deputy CEO	since 2022

Catherine Casamatta is an Independent Company Director. Appointed at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, her term of office will expire at the end of this General Meeting, during which renewal will be proposed. Catherine Casamatta also holds the following offices and positions in the companies listed below:

Offices and Positions

Current offices and directorships		
Offices	**Company** [1]	**Country**
Vice-Chair in charge of Finances	Université Toulouse Capitole	France
Member	Scientific Council of the Financial Markets Authority	France

Address
TSM - 2 Rue du Doyen Gabriel Marty, 31000 Toulouse

1 ACTIA Group companies are marked with a green diamond.

Expertise and experience	
ACADEMIC BACKGROUND:	
Graduate of ESSEC (Cergy)	1994
Post-graduate diploma (DEA) in Management Sciences	1995
Doctorate in Management Sciences	1999
Authorisation to lead research in Management Sciences	2002
First selection examination in Management Sciences	2003
PROFESSIONAL BACKGROUND:	
Professor of Finance, TSM and TSE, UT1 Capitole	since 2003
Head of the Finance Department, IAE, UT1 Capitole	2002 - 2004
Director of the Graduate School of Management Sciences, UT1 Capitole	2006 - 2010
Director of IAE Toulouse, UT1 Capitole	2010 - 2015
Director of the Master in Corporate Finance, TSM, UT1 Capitole	since 2016

◎ **Carole Garcia** is an Independent Company Director. Appointed at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, her term of office will expire at the end of this General Meeting, during which renewal will be proposed. Carole Garcia also holds the following offices and positions in the companies listed below:

◎ **Offices and Positions**

Current offices and directorships		
Offices	**Company** [1]	**Country**
Chair	SAS Graine de pastel	France
Chair and Director	Financière Graine de pastel	France
Honorary Consul	Principality of Monaco	Monaco
Consultant	French foreign trade adviser	France
Director	FEBEA - French Federation of Beauty Companies	France

Address

Laboratoire GRAINE DE PASTEL – 4 place Saint Etienne 31000 Toulouse

1 ACTIA Group companies are marked with a green diamond.

Expertise and experience	
ACADEMIC BACKGROUND:	
Master's degree, Grande Ecole Kedge, Bordeaux	1992
Masters in Marketing Strategy, Paris Dauphine University	1993
Cycle des Hautes Etudes pour le Développement Economique (CHEDE), Ministry of Economy	2015
Agricultural vocational baccalaureate	2023
PROFESSIONAL BACKGROUND:	
Marketing positions, Pierre Fabre Pharmaceutical Group	1994 - 2001
Chair and co-founder of Laboratoire GRAINE DE PASTEL	since 2002
Management of a farm committed to organic farming	since 2022
AWARDS:	
Knight in the National Order of Merit	

Carole Garcia has also gained professional experience in CSR over the last 20 years, through the Graine de Pastel Laboratory and the management of a farm engaged in Organic and Regenerative Agriculture, including:

- The creation of a local agricultural sector for medicinal woad in Occitanie (Isatis tinctoria);
- The creation of a sector for the plant-based extraction of active ingredients derived from medicinal woad in Occitanie;
- University and industry partnership programmes;
- Certifications: Cosmos / Ecocert - Cosmébio and Organic Agriculture;
- Responsible purchasing policies favouring short supply chains (France) and CSR criteria (recyclability, etc.);
- Setting up a mission committee for the Graine de Pastel Laboratory and transforming it into a company with a mission;
- Participation in a national working group as part of the Biodiversity Strategy promoted by the French Ministry for Ecological Transition.

Laura Pech, daughter of Jean-Louis Pech and granddaughter of Louis Pech, is a Company Director. Appointed at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, her term of office will expire at the end of the General Meeting to be held in 2026 to approve the financial statements for the previous financial year. Laura Pech also holds the following offices and positions in the companies listed below:

Offices and Positions

Current offices and directorships		
Offices	**Company** [1]	**Country**
CEO	ALPHA Carbone	France
	ALPHA Recyclage Composites	France
Deputy CEO	ALPHA Recyclage Franche-Comté	France
Member of the Management Committee	◆ ACTIA Automotive	France

Address	
ALPHA Recyclage Franche-Comté – 4, rue Jules Védrines – B.P. 94204 – 31031 TOULOUSE CEDEX 4	
Expertise and experience	
ACADEMIC BACKGROUND:	
Graduate in Engineering from the École des Mines d'Albi	2010
Graduate of the École Supérieure de Commerce of Paris	2012
PROFESSIONAL BACKGROUND:	
ALPHA Recyclage Franche-Comté – Engineer, head of development	2012-2015
ALPHA Recyclage Franche-Comté – Chief Executive Officer	since 2015

1 ACTIA Group companies are marked with a green diamond.

Frédéric Thrum is an Independent Company Director. Appointed at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, his term of office will expire at the end of this General Meeting, during which renewal will be proposed. Frédéric Thrum also holds the following offices and positions in the companies listed below:

Offices and Positions

	Current offices and directorships	
Offices	**Company** [1]	**Country**
Chairman of the Board of Directors and Director	Fives Pillard	France
Chair and member of the Supervisory Committee	Fives Cryo	France
Chair and Member of the Supervisory Committee	Fives Prosim	France
Advisor	Fives Pillard Espana SAU	Spain
Chairman of the Board of Directors	Fives Cryo (Suzhou) Co. Ltd	China
Chairman of the Board of Directors and Director	Fives Cryomec AG	Switzerland
Director	Fives Itas Spa	Italy
Chairman and Director	Fives North American Combustion Inc.	USA
Director	Fives North American Combustion Netherlands BV	Netherlands
	Fives North American Combustion UK Ltd.	United Kingdom
	Fives Combustion Systems Private Ltd.	India
	Fives Cryo Inc	USA
	North American Construction Services Ltd.	USA
Chairman of the Board of Directors and Advisor	Fives North American Combustion Spain SL	Spain

1 ACTIA Group companies are marked with a green diamond.

Address	
SIDMIA International – 48, quai Alphonse Le Gallo – 92100 BOULOGNE BILLANCOURT	
Expertise and experience	
ACADEMIC BACKGROUND**:**	
Harvard Business School, P.M.D	2002
ESME–Sudria, Engineering - Telecom option	1996
PROFESSIONAL BACKGROUND**:**	
Deputy CEO and Chairman of the FIVES SAS Energy Division	Since 2019
Fives CEO - Cryogenics Energy	2013 - 2020
Fives Cryo (France), Fives Cryo Suzhou (China), Fives Cryo Inc. (USA), Fives Cryomec (Switzerland) CEO – Fives Cail Group Fives Cail (France), Fives Fletcher (UK), Fives Lille do Brazil (Brazil), Fives Cail KCP (India), FCFM (Mexico)	
Product Manager, Sales Director, DGA, DG	
Aftermarket Commercial Manager – Fives FCB	1998-2001
BOUYGUES OFFSHORE Project Engineer, Inspection Manager - Refineries (France), Oil platform projects (Malaysia, Indonesia) Assistant project manager (Nigeria)	1996-1998
ACTIA, Toulouse End-of-studies work placement	1996

Véronique Védrine is an Independent Company Director. Appointed at the Combined Ordinary and Extraordinary General Meeting of 30 October 2020, her term of office will expire at the end of this General Meeting, during which renewal will be proposed. Véronique Védrine also holds the following offices and positions in the companies listed below:

Offices and Positions

	Current offices and directorships	
Offices	**Company** [1]	**Country**
Director	SAFRA	France
	Groupe la dépêche du midi	France
	PROVEPHARM	France

Position	
Adjusted	
Address	
24 Allées Frédéric Mistral - 31400 Toulouse	
Expertise and experience	
ACADEMIC BACKGROUND:	
A graduate of the École Supérieure de Commerce of Clermont-Ferrand	1977 - 1980

1 ACTIA Group companies are marked with a green diamond.

PROFESSIONAL BACKGROUND:	
CEPME	
Case Manager – Auvergne Regional Office	1981 - 1991
Registered office – Commitments Department: tourism, health and local authorities	1991 - 1997
Head of Tourism Department – central agency	
Assistant to the Network Director during the CEPME – SOFARIS merger	
Regional Director, BDPME Midi-Pyrénées	1998 - 2005
Director of the Sud Méditerranée OSÉO BDPME Network (PACA, Corsica, Languedoc-Roussillon, Midi-Pyrénées)	2005 - 2006
Director of the Sud Méditerranée OSEO Network (OSEO Financing – OSEO Innovation)	2006 - 2009
Director of the Sud OSEO network (PACA, Corsica, Languedoc-Roussillon, Midi-Pyrénées, Aquitaine)	2009 - 2013
Director of the Bpifrance Sud Network (Bpi investment bank is the combination of OSEO, CDC Entreprises, FSI and FSI Régions)	2013 - 2022
AWARDS**:**	
Knight in the National Order of Merit	
Knight of the Legion of Honour	
SOCIAL ACTIVITIES:	
Director of UCRM - Union Cépière Robert Monnier	
Treasurer, YUJO Association	
Treasurer of the Fondation de la Dépêche du Midi	

Pierre Calmels, co-founder of the Group, father of Marine Candelon and Jean-François Calmels, is the Honorary Chairman of the Board of Directors, appointed at the Board meeting held on 30 October 2020. Pierre Calmels also holds the following offices and positions in the companies listed below:

Offices and Positions

Current offices and directorships		
Offices	**Company** [1]	**Country**
Observer	◆ ACTIA Automotive	France
	◆ ACTIA Aerospace	France
Honorary Chairman	◆ LP2C	France

Address	
ACTIA Group – 5, rue Jorge Semprun – BP 74215 – 31432 TOULOUSE Cedex 04	
Expertise and experience	
ACADEMIC BACKGROUND:	
Ecole Polytechnique (School of Engineering) - Paris – AFN	1957 - 1959
Military service – Marignane Avord	1959 - 1960
ISAE (formerly ENSAE) – Paris	1960 - 1962
ICG Toulouse	1983 - 1985

1 ACTIA Group companies are marked with a green diamond.

PROFESSIONAL BACKGROUND:

Aeronautical Test Centre of Toulouse (CEAT) Weapons engineer Head of Conditioning Laboratory (3 years) Head of the Materials and Structure Group (4 years)	1962 - 1969
MICROTURBO SA – Toulouse Technical Director (7 years) Programme Director (9 years) Chief Executive Officer (5 years)	1969 - 1990
ACTIA Automotive SA – Toulouse	since 12/1990
LP2C (Group holding company)	Since 07/1994

Christian Desmoulins is an Observer at the Company's Board of Directors. He was appointed by the Board of Directors on 30 October 2020. His 4-year term of office was renewed by the Board of Directors on 25 March 2024 for a further period of 4 years, which will expire at the end of the General Meeting to be held in 2028 to approve the financial statements for the previous financial year. Christian Desmoulins also holds the following offices and positions in the companies listed below:

Offices and Positions

Current offices and directorships		
Offices	**Company** [1]	**Country**
Advisor	French foreign trade adviser	France
Honorary Chairman	Cercle d'oc	France
Manager	SC Un Grain d'Orge SC Une Alouette	France
Honorary Chairman	Midi-Pyrenees Regional Committee of the Association of French Foreign Trade Advisers	France

1 ACTIA Group companies are marked with a green diamond.

Positions	
Académicien des Technologies	
Académicien des Jeux Floraux	
Address	
24, route de Rebigue 31320 Castanet-Tolosan	
Expertise and experience	
ACADEMIC BACKGROUND:	
Ecole Polytechnique (School of Engineering)	
Engineer of Bridges, Waters and Forests	
PROFESSIONAL BACKGROUND:	
District Manager at the Nièvre Public Works Department	1976 - 1981
Division Head at the Provence-Alpes-Côte d'Azur DRIRE and Project Officer for the Regional Prefect	1981 - 1986
Regional Director of Industry, Research and the Environment and Regional Delegate of the Auvergne ANVAR	1986 - 1991
Regional Director of Industry, Research and the Environment in Midi-Pyrénées and Director of the École des Mines in Albi.	1991 - 1998
Head of the Manufacturing Industries Unit at the French Ministry for the Economy, Finance and Industry	1998 - 1999
Director of Technological Research at the CEA and Chairman of CEA Valorisation	1999 - 2003
Chairman of the Executive Board of ACTIA Group and Chief Executive Officer of ACTIA Automotive	2003 - 2014
Honorary Chairman of the Board of Directors of INSA Toulouse	
Honorary Chairman of the Board of Directors of the Institut National Universitaire Jean-François Champollion	
AWARDS:	
Knight in the National Order of the Legion of Honour	
Knight in the National Order of Merit	
Knight in the National Order of Academic Palms	

◎ **Martine Chupin** is a Director representing the employees of the Company, elected by the employees on 23 March 2021. Her term of office will expire at the end of this General Meeting.

◎ **Offices and Positions**

Salaried positions within the ACTIA Group	
ACTIA Automotive: head of the operations cluster within the Information Systems Department	since 2021
Address	
ACTIA Group - 5, rue Jorge Semprun - BP 74215 - 31432 TOULOUSE Cedex 04	
Expertise and experience	
ACADEMIC BACKGROUND:	
INSA Engineer in Automation, Electronics and IT	1994
Post-graduate diploma (DEA) in Microelectronics	1994
PROFESSIONAL BACKGROUND:	
ACTIA Automotive: project manager for diagnostic tools, head of the Multidiag project	1994
ACTIA Automotive: head of hardware/firmware developments for diagnostics	2000
ACTIA Automotive: head of quality, serial life and aftermarket for the Diagnostics business unit	2006
ACTIA Automotive: head of quality, methods and tools, safety and qualification	2013
ACTIA Automotive: head of the operations cluster within the Information Systems Department	since 2021

- **Marie-Louise Ribaut** is a Director representing the employees of the Company, elected by the employees on 23 March 2021. Her term of office will expire at the end of this General Meeting.

Offices and Positions

Salaried positions within the ACTIA Group	
ACTIA Automotive: Account Delivery Manager in CSM (Customer Success Management)	since 2024
Address	
ACTIA Automotive - 10, avenue Edouard Serres - BP 60112 - 31772 COLOMIERS Cedex	
Expertise and experience	
ACADEMIC BACKGROUND:	
Doctorate in Information Systems (IT)	
PROFESSIONAL BACKGROUND:	
ACTIA Automotive: head of the documentary management service within the Industrialisation Department	1996 - 2000
ACTIA Automotive: project quality manager for the Automotive Diagnostics Department	2000 - 2007
ACTIA Automotive: product project manager for the Automotive Diagnostics Department	2007 - 2009
ACTIA Automotive: product project manager for the Services Department	2009 - 2016
ACTIA Automotive: product project manager for the Aeronautics Department	2016 - 2018
ACTIA Automotive: Aftermarket coordinator for the MDS SBA - Expertise and Repair Centre	2018 - 2021
ACTIA Automotive: DSE coordinator for the MDS SBA - Electronic Services Department	2021 - 2022
ACTIA Automotive: customer coordinator in the OSE department - Operations Department	2022 - 2024
ACTIA Automotive: Account Delivery Manager in CSM (Customer Success Management)	since 2024

SOCIAL ACTIVITIES:	
Local councillor (2nd term of office)	since 2014
Representative of the Mobility Commission and the Communication and Culture Commission of Toulouse Métropole	since June 2020
Volunteer at the Local Media Library	since 2000

8.1.4 ORGANISATION AND OPERATION OF THE BOARD OF DIRECTORS

ACTIA Group has been a Limited Liability Company with a Board of Directors since the Extraordinary General Meeting of 30 October 2020. The operation of the Board of Directors is dictated by the legal and regulatory provisions, the Articles of Association and the Internal Rules.

INTERNAL RULES

The Board of Directors has adopted Internal Rules, which are available in their latest version dated 16 December 2024 on the Company website at https://www.actia.com/fr/investisseurs and at the registered office of the Company, or can be obtained upon request. These Internal Rules were adopted on 30 October 2020, further to the change in governance mode (transition to a one-tier French public limited company). The Internal Rules have been updated several times to create specialised committees and to take account of legislative and regulatory updates. It was amended on 21 March 2023 following the Company's transfer to Euronext Growth.

The main provisions of these Internal Rules cover:

- Role of the Board of Directors;
- Membership of the Board of Directors;
- Duties and code of conduct of members;
- Meetings of the Board of Directors;
- CSR Committee;
- Compensation Committee;
- Member compensation;
- Assurance of executive corporate officers;
- Observers;
- Honorary Chairman;
- Adaptations, modifications and public notifications of the Internal Rules.

The **Internal Rules** of the Board of Directors were drawn up in the interests of its members, the Company and its Shareholders, and their objective is to remind the members of the Board of Directors of their various duties, supplement the legal, regulatory and statutory rules in order to specify the way the Board of Directors and where applicable its specialised committees operate. All Directors are bound by said Internal Rules. The obligations arising from them apply equally to the permanent representative of a legal-entity Director and to natural persons appointed as Directors. The Internal Rules also include the provisions concerning the obligations of the Board members with regard to the holding of confidential information.

FREQUENCY OF MEETINGS

The rules governing the calling, holding, quorum and majority of meetings of the Board of Directors are set out in the Company's Articles of Association and the Internal Rules in force. During the previous financial year, the Board of Directors met 5 times and was consulted in writing on 2 occasions, in particular to:

- Examine the revenue and the quarterly, half-yearly and annual consolidated financial statements, and the half-yearly and separate annual financial statements;
- Review the strategy defined by LP2C, approve it and deploy it in the Group;
- Review the agenda and draft resolutions submitted to the General Meeting and supplement them;
- Approve the terms of the Management and Corporate Governance Report;
- Review the regulated agreements and the financial and interim information documents;
- Authorise loans and related guarantees;
- Authorise current account advances and guarantees necessary for the financing of Company subsidiaries;
- Review and authorise internal restructuring operations;
- Update the Internal Rules of the Board of Directors.

The Board of Directors meets as often as is required for the management of any ordinary business within the remit of this body. It is duly convened by the CEO to review financial statements on the basis of intermediate positions or at the end of periods, according to a policy of systematic quarterly, six-monthly and annual analysis, and the positions and strategies to be put in place. It analyses and votes on each agenda point. A vote by show of hands is held for each decision.

Financing issues, either involving the holding or the subsidiaries, are also looked at together with the related guarantees.

At these meetings, the Board of Directors hears presentations on:

- Accounting principles and methods and main accounting options used;
- The impact of any changes in method;
- Changes in the scope of consolidation;
- Key figures published relative to the separate and consolidated financial statements (breakdown of net income, presentation of the balance sheet and of the financial position).

It also hears the report of the Statutory Auditors on the scope, progress and conclusions of their work when audits or limited reviews of financial statements are called for by applicable regulations.

CALLING BOARD MEETINGS

During the previous financial year, in line with applicable regulations, our Articles of Association and the Company's practices, members of the Board of Directors were invited to meetings by email sufficiently in advance to enable the attendance of the largest possible number at all meetings. If there are no exceptional circumstances, the date is normally set two months prior to the meeting and the agenda is communicated within the week preceding the meeting.

In addition, in accordance with the provisions of Articles L. 821-65 and D. 821-185 Paragraph 2 of the French Commercial Code, the Statutory Auditors were invited to all meetings that reviewed and approved the annual and interim financial statements, by registered letter with acknowledgement of receipt.

To enable the Board members to properly prepare for the meetings, the Chairman makes a point to send them all the necessary information or documentation a reasonable time in advance.

HOLDING OF MEETINGS

During the previous financial year, the Meetings of the Board of Directors were held at the registered office and/or by written consultation and/or by video conference and/or using telecommunication means enabling identification of their respective members, in compliance with the legal and regulatory provisions in force.

The attendance rate of the members of the Board of Directors may vary from one meeting to the next, while remaining in compliance with the rules on the necessary quorum and majority. The percentage of members present at all the Board meetings increased slightly in 2024 to 95.4%. As a reminder, during the previous year, the percentage was 91.7%.

RESOLUTIONS ADOPTED

All decisions put to the Board of Directors were unanimously approved.

MEETING MINUTES

Minutes of the meetings of the Board of Directors are drawn up at the end of each meeting and distributed to all members so that they can be checked. The approval of these minutes takes place at the subsequent Board meeting.

NUMBER OF SHARES THAT MUST BE HELD BY MEMBERS OF THE BOARD OF DIRECTORS

In accordance with current legislation, the Company's Articles of Association do not stipulate that members of the Board of Directors must hold shares in the Company.

The number of shares personally held by each Corporate Officer at 31 December 2024 is presented below:

Corporate Officer	Number of shares and percentage of share capital		Number and percentage of gross voting rights	
BOARD OF DIRECTORS				
Pierre Calmels, Honorary Chairman	273	0.00%	546	0.00%
Stanislas Bailly	0	0.00%	0	0.00%
Catherine Casamatta	0	0.00%	0	0.00%
Carole Garcia (1)	1	0.00%	2	0.00%
Laura Pech	0	0.00%	0	0.00%
Marine Candelon	74	0.00%	148	0.00%
Frédéric Thrum	0	0.00%	0	0.00%
Véronique Védrine	20	0.00%	40	0.00%
Martine Chupin	26	0.00%	52	0.00%
Marie-Louise Ribaut	19	0.00%	38	0.00%
GENERAL MANAGEMENT				
Jean-Louis Pech	2,996	0.01%	5,992	0.02%
Jean-François Calmels	0	0.00%	0	0.00%
Catherine Mallet	796	0.00%	1,592	0.01%

(1) This concerns the loan of one share (qualifying share) by ACTIA Group, in connection with her corporate office.

To ensure accurate information about holdings, details at the period close are provided in § 9.1.1. “Breakdown of the share capital and voting rights” of the Management Report. Note that the Pech, Calmels, Thrum and Bailly families have indirect holdings via LP2C, SIDMIA International and SGPFEC.

8.2 CORPORATE OFFICER COMPENSATION

8.2.1 COMPENSATION PRINCIPLES FOR CORPORATE OFFICERS

In order to determine compensation, the Company's terms of employment and compensation for employees were taken into account by the Board as follows: in general, the fixed portion of compensation paid to the ACTIA Group corporate officers follows the trend for the employees in the main French company, except for unusual years when the Group's position is too difficult, in which case the increase is lower or even non-existent. Compensation is compared with that of the Group on a regular basis to ensure that it is **consistent.**

The Compensation Committee, appointed on 25 March 2024, contributes to the development of a compensation policy for the Group's senior management that is consistent, balanced and based on objective performance indicators, including in particular CSR objectives.

Compensation principles for General Management

The compensation owing to the Chairman and CEO and the Deputy CEOs of ACTIA Group is mainly paid by LP2C, a consolidating holding company, against the offices held at LP2C (limited liability company) and voted by the latter's Board of Directors. This compensation is not therefore compensation paid against the offices held within ACTIA Group.

In addition, it should be noted that, under an assistance agreement, LP2C only invoices the Group various technical services described in § 8.3.4 "Special report of the Statutory Auditors on regulated agreements" of the Corporate Governance Report. The balance relating to its own operating costs are charged to LP2C based on the rule for allocating time worked.

The compensation paid by LP2C did not concern the offices held by General Management at ACTIA Group level.

The details of the sums invoiced within the framework of the assistance agreement are given by type of service in Note 26.1 "Related-party transactions with holding company: LP2C S.A." in the notes to the consolidated financial statements. The amount invoiced for 2024 was €2,051,265, calculated in compliance with the agreement based on the direct and indirect costs actually incurred by LP2C, plus a margin of 15%. The chargeback of external services is, for its part, established with a 3% margin to take LP2C's overhead into account.

The fixed portion of compensation paid to the Company's Chairman and CEO is determined on the basis of:

- The level of his responsibilities and the related complexity;
- His experience and expertise.

During the course of exercising his function, the Chairman and CEO does not have the benefit of an employment contract, severance payments, compensation for a non-compete clause, a supplementary pension or any other payments or benefits that may be due for the termination of or changes to his duties.

Compensation principles for members of the Board of Directors

In the framework of the annual fixed sum authorised by the General Meeting, the compensation conditions for Directors are determined by the Board of Directors within the overall annual budget allocated by the General Meeting of the Company's shareholders.

Directors may receive annual compensation that takes into account their degree of involvement and the time they devote to their position, including if they sit on any committees. The Board of Directors decided to allocate €400 for each session of the Board of Directors and each Committee set up within the company attended by a Company Director. This decision applies to all Directors, except for executive corporate officers and Directors representing the employees.

For the 2024 financial year, the overall amount of compensation allocated to the Directors, in accordance with the terms and conditions described above, was 22,000 euros. It should be noted that an envelope of 40,000 euros had been authorised at the General Meeting held on 23 May 2023 until further decision. A proposal to allocate a fixed annual sum of €100,000 to Directors' compensation will be submitted for your approval at the General Meeting. (see § 10.2 "Draft resolutions").

8.2.2 COMPENSATION, BENEFITS OF CORPORATE OFFICERS

We hereby notify you of the total gross compensation (fixed, variable and non-recurring) and benefits of all kinds paid during this previous financial year to each Corporate Officer, as well as the criteria used to calculate them or the circumstances under which they arose.

We also indicate commitments of all types entered into on behalf of its Corporate Officers, relating to items of compensation and benefits likely to be payable upon taking up, leaving or changing duties or subsequent thereto, as well as how such commitments are determined.

No commitment of any kind relating to items of compensation and benefits payable or likely to be payable upon taking up, leaving or changing duties or subsequent thereto has been entered into other than the commitments discussed above.

Since the adoption of the new corporate structure with a Board of Directors, compensation is allocated to the members of the Board of Directors of ACTIA Group as per the terms and conditions set out in § 8.2.1 "Compensation principles for Corporate Officers" in the Corporate Governance Report.

The variable compensation of the Chairman and CEO paid by LP2C was set in relation to the debt reduction and revenue growth objectives for the Group and improvements in the social, environmental and societal commitments achieved through various actions in France and abroad. The level of achievement of these criteria is not made public for confidentiality reasons. The maximum amount of variable compensation for 2023 financial year (paid in 2024/2025) was set at 75% maximum of the total compensation paid for financial year n-1. All criteria were met.

The exceptional compensation paid to the Deputy CEOs was granted for the positions held in LP2C, for the achievement of debt reduction and revenue growth objectives for the Group and improvements in the social, environmental and societal commitments achieved through various actions in France and abroad. All criteria were met.

Benefits in kind correspond to the provision of a company car by LP2C.

The figures provided concern all compensation paid during the 2024 financial year and allocated for that financial year to each Corporate Officer of ACTIA Group by the issuer and by any other Group company:

Table 1 – Summary of compensation for each Corporate Officerby issuer and by all other Group companies

Name and position of Executive Corporate Officer:	Amounts allocated In 2024	Amounts paid	Amounts allocated In 2023	Amounts paid
Jean-Louis Pech – Chairman and CEO[(1)]				
Fixed compensation	251,522	251,522	245,495	245,495
Annual variable compensation[(2)]	217,883	163,942	120,000	110,000
Multi-year variable compensation				
Exceptional compensation				
Annual fixed sum (formerly Directors' fees)				
Benefits in kind[(2)]	3,378	3,378	3,378	3,378
TOTAL	**472,783**	**418,842**	**368,873**	**358,873**
Catherine Mallet – Deputy CEO				
Fixed compensation[(2)]	99,077	99,077	95,339	95,339
Annual variable compensation[(2)]	87,153	56,077		
Multi-year variable compensation				
Exceptional compensation[(2)]			30,000	25,000
Annual fixed sum (formerly Directors' fees)			1,934	1,934
Benefits in kind[(2)]	2,004	2,004		
TOTAL	**188,234**	**157,158**	**127,274**	**122,274**
Marine Candelon – Deputy CEO				
Fixed compensation[(2)]	97,469	97,469	93,792	93,792
Annual variable compensation[(2)]	65,365	42,683		
Multi-year variable compensation				
Exceptional compensation[(2)]			25,000	20,000
Annual fixed sum (formerly Directors' fees)				
Benefits in kind[(2)]	1,628	1,628	1,637	1,637
TOTAL	**164,462**	**141,780**	**120,429**	**115,429**
Jean-François Calmels – Deputy CEO				
Fixed compensation	109,682	109,682	96,732	96,732
Annual variable compensation[(2)]	65,365	42,683		
Multi-year variable compensation				
Exceptional compensation[(2)]			30,000	20,000
Annual fixed sum (formerly Directors' fees)				
Benefits in kind[(2)]	1,764	1,764	1,714	1,714
TOTAL	**176,811**	**154,129**	**128,447**	**118,447**

(1) Breakdown of 2024 compensation for the office exercised at the French limited corporation LP2C: €408,300 + €10,542 for offices held in ACTIA Group.
(2) Compensation for offices held in the French limited corporation LP2C.

Table 2 – Fixed annual compensation and other payments allocated and paid to the non-executive Corporate Officers from the issuer and all other Group companies

Non-executive Corporate Officers – Name and office	Amounts allocated for the 2024 financial year *	Amounts paid in 2025 *	Amounts allocated for the 2023 financial year	Amounts paid in 2024
Stanislas Bailly – Director Annual fixed amount Other compensation	3,600	3,600	3,200	4,400
Catherine Casamatta – Director Annual fixed amount Other compensation	3,600	3,600	3,200	6,000
Carole Garcia – Director Annual fixed amount Other compensation	3,600	3,600	3,200	4,400
Laura Pech – Director Annual fixed amount Other compensation	4,000	4,000	4,000	6,000
Frédéric Thrum – Director Annual fixed amount Other compensation	3,200	3,200	3,200	5,200
Véronique Védrine – Director Annual fixed amount Other compensation	4,000	4,000	4,000	5,200
Martine Chupin - Director, employee representative Annual fixed amount				
Marie-Louise Ribaut - Director, employee representative Annual fixed amount				
TOTAL	**22,000**	**22,000**	**20,800**	**20,800**

These sums compensate the Directors for their attendance and the time they devote to their duties at the Board of Directors meetings held during the financial year, in accordance with the compensation principles presented in § 8.2.1. “Compensation principles for Corporate Officers” in the Corporate Governance Report.

(*)The amounts include attendance at the meeting of the Board of Directors on 18 December 2023, which was not recognised in the year ended 31 December 2023.

Table 3 – Executives – Corporate Officers

	Employment contract	Supplementary retirement plan	Indemnities or benefits payable or that could be payable on termination or change in function	Indemnities relating to a non-compete clause
Name: **Jean-Louis Pech** Position: Chairman and CEO Start of term: 30/10/2020 End of term: 2026*	No	No	No	No
Name: **Catherine Mallet** Position: Deputy CEO Start of term: 30/10/2020 End of term: 2026*	No	No	No	No
Name: **Marine Candelon** Position: Deputy CEO Start of term: 30/10/2020 End of term: 31/03/2025	No	No	No	No
Name: **Jean-François Calmels** Position: Deputy CEO Start of term: 30/10/2020 End of term: 2026*	No	No	No	No
Name: **Walid Rouis** Position: Deputy CEO Start of term: 01/01/2025 End of term: 2026*	Yes	No	No	No

(*)Following the General Meeting held to approve the financial statements for the previous financial year

Under the agreements signed by LP2C, the issuer and its subsidiaries, LP2C charges back 99.1% of the compensation paid to its Corporate Officers for all of the services provided to the Group.

More details are provided in Note 26.1 “Related-party transactions – With the holding company: LP2C” of the notes to the consolidated financial statements.

COMPENSATION EQUITY RATIO FOR EXECUTIVE OFFICERS

The following presentation shows changes in the compensation of the Chairman and CEO, the Deputy CEOs and the ratios between their levels of compensation and the annual French minimum wage (SMIC).

Jean-Louis Pech – Chairman and CEO				
	2024	2023	2022	2021
Compensation of Corporate Officers				
% change in compensation [1]	16.7%	6.8%	7.6%	(6.0%)
SMIC				
Ratio to the annual French minimum wage (SMIC)	19.7	17.2	17.0	16.7
Company performance				
Consolidated Group net income	26,006,134	8,239,121	20,616,708	(6,073,523)
Change (in €) compared with the previous financial year	+17,767,013	(12,377,587)	+ 26,690,231	+ 13,367,948
Change (in %) compared with the previous financial year	215.6%	(60%)	(439.5%)	(68.8%)

(1) This is the total compensation paid to the executive officer during the financial year.

Jean-François Calmels - Deputy CEO				
	2024	2023	2022	2021
Compensation of Corporate Officers				
% change in compensation [1]	30.1%	46.9%	27.8%	2.8%
SMIC				
Ratio to the annual French minimum wage (SMIC)	7.2	5.7	4.3	3.4
Company performance				
Consolidated Group net income	26,006,134	8,239,121	20,616,708	(6,073,523)
Change (in €) compared with the previous financial year	+17,767,013	(12,377,587)	+ 26,690,231	+ 13,367,948
Change (in %) compared with the previous financial year	215.6%	(60%)	(439.5%)	(68.5%)

(1) This is the total compensation paid or allocated to the executive officer during the financial year.

Catherine Mallet - Deputy CEO	2024	2023	2022	2021
Compensation of Corporate Officers				
% change in compensation [1]	28.5%	13.2%	4.3%	(2.9%)
SMIC				
Ratio to the annual French minimum wage (SMIC)	7.4	5.9	5.8	5.6
Company performance				
Consolidated Group net income	26,006,134	8,239,121	20,616,708	(6,073,523)
Change (in €) compared with the previous financial year	+17,767,013	(12,377,587)	+ 26,690,231	+ 13,367,948
Change (in %) compared with the previous financial year	215.6%	(60%)	(439.5%)	(68.8%)

(1) This is the total compensation paid or allocated to the executive officer during the financial year.

Marine Candelon - Deputy CEO	2024	2023	2022	2021
Compensation of Corporate Officers				
% change in compensation [1]	22.8%	14.2%	3.5%	(2.1%)
SMIC				
Ratio to the annual French minimum wage (SMIC)	6.7	5.5	5.4	5.2
Company performance				
Consolidated Group net income	26,006,134	8,239,121	20,616,708	(6,073,523)
Change (in €) compared with the previous financial year	+17,767,013	(12,377,587)	+ 26,690,231	+ 13,367,948
Change (in %) compared with the previous financial year	215.6%	(60%)	(439.5%)	(68.8%)

(1) This is the total compensation paid or allocated to the executive officer during the financial year.

8.3 RELATED-PARTY TRANSACTIONS

No service contract providing for the grant of benefits upon expiration of the contract establishes relations between Board members and Managers with ACTIA Group or with any of its subsidiaries other than those presented in the paragraph below.

8.3.1 SPECIFIC DISCLOSURE ON AGREEMENTS

Pursuant to the provisions of Article L.225-37-4 2 of the French Code of Commerce, we hereby declare that, during the previous financial year, no new agreement was signed either directly or via an intermediary between, on the one hand, one of the corporate officers or one of the shareholders holding a fraction of voting rights in the Company of more than 10% and, on the other hand, another company controlled by the former within the meaning of Article L.233-3 of said code, except for agreements covering ordinary operations entered into under normal conditions, and except the following agreement:

- STEEL Electronique, a sub-subsidiary of the Company acquired on 23 May 2024 and included in the consolidated financial statements from 1 June 2024, signed the Assistance and Service Agreement entered into by the Company, as service provider, with all its subsidiaries and sub-subsidiaries.

8.3.2 NATURE AND AMOUNT OF REGULATED AGREEMENTS ENTERED INTO BY THE ISSUER

All the regulated agreements entered into previously and which remained in effect in the previous reporting period, and generally those referred to in Article L.225-38 et seq. of the French Commercial Code, are listed in the Statutory Auditors’ special report on regulated agreements, a report which has been reproduced in full in § 8.3.4 “Special report of the Statutory Auditors on regulated agreements” of the Corporate Governance Report.

8.3.3 RELATED-PARTY TRANSACTIONS

See Note 26 “Related-party transactions” in the notes to the consolidated financial statements.

8.3.4 SPECIAL REPORT OF THE STATUTORY AUDITORS ON REGULATED AGREEMENTS

To the Annual General Meeting of ACTIA Group S.A.,

In our capacity as Statutory Auditors of your Company, we hereby present to you our report on regulated agreements.

The terms of our assignment 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 of those agreements and commitments brought to our attention or discovered in the performance of our assignment and the interests thereof for the Company, 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 of these agreements and commitments 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 concerning the implementation, during the year, of the agreements and commitments previously approved by the General Meeting of 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 assignment. These procedures require that we ensure that the information provided to us is consistent with the relevant source documents.

Agreements submitted for approval to the Shareholders' Meeting

Previous agreements authorised and approved by the General Meeting tacitly renewed

Pursuant to Article L. 225-40 of the French Commercial Code, we have been informed of the following agreements concluded during the past financial year which had been authorised previously by your Board of Directors.

With LP2C S.A.

<u>Coordination agreement invoiced by LP2C S.A.</u>

Nature and purpose: Coordination agreement tacitly renewed on 1 January 2024

Parties concerned:

- Marine Candelon, Director and Deputy CEO of ACTIA Group S.A. and LP2C S.A.
- Catherine Mallet, Director and Deputy CEO of ACTIA Group S.A. and Director and CEO of LP2C S.A.
- Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A. and Director and Deputy CEO of LP2C S.A.
- Jean-François Calmels, Director and Deputy CEO of ACTIA Group S.A. and LP2C S.A.

Reasons justifying their interest in the company/procedures:

LP2C plays an active role in managing the ACTIA Group policy, for which it sets out the strategic priorities and areas for development. It coordinates and implements these various actions between the different companies in the ACTIA Group.

A coordination agreement with LP2C S.A. was signed by your company, for each of the subsidiaries and sub-subsidiaries of LP2C S.A., for the role it plays alone and exclusively in the definition of the general ACTIA Group strategy and which it coordinates for the benefit of all ACTIA Group companies.

In this respect, LP2C S.A. invoices an overall annual sum of €370,000 for all the Group companies, calculated from the added value of the previous year for each of the Group companies.

The coordination agreement is agreed for a period of five years as of 1 January 2018 and is automatically renewable for consecutive twelve-month periods.

Amounts invoiced for the previous financial year: at 31 December 2024, the total amount invoiced by LP2C to ACTIA Group S.A. was €1,000 excl. VAT.

Assistance and specific service agreement invoiced by LP2C S.A.

Nature and purpose: assistance and service agreement tacitly renewed on 1 January 2024

Parties concerned:

- Marine Candelon, Director and Deputy CEO of ACTIA Group S.A. and LP2C S.A.
- Catherine Mallet, Director and Deputy CEO of ACTIA Group S.A. and Director and CEO of LP2C S.A.
- Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A. and Director and Deputy CEO of LP2C S.A.
- Jean-François Calmels, Director and Deputy CEO of ACTIA Group S.A. and LP2C S.A.

Procedures and reasons justifying the benefits for the Company:

An assistance and service agreement with LP2C S.A. was signed by your company, for each of the LP2C S.A. subsidiaries and sub-subsidiaries, for the recurring services LP2C S.A. provides to the Group, including:

- Quality support;
- Communications support;
- Human resources support;
- Real estate support;
- Support for Group management and internal procedures;
- Business development support;

The arrangements for setting the remuneration excluding VAT of the services provided are as follows: LP2C S.A. receives a fee set on the basis of a provisional budget drawn up at the start of the year. The amount is set based on the direct and indirect costs actually incurred by LP2C S.A., plus a margin of 15%.

The assistance agreement is agreed for a period of five years as of 1 January 2018 and is automatically renewable for consecutive twelve-month periods.

Amounts invoiced for the previous financial year: at 31 December 2024, the total amount invoiced by LP2C to ACTIA Group S.A. was €292,241 excl. VAT.

Assistance and specific service agreement invoiced by ACTIA Group S.A.

Nature and purpose: Assistance and specific service agreement tacitly renewed on 1 January 2024.

Parties concerned:

- Marine Candelon, Director and Deputy CEO of ACTIA Group S.A. and LP2C S.A.
- Catherine Mallet, Director and Deputy CEO of ACTIA Group S.A. and Director and CEO of LP2C S.A.
- Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A. and Director and Deputy CEO of LP2C S.A.
- Jean-François Calmels, Director and Deputy CEO of ACTIA Group S.A. and LP2C S.A.

Procedures and reasons justifying the benefits for the Company:

The specific services which ACTIA Group S.A. provides to LP2C S.A. are for accounting and executive secretarial services. The procedures used to set the amounts invoiced, excluding VAT, for the services rendered by ACTIA Group S.A. are as follows: in exchange for the services provided, ACTIA Group S.A. receives from LP2C S.A. a fee set on the basis of a provisional budget established at the start of the financial year. The amount is set based on the direct and indirect costs actually incurred by ACTIA Group S.A., plus a margin of 15%.

The assistance agreement is agreed for a period of 5 years as of 1 January 2018 and is automatically renewable for consecutive twelve-month periods.

Amounts invoiced for the previous financial year: at 31 December 2024, the amount invoiced by ACTIA Group S.A. to LP2C S.A. was €32,543 excl. VAT.

With ACTIA Automotive S.A.S.

Assistance and service agreements invoiced by ACTIA Automotive S.A.S.

Nature and purpose: Assistance and service agreement between ACTIA Automotive S.A.S., as service provider, on behalf of ACTIA Group S.A. companies concerning recurring services provided by ACTIA Automotive S.A.S. to ACTIA Group S.A. companies tacitly renewed on 1 January 2024.

Parties concerned: Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A.

Procedures:

The recurring services provided by ACTIA Automotive S.A.S. to ACTIA Group S.A. companies include:

- Administrative, legal, accounting and financial assistance;
- Quality support;
- Communications support;
- Human resources support;
- Information systems support;
- Purchasing support;
- Real estate support;
- Support for Group management and internal procedures;
- Business development support;
- Technology support.

The arrangements for setting the remuneration excluding VAT of the services provided are as follows: ACTIA Automotive S.A.S. receives remuneration on the basis of a provisional budget drawn up at the start of the year, which is adjustable at the end of the period. The amount is set based on the direct and indirect costs actually incurred by ACTIA Automotive S.A.S., plus a margin of 15%.

Any re-invoicing of services provided by external parties is subject to a margin of 3% as a contribution to the overheads of ACTIA Automotive S.A.S. as a service provider.

The assistance agreement is agreed for a period of five years as of 1 January 2018 and is automatically renewable for consecutive twelve-month periods.

Reasons justifying the benefits for the Company:

The interests of ACTIA Automotive S.A.S. coincide with those of ACTIA Group S.A. companies and the latter can, therefore, improve their effectiveness and profitability through these arrangements. At the ACTIA Group S.A. level, the arrangements would result in a reduction in overall management costs by creating economies of scale for fixed costs and, therefore, in greater effectiveness and profitability. The subsidiaries will benefit from the reduced costs, therefore enabling them to focus their energies on their core businesses and improve their economic performance.

Amounts invoiced for the previous financial year: at 31 December 2024, the amount invoiced by ACTIA Automotive S.A.S. to ACTIA Group S.A. was €68,812 excl. VAT.

With the subsidiaries listed below

Assistance and service agreements invoiced by ACTIA Group S.A.

Nature and purpose: Assistance and service agreement tacitly renewed on 1 January 2024.

Parties concerned:

- **Offices at ACTIA Group S.A.**
  - Jean-Louis Pech: Chairman and CEO
  - Catherine Mallet: Director - Deputy CEO
  - Marine Candelon: Director - Deputy CEO
  - Jean-François Calmels: Director - Deputy CEO
  - Walid Rouis: Deputy CEO
- **Offices in subsidiaries**
  - ACTIA Automotive: Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A., Chairman of ACTIA Automotive S.A.S.
  - SCI de l'Oratoire: Catherine Mallet and Jean-François Calmels, Co-Managers
  - SCI Les Coteaux de Pouvourville: Catherine Mallet and Jean-François Calmels, Co-Managers
  - ACTIA 3E: Jean-Louis Pech, Chairman and Director of ACTIA 3E and Catherine Mallet, permanent representative of LP2C S.A. Director of ACTIA 3E and Marine Candelon, permanent representative of ACTIA Automotive S.A.S. Director of ACTIA 3E.
  - ACTIA Engineering Services Holding S.A.S. : Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A., Chairman of ACTIA Engineering Services Holding S.A.S and Walid Rouis, Chairman

- ACTIA Engineering Services France S.A.S. : Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A., Chairman of ACTIA Engineering Services France S.A.S. and Walid Rouis, Chairman
- ACTIA PCs: Catherine Mallet, Chairman of the Board of Directors, Marine Candelon, permanent representative of ACTIA Automotive S.A.S. Director of ACTIA PCs and Jean-Louis Pech, permanent representative of LP2C S.A. Director of ACTIA PCs
- ACTIA Aerospace S.A.S. (formerly ACTIA Telecom): Jean-Louis Pech, Chairman of ACTIA Group S.A., Chairman of ACTIA Aerospace S.A.S.
- ACTIA Railway S.A.S. : Jean-Louis Pech, Chairman of ACTIA Group S.A., Chairman of ACTIA Railway S.A.S.
- ACTIA Energy S.A.S. : Jean-Louis Pech, Chairman of ACTIA Group S.A., Chairman of ACTIA Energy S.A.S.
- ACTIA Telematics Services: Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA Nordic: Catherine Mallet, Jean-François Calmels and Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA Polska: Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA IME: Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A., Chairman of ACTIA Automotive S.A.S, Chairman of ACTIA IME
- ACTIA Italia: Catherine Mallet, Director; Marine Candelon, Vice-Chair and Director; and Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA Systems: Marine Candelon, Director; Jean-Louis Pech, Chairman of the Board of Directors; and Jean-François Calmels, Director
- ACTIA UK: Catherine Mallet, Director; Jean-François Calmels, Director; and Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA Africa: Catherine Mallet and Jean-François Calmels, Directors, and Jean-Louis Pech, Chairman of the Board of Directors and Walid Rouis, Chairman
- ACTIA Japan: Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA Tunisie: Jean-François Calmels, Director, and Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA China: Catherine Mallet, Marine Candelon and Jean-Louis Pech, Directors
- CIPI ACTIA: Catherine Mallet, Director, Jean-François Calmels, and Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA Electronics: Catherine Mallet, Jean-François Calmels and Jean-Louis Pech, Directors
- ACTIA do Brasil: Catherine Mallet, Jean-François Calmels and Jean-Louis Pech, Advisory Board members
- ACTIA de Mexico: Catherine Mallet, Jean-François Calmels and Jean-Louis Pech, Directors
- ACTIA Corp.: Catherine Mallet and Jean-François Calmels, Directors, and Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA Engineering Services: Jean-François Calmels, Director, and Jean-Louis Pech, Chairman of the Board of Directors and Walid Rouis, Chairman
- SCI Sodimob: Jean-Louis Pech, Chairman of ACTIA Group S.A., Chairman of SCI SODIMOB.
- SCI Los Olivos: Catherine Mallet, Director; Marine Candelon, Director; and Jean-Louis Pech, Chairman of the Board of Directors
- ACTIA Automotive India Private Limited: Catherine Mallet and Jean-Louis Pech
- ATAL S.R.O: Jean-Louis Pech, member of the Supervisory Board of ATAL S.R.O.
- STEEL Electronique S.A.S. : Jean-Louis Pech, Chairman of ACTIA Group S.A., Chairman of STEEL Electronique S.A.S.

Procedures:

In exchange for the services provided, ACTIA Group S.A. receives from each of the subsidiaries and sub-subsidiaries a fee based on a provisional budget established at the start of the financial year. The amount is set based on the direct and indirect costs actually incurred by ACTIA Group S.A., plus a margin of 15%.

The assistance agreement is agreed for a period of 5 years as of 1 January 2018 and is automatically renewable for consecutive twelve-month periods.

Reasons justifying the benefits for the Company:

As part of the overall reorganisation, this ACTIA Group S.A. assistance and services agreement is implemented for each of the subsidiaries and sub-subsidiaries to cover the ongoing services ACTIA Group S.A. provides to the Group. The interests of ACTIA Group S.A. are shared by the subsidiaries of the Group which, therefore, increase their effectiveness and profitability through these operations. At the ACTIA Group S.A. level, the arrangements resulted in a reduction in overall management costs by creating economies of scale for fixed costs and, therefore, in greater effectiveness and profitability. The subsidiaries benefit from the reduced costs, therefore enabling them to focus their energies on their core business and improve their economic performance.

The recurring services provided by ACTIA Group S.A. to the Group include:

- Administrative, legal, accounting and financial assistance, as well as the provision of current account advances;
- Communications support;
- Human resources support;
- Information systems support;
- Purchasing support;
- Real estate support;
- Support for Group management and internal procedures;
- Business development support;
- Technology support.

Amounts invoiced for the previous financial year: at 31 December 2024, the amounts invoiced excluding VAT by ACTIA Group S.A. were:

Companies	Assistance and service agreements
ACTIA Automotive	€983,579
SCI Oratoire	€10,497
SCI Pouvourville	€9,859
ACTIA 3E	€22,506
ACTIA ES Holding	€4,901
ACTIA ES France	€17,667
ACTIA PCs	€23,701
ACTIA Aerospace	€540,733
ACTIA Railway	€226,693
ACTIA Energy	€321,188
ACTIA Telematics Services	€20,052
ACTIA Nordic	€111,684
ACTIA EMS	€24,363
ACTIA Polska	€8,270
ATAL	€21,787
ACTIA IME	€180,096
ACTIA Italia	€86,312
ACTIA Systems	€172,918

Companies	Assistance and service agreements
ACTIA UK	€61,184
ACTIA Africa	€20,067
ACTIA Japan	€21,945
ACTIA Tunisie	€31,355
ACTIA China	€87,123
CIPI ACTIA	€66,381
ACTIA Electronics	€43,177
ACTIA do Brasil	-€
ACTIA de Mexico	€85,340
ACTIA Corp.	€93,621
ACTIA Engineering Services	€638,864
Total	**€3,935,863**

Agreements previously approved by the General Meeting

Agreements approved in prior years and which remained in effect during the period under review

In accordance with Article R. 225-30 of the French Commercial Code, we have been informed that the following agreements, already approved by the Annual General Meetings in prior years, remained in effect during the period under review.

With ACTIA Automotive S.A.S.

Guarantee for an Airbus contract

Nature and purpose: Guarantee for an Airbus contract

Parties concerned: Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A., Chairman of ACTIA Automotive S.A.S.

Procedures and reasons justifying the benefits for the Company:

Airbus requested a first-demand full guarantee for all ACTIA Automotive S.A.S. rights and obligations from ACTIA Group S.A. in 2017. The guarantee covers financial, judicial, legal and civil liability.

Under the contract, ACTIA Automotive S.A.S. can be held liable up to the amount of the contract which, in 2024, was close to € 14,399,000 ACTIA Automotive S.A.S. has taken out special insurance for aeronautical products, for a maximum amount of €200,000,000 per claim, it being understood that ACTIA Group S.A. cannot be held liable for any sum in excess of that amount. With respect to civil liability, ACTIA Group S.A. will be required to activate the insurance in the event of the failure of its subsidiary ACTIA Automotive S.A.S.

If ACTIA Automotive S.A.S. activates its insurance in the event of an accident, the guarantee granted to your subsidiary will be outside of the normal framework of the guarantees invoiced by the Company as the insurance charge for the policy is entirely paid for by ACTIA Automotive S.A.S.

Amounts invoiced during the previous financial year: This guarantee did not result in any invoicing by your company during the financial year.

Guarantee for an Airbus contract

Nature and purpose: Guarantee for an Airbus contract

Parties concerned: Jean-Louis Pech, Chairman and Chief Executive Officer of ACTIA Group S.A., Chairman of ACTIA Automotive S.A.S.

Procedures and reasons justifying the benefits for the Company:

ACTIA Automotive S.A.S. signed a contract with Airbus for the design, development, manufacturing, supply and maintenance of avionics equipment. As part of the contract, Airbus requested that ACTIA Group S.A. provide a full first demand guarantee for all ACTIA Automotive S.A.S. rights and obligations. The guarantee covers financial, judicial, legal and civil liability.

Under the contract, ACTIA Automotive S.A.S. can be held liable up to the amount of the contract which, in 2024, was close to € 14,399,000. ACTIA Automotive S.A.S. has taken out special insurance for aeronautical products, for a maximum amount of €200,000,000 per claim, it being understood that ACTIA Group S.A. cannot be held liable for any sum in excess of that amount. With respect to civil liability, ACTIA Group S.A. will be required to activate the insurance in the event of the failure of its subsidiary ACTIA Automotive S.A.S.

If ACTIA Automotive S.A.S. activates its insurance in the event of an accident, the guarantee granted to your subsidiary will be outside of the normal framework of the guarantees invoiced by the Company as the insurance charge for the policy is entirely paid for by ACTIA Automotive S.A.S.

Amounts invoiced during the previous financial year: This guarantee did not result in any invoicing by your company during the financial year.

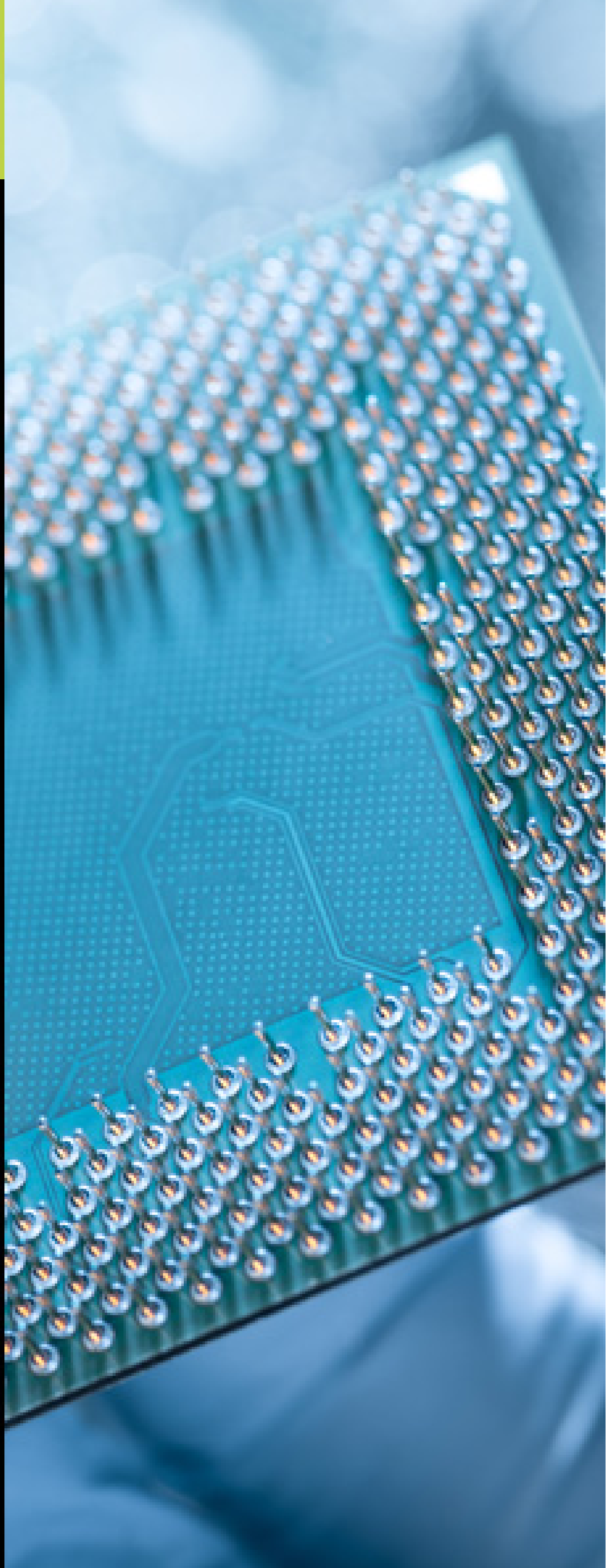
Statutory auditors

Labège, 24 April 2025	Paris, 24 April 2025	
KPMG S.A.	**BM&A**	
Guillaume Salommez *Partner*	Eric Seyvos Partner	Céline Claro Partner

8.4 AUTHORISATIONS GRANTED IN RESPECT OF CAPITAL INCREASES

At the balance sheet date, there is no authorisation in respect of capital increases in effect.

This information is discussed in § 9.2.5 “Increase in share capital” of the Annual Report.



9

CAPITAL & SHAREHOLDING

9.1 BREAKDOWN OF THE SHARE CAPITAL AND VOTING RIGHTS

9.1.1 BREAKDOWN OF THE SHARE CAPITAL AND VOTING RIGHTS

The identity of those persons directly or indirectly holding the thresholds of 1% of the capital or voting rights at General Meetings or a multiple of this fraction up to 5% inclusive, as well as the thresholds of 10%, 15%, 20%, 25%, 30%, 33.33%, 50 %, 66.66% and 95%of the share capital or voting rights at General Meetings on the dates cited, are given below.

SHARE CAPITAL AND VOTING RIGHTS AT 31 DECEMBER 2024

	Shares		Gross voting rights		Net voting rights	
Shareholders:	**Number**	**% of share capital**	**Number**	**%**	**Number**	**%**
LP2C	10,077,510	50.14%	20,093,676	62.07%	20,093,676	62.10%
Natural persons - Pech and Calmels families	6,952	0.03%	13,004	0.04%	13,004	0.04%
SUBTOTAL PECH AND CALMELS FAMILIES	**10,084,462**	**50.17%**	**20,106,680**	**62.11%**	**20,106,680**	**62.14%**
SIDMIA International	1,171,848	5.83%	2,343,696	7.24%	2,343,696	7.24%
Natural persons - Thrum family	213	0.00%	426	0.00%	426	0.00%
THRUM FAMILY SUBTOTAL	**1,172,061**	**5.83%**	**2,344,122**	**7.24%**	**2,344,122**	**7.24%**
TOTAL SHAREHOLDERS' AGREEMENT	**11,256,523**	**56.00%**	**22,450,802**	**69.35%**	**22,450,802**	**69.39%**
SGPFEC	1,037,141	5.16%	2,074,282	6.41%	2,074,282	6.41%
Public (other registered shares with <1% stake)	130,568	0.65%	172,031	0.53%	172,031	0.53%
Public float						
of which GESTINEG H	1,410,502	7.02%	1,410,502	4.36%	1,410,502	4.36%
of which SCERAC	997,608	4.96%	997,608	3.08%	997,608	3.08%
of which INOCAP GESTION	356,216	1.77%	356,216	1.10%	356,216	1.10%
of which OFI INVEST ASSET MANAGEMENT	348,000	1.73%	348,000	1.07%	348,000	1.08%
of which TEXMI	247,350	1.23%	247,350	0.76%	247,350	0.76%
of which THIERRY LUCIEN CHEMIN	224,881	1.12%	224,881	0.69%	224,881	0.70%
of which Public (other investors with <1% stake)	4,073,419	20.27%	4,073,419	12.58%	4,073,419	12.59%
Treasury shares [1]	17,733	0.09%	17,733	0.05%	0	0.00%
TOTAL	**20,099,941**	**100.00%**	**32,372,824**	**100.00%**	**32,355,091**	**100.00%**

1 Including registered and bearer shares.

SHARE CAPITAL AND VOTING RIGHTS AT 31 DECEMBER 2023

	Shares		Gross voting rights		Net voting rights	
Shareholders:	**Number**	**% of share capital**	**Number**	**%**	**Number**	**%**
LP2C	10,077,510	50.14%	20,093,676	62.11%	20,093,676	62.13%
Natural persons - Pech and Calmels families	6,052	0.03%	11,904	0.04%	11,904	0.04%
SUBTOTAL PECH AND CALMELS FAMILIES	**10,083,562**	**50.17%**	**20,105,580**	**62.14%**	**20,105,580**	**62.17%**
SIDMIA International	1,171,848	5.83%	2,343,696	7.24%	2,343,696	7.25%
Natural persons - Thrum family	213	0.00%	426	0.00%	426	0.00%
THRUM FAMILY SUBTOTAL	**1,172,061**	**5.83%**	**2,344,122**	**7.25%**	**2,344,122**	**7.25%**
TOTAL SHAREHOLDERS' AGREEMENT	**11,255,623**	**56.00%**	**22,449,702**	**69.39%**	**22,449,702**	**69.42%**
SGPFEC	1,037,141	5.16%	2,074,282	6.41%	2,074,282	6.41%
Public (other registered shares with <1% stake)	144,262	0.67%	167,366	0.52%	167,366	0.52%
Public float						
of which GESTINEG H	1,223,000	6.08%	1,223,000	3.78%	1,223,000	3.78%
of which SCERAC	1,133,360	5.64%	1,133,360	3.50%	1,133,360	3.50%
of which INOCAP GESTION	433,639	2.16%	433,639	1.34%	433,639	1.34%
of which OFI INVEST ASSET MANAGEMENT	348,000	1.73%	348,000	1.08%	348,000	1.08%
of which Public (other investors with <1% stake)	4,511,040	22.50%	4,511,040	13.94%	4,511,040	13.95%
Treasury shares [1]	13,876	0.07%	13,876	0.04%	0	0.00%
TOTAL	**20,099,941**	**100.00%**	**32,354,265**	**100.00%**	**32,340,389**	**100.00%**

1 Including registered and bearer shares.

SHARE CAPITAL AND VOTING RIGHTS AT 31 DECEMBER 2022

	Shares		Gross voting rights		Net voting rights	
Shareholders:	**Number**	**% of share capital**	**Number**	**%**	**Number**	**%**
LP2C	10,077,510	50.14%	20,093,676	62.12%	20,093,676	62.15%
Natural persons - Pech and Calmels families	6,052	0.03%	11,904	0.04%	11,904	0.04%
SUBTOTAL PECH AND CALMELS FAMILIES	**10,083,562**	**50.17%**	**20,105,580**	**62.15%**	**20,105,580**	**62.18%**
SIDMIA International	1,171,848	5.83%	2,343,696	7.25%	2,343,696	7.25%
Natural persons - Thrum family	213	0.00%	426	0.00%	426	0.00%
THRUM FAMILY SUBTOTAL	**1,172,061**	**5.83%**	**2,344,122**	**7.25%**	**2,344,122**	**7.25%**
TOTAL SHAREHOLDERS' AGREEMENT	**11,255,623**	**56.00%**	**22,449,702**	**69.40%**	**22,449,702**	**69.43%**
SGPFEC	1,037,141	5.16%	2,074,282	6.41%	2,074,282	6.43%
Public (other registered shares with <1% stake)	325,544	1.62%	342,849	1.06%	342,849	6.42%
Public float						1.06%
of which GESTINEG H	1,045,000	5.20%	1,045,000	3.23%	1,045,000	3.23%
of which Public (other holders)	6,421,268	31.95%	6,421,268	19.85%	6,421,268	19.86%
Treasury shares [1]	15,365	0.08%	15,365	0.05%	0	0.00%
TOTAL	**20,099,941**	**100.00%**	**32,348,466**	**100.00%**	**32,333,101**	**100.00%**

1 Including registered and bearer shares.

GROSS OR THEORETICAL VOTING RIGHTS:

This is the total number of voting rights, including those attached to shares deprived of voting rights, namely those held in treasury.

Net voting rights or rights exercisable in General Meetings: shares held in treasury are not recorded.

LP2C is equally owned by the Pech and Calmels families.

SIDMIA International is held by the Thrum family.

The shareholders' agreement between the Pech, Calmels and Thrum family shareholder groups covers all the shares held by the companies. The shares not included at the outset of the agreement do not represent a sufficiently material percentage to be detailed. It should be noted that the agreement does not have an expiry date. The main provisions of this agreement are described in § 9.1.3 "Shareholders' agreement" of the Management Report.

To the best of the Company's knowledge, there are no other shareholders not mentioned in the above table that hold 5% or more of the share capital or voting rights of ACTIA Group S.A.

Voting rights are described in detail in Article 11 of the Articles of Association "Rights and obligations related to ordinary shares - Voting", which can be consulted on the company website www.actia.com.

CROSSING OF THRESHOLDS

ACTIA Group has been informed of the crossing of the thresholds below in the past three years:

- On **6 April 2022**, the Limited Liability company GESTINEG H informed ACTIA Group that it had crossed the 5% company share capital threshold (AMF notification 222C0782);
- On **27 December 2022**, Charles-André Normand informed ACTIA Group that he had dropped below the 1% company share capital threshold;
- On **2 February 2023**, SCI SERAC informed AMF that it had crossed the 5% company share capital threshold (AMF notification 223C0254).
- On **30 December 2024**, SCI SCERAC informed ACTIA Group that, on 27 December 2024, it had fallen below the threshold of 5% of the Company's share capital and held 4.96% of the Company's share capital.

OTHER SECURITIES GRANTING ENTITLEMENT TO THE SHARE CAPITAL

There are no other shares or securities of any nature convertible or exchangeable for shares.

MARKET IN ACTIA GROUP SHARES

Since 2 February 2023, ACTIA Group has been traded on Euronext Growth Paris, ISIN Code FR0000076655.

During the preceding financial year, the total volume of ACTIA Group shares traded was 1,787,112 compared to 1,817,637 in 2023 and 2,643,010 in 2022, representing an average daily trading volume of 6,981 shares over 255 trading days compared with 7,128 shares in 2023 and 10,205 in 2022.

In 2024, the share price trading range was as follows:

- Highest: €4.35 on 09 April 2024;
- Lowest: €2.53 on 30 December 2024;
- And closing on 31.12.2024: €2.74.

The number of ACTIA Group shares traded dropped slightly compared to 2023, with a decline of 1.7%. The stock closed down sharply by 31.2% compared with 31 December 2023, against a decline by 8.0% on the CAC Small index.

Trading in liquidity contract shares stood at 60,122 shares purchased and 56,266 shares sold for the whole of 2024. These daily flows contributed to optimising the day-to-day and intra-day trading activity for the share by reducing sharp fluctuations.

It should be noted that ACTIA is one of the companies evaluated and ranked according to their degree of involvement in non-financial transparency and CSR performance (governance, human capital, environment and relations with external stakeholders), making up the **GAÏA Index**, a benchmark stock market index for mid-cap companies in terms of sustainable development. ACTIA Group entered the ranking in 2015 and has remained on the index ever since, as shown in the summary table below:

Ranking	2021	2022	2023	2022-2023 trend
GOVERNANCE	50	57	57	=
SOCIAL	62	69	67	↘
ENVIRONMENT	54	59	74	↗
EXTERNAL STAKEHOLDERS	92	95	95	=
Overall score	59	65	68	↗

Aware of the central importance of CSR and its impact on the Group's performance and financing capacity, the Group's General Management has set up a dedicated CSR team, reporting to the CSR Committee set up within the Board of Directors (see Chapter 8, "Corporate Governance Report").

On 06 March 2025, ACTIA Group was included in the following stock indices:

INDEX
Euronext Growth All-Share Index (NR/GR)
Euronext Tech Croissance
Euronext Helios All-Share Index (NR/GR)

The following table summarises trading activity and trends for the ACTIA Group share for the last 3 years:

	Performance		Volatility	
	ACTIA Group	**CAC MID & SMALL**	**ACTIA Group**	**CAC MID & SMALL**
2024	-29.09%	-3.59%	60.73%	13.25%
2023	-4.56%	1.42%	19.98%	8.92%
2022	14.24%	-13.86%	35.92%	14.24%

Closing prices and trading volumes from 1 January 2020 to 31 March 2025 (closing price in euros)

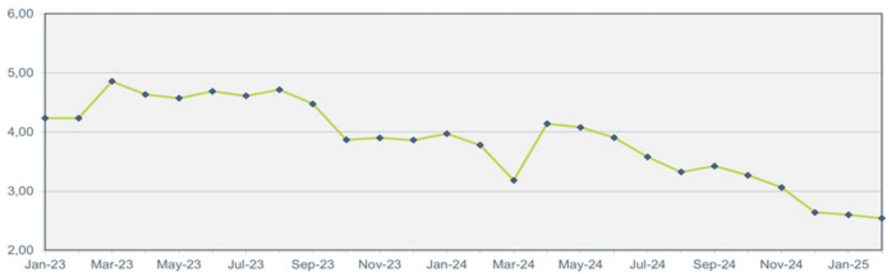
2025	**High**	**Low**	**Average**	**Trading volume**
January	2.74	2.38	2.60	194,980
February	2.88	2.38	2.60	271,390
March	3.39	2.70	3.11	240,112

2024	**High**	**Low**	**Average**	**Trading volume**
January	4.18	3.78	3.97	132,568
February	4.06	3.22	3.78	183,467
March	3.65	3.01	3.18	240,445
April	4.35	3.90	4.14	289,701
May	4.20	3.87	4.08	131,746
June	4.26	3.57	3.90	126,468
July	3.67	3.50	3.58	38,152
August	3.57	3.18	3.32	81,117
September	3.72	3.16	3.42	313,100
October	3.58	3.15	3.27	40,235
November	3.41	2.57	3.06	101,640
December	2.74	2.53	2.64	108,473

2023	High	Low	Average	Trading volume
January	4.35	4.10	4.23	369,760
February	4.76	3.95	4.23	335,056
March	5.12	4.69	4.86	302,942
April	4.84	4.35	4.63	71,272
May	4.81	4.31	4.57	166,787
June	4.77	4.52	4.69	65,644
July	4.68	4.52	4.61	63,908
August	4.82	4.55	4.71	104,150
September	4.64	4.14	4.47	91,782
October	4.17	3.41	3.87	84,830
November	4.01	3.74	3.90	59,489
December	3.98	3.65	3.86	98,828

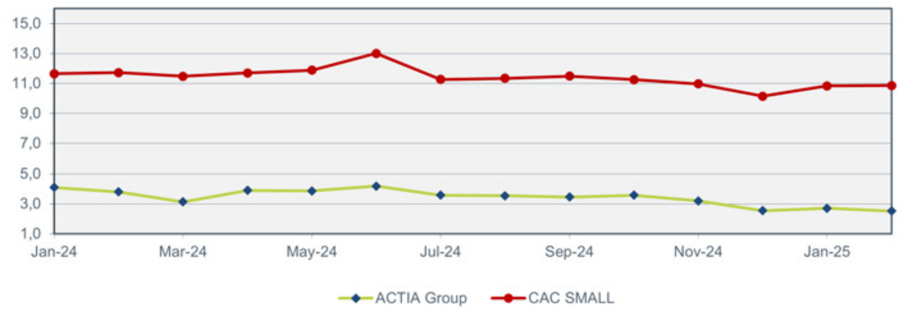
2022	High	Low	Average	Trading volume
January	4.54	3.53	3.94	489,127
February	4.34	3.47	4.07	205,221
March	4.15	2.88	3.49	193,098
April	4.00	3.68	3.86	140,593
May	4.05	3.69	3.86	142,835
June	4.07	3.65	3.90	122,505
July	4.06	3.66	3.88	164,648
August	4.53	4.07	4.29	280,044
September	4.77	3.33	4.30	314,979
October	4.23	3.35	3.83	221,954
November	4.38	3.89	4.17	167,792
December	4.43	4.14	4.26	200,214

Share price trends
(average monthly closing price in euros)



Share price trends since 1 January 2024 (closing price on first day of the month)

Comparison of ACTIA Group share prices and CAC SMALL 90



9.1.2 CONTROL AND OWNERSHIP

Information about holding and voting rights is provided in § 9.1.1 “Breakdown of the share capital and voting rights” in the “Capital and Shareholding” chapter. It shows that the Group is majority owned and controlled, directly and indirectly, by the Pech and Calmels families, the families of the Group’s founders, Louis Pech and Pierre Calmels, via LP2C.

Details of the membership of the Board of Directors are given in § 8.1.2 “Membership of the Board of Directors and General Management” in the Corporate Governance Report. The Pech and Calmels families hold the positions of Chairman and CEO: Jean-Louis Pech (son of Louis Pech); Deputy Chief Executive Officers: Catherine Mallet (daughter of Louis Pech), Marine Candelon (daughter of Pierre Calmels), who resigned on 31 March 2025, and Jean-François Calmels (son of Pierre Calmels); and Director: Laura Pech (granddaughter of Louis Pech).

Of the five other members of the Board, three are fully independent and ensure effective governance for the Group. Walid Rouis, who is not part of the Pech and Calmels families and who has been with the Group since 2011, was appointed Deputy CEO by the Board of Directors on 16 December 2024 with effect from 1 January 2025. Two Directors representing employees also sit on the Board of Directors, in accordance with legal and statutory provisions. A new election of these representatives will take place in May 2025.

The founding families have in this way ensured the continuity of the Group while maintaining independent governance within the Board.

9.1.3 SHAREHOLDERS' AGREEMENT

A shareholders' agreement was signed by the families of Louis Pech and Pierre Calmels, on the one hand, and Günther Thrum, on the other hand, on 11 December 2000.

The parties agreed to act in concert with respect to ACTIA Group S.A. primarily with regard to:

- A commitment to consult prior to all Board Meetings and all General Meetings;
- A commitment to maintain the division of seats on the Board;
- A commitment to maintain their interests so that the parties to the agreement may hold a minimum voting rights percentage in the Company;
- A commitment to consult prior to any disposal by any of the signatories of all or part of their interest (including unregistered holdings);
- A reciprocal preemptive right between the two groups of shareholders;
- In the event of a tender offer that either party wishes to accept, all the parties undertake to consult for the purpose of making decisions by mutual agreement in order to be able to carry out the proposed transaction without jeopardising the basis of this agreement with respect to maintaining control of ACTIA Group and the pursuit of its industrial strategy;
- In the event that for whatever reason ACTIA Group shares are no longer listed on a regulated market, and the "Pech and Calmels" shareholder group wishes to dispose of all or part of its ACTIA Group shares and such disposal is likely to cause it to lose control (40% of the voting rights) of ACTIA Group, it must offer the shareholders of the "Thrum" group the option of disposing of all their ACTIA Group shares at the same price and on the same payment terms as those obtained from the buyer.

As of 31 December 2024, this agreement covered a total of 11,256,523 shares (56.0% interest) and 22,450,802 voting rights (69.4% control).

9.1.4 COMMITMENTS TO RETAIN SHARES

With the exception of the above-cited shareholders' agreement, there are to the best of our knowledge no lock-up arrangements on ACTIA Group shares.

9.1.5 SHARE OR ASSET PLEDGES

To the knowledge of the Company, no share of the Company is pledged as at 31 December 2024.

9.1.6 TREASURY SHARES

Information about this paragraph is presented in Note 3.7 "Treasury shares" of the notes to the separate annual financial statements.

9.1.7 TRADING IN COMPANY SHARES BY CORPORATE OFFICERS AND THEIR CLOSE RELATIVES

Pursuant to Article 223-26 of AMF's General Regulations, we present below a summary statement of the transactions referred to in Article L.621-18-2 of the French Monetary and Financial Code, carried out during the last financial year, which have been reported and of which the Company is aware.

To the knowledge of the Company, Corporate Officers did not carry out any transactions on the Company's shares during the previous financial year.

We bring to your attention the summary statement of a transaction covered by Article L.621-18-2 of the French Monetary and Financial Code, carried out during the financial year beginning 1 January 2025.

NAME	Position	AMF declaration no.	Transaction date	Price per unit	Percentage	Total amount	Description of the transaction
LP2C (384 043 352)	Closely related person within the meaning of Article L.621-18-2 of the French Monetary and Financial Code	2025DD1018011	30.01.2025	€2.70	100,000	€270,000	Acquisition of a block of 100,000 bearer shares, transferred to pure registered shares on 14.02.2025.

9.1.8 SHARE BUYBACK PROGRAMME UNDER WAY

In accordance with the provisions of Article L.22-10-62 of the French Commercial Code and Article 241-2 of the General rule of the French financial markets authority, we hereby provide information about the share buyback programme under way within the company.

During the Ordinary General Meeting of 28 May 2024, the company shareholders authorised the Board of Directors to purchase or sell company shares for a period of 18 months, in the framework of a share buyback programme. The maximum purchase price was fixed at 8 euros per share, and the number of shares to be acquired was not allowed to exceed 2% of the number of shares comprising the total share capital.

The liquidity contract managed by Portzamparc changed as follows over the financial year:

- Maximum amount allocated to the programme: €3,215,984;
- Number of shares purchased during the financial year: 60,122;
- Number of shares sold during the financial year: 56,266;
- Average purchase price: €3.53;
- Average sales price: €3.61;
- Trading costs: €12,274;
- Number of shares registered in the Company's name at the close of the financial year: 14,404;
- Value of the securities at the average purchase price: €50,777;
- Par value for each purpose: the totality of the share buyback programme was used to support the secondary market or the liquidity of the stock through a market maker (French PSI) under a liquidity agreement complying with the French Financial Markets Association (AMAFI) Code of Ethics as recognised by the AMF;
- Number of shares used: none;
- Any re-allocations: none;
- Portion of the share capital they represent: 0.07%.

9.1.9 AUTHORISATION TO IMPLEMENT A SHARE BUYBACK PROGRAMME

Under the seventh resolution, we propose that the Board of Directors be granted an authorisation, for a period of eighteen months, to buy back, either once or on several occasions as required, company shares, up to a maximum number of shares not exceeding 2% of the number of shares comprising the total share capital on the day of the General Meeting, adjusted if necessary to take account of any increase or reduction of share capital that may occur during the period throughout which the programme runs.

This authorisation would cancel the authorisation granted to the Board of Directors in the 7th resolution of the General Meeting held on 28 May 2024.

Acquisitions may be made in order to:

- Stimulate the secondary market or liquidity of ACTIA Group shares via an Investment Services Provider through a liquidity contract in conformity with the practice authorised by the regulations, it being understood that, in this framework, the number of shares taken into account for calculation of the aforementioned maximum amount corresponds to the number of shares purchased, less the number of shares resold;
- Maintain them or subsequently use them for payment or exchange as part of possible merger, spin-off, acquisition or external growth operations;
- Cover stock option plans and/or schemes offering free stock options (or similar) to Group employees and/or corporate officers including Economic interest groupings and affiliated companies, as well as any allocation of shares in the framework of a Company or Group Savings Plan (or similar), as part of a company profit-sharing scheme and/or any other scheme involving the allocation of shares to Group employees and/or corporate officers including Economic interest groupings and affiliated companies;
- Cover securities giving rise to the allocation of Company shares in the framework of the regulations in force.

These shares may be purchased by any means, including via block orders, whenever the Board of Directors considers said transaction to be appropriate. Unless the General Meeting grants prior authorisation, the Board of Directors will not be entitled to make use of this authorisation during a tender offer launched by a third party seeking to purchase Company shares, and this restriction will apply until the end of the offer period.

The Company does not intend to use stock option mechanisms or derivatives.

We propose that you set the maximum purchase price at 8 euros per share. In the case of an operation involving share capital, namely, division or grouping of shares or free allocation of stock options to shareholders, the amount stipulated above would be adjusted in the same proportions (multiplying coefficient equal to the ratio between the number of shares comprising the share capital before the operation and the number of shares after the operation). The maximum amount of the operation would thus be fixed at 3,215,984 euros.

The Board of Directors would be vested with all powers to take all actions required for said purpose.

9.1.10 GROUP SAVINGS PLAN (PEG) AND INTERNATIONAL GROUP SAVINGS PLAN (PEGI)

There is no PEG or PEGI.

9.1.11 PERCENTAGE OF SHARE CAPITAL HELD AT THE END OF THE REPORTING PERIOD

As of the balance sheet date, there was no employee ownership in the share capital of ACTIA Group as defined in Article L225-102 of the French Commercial Code.

9.2 SHARE CAPITAL AND AUTHORISATIONS GRANTED

ACTIA Group S.A. shares are listed on the Euronext Growth market in Paris.

9.2.1 SUBSCRIBED SHARE CAPITAL

The share capital amounts to €15,074,955.75, split into 20,099,941 shares with a par value of €0.75 each, fully paid up and all in the same class.

Since the last capital increase recorded on 15 September 2008, there has been no change in the share capital up to the date of production of this document.

9.2.2 TREASURY SHARES

Information on these securities is provided in Note 3.7 "Treasury shares" in the notes to the separate financial statements.

9.2.3 BONUS SHARES, STOCK OPTIONS AND CONVERTIBLE OR SWAPPABLE SECURITIES OR SECURITIES WITH WARRANTS

No stock option plans and no bonus share plans exist within the Company or in other Group companies.

9.2.4 DESCRIPTION OF THE COMPANY'S SHARE BUYBACK PROGRAMME

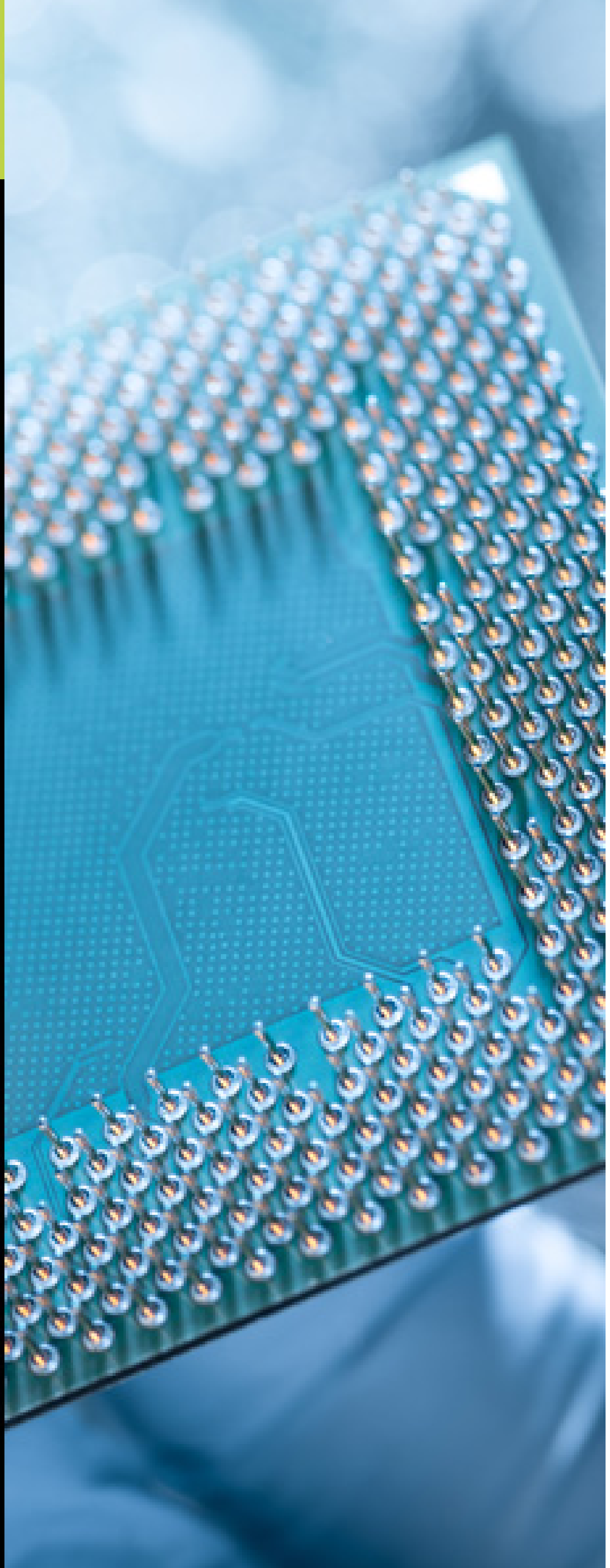
See § 9.1.8 "Share buyback programme under way" in the "Capital and Shareholding" chapter.

9.2.5 SHARE CAPITAL INCREASE

At the balance sheet date, there is no authorisation in respect of capital increases in effect.

9.3 DIVIDEND POLICY

In 2025, ACTIA Group will offer its shareholders a distribution of dividends of €0.12 per share, in line with the Group's consolidated results and in accordance with its policy for Shareholders' Equity, as described in Note 15: "Shareholders' equity" in the notes to the consolidated financial statements. It should also be noted that the dividend distribution policy extends to all Group companies that are included and which receive a percentage that takes into account the capital expenditure needs of the subsidiaries, legal considerations, and constraints arising from the financial position.



10

INFORMATION ON THE COMBINED ORDINARY AND EXTRAORDINARY GENERAL MEETING OF 27 MAY 2025

On 27 May 2025, we will call a Combined Ordinary and Extraordinary General Meeting as required by statute and pursuant to the provisions of the Company's Articles of Association, to report on the Company's activities during the financial year ended 31 December 2024, to present the reports of the Board of Directors and the Statutory Auditors, and approve the financial statements in respect of this financial year, the appropriation of earnings and the agreements covered by Article L.225-38 of the French Commercial Code.

10.1 AGENDA OF THE ORDINARY GENERAL MEETING

	Ordinary:
1.	Approval of the separate financial statements for the year ended 31.12.2024 – Non-tax-deductible expenses;
2.	Approval of the consolidated financial statements for the year ended 31.12.2024;
3.	Appropriation of earnings and declaration of the dividend;
4.	Special report of the Statutory Auditors on agreements covered by Article L.225-38 of the French Commercial Code – Approval of the new agreements with LP2C mentioned therein;
5.	Special report of the Statutory Auditors on regulated agreements covered by Article L.225-38 of the French Commercial Code – Approval of other new agreements mentioned therein;
6.	Reappointment of BM&A as Statutory Auditors;
7.	Renewal of the term of office of Carole Garcia as Director;
8.	Renewal of the term of office of Frédéric Thrum as Director;
9	Renewal of the term of office of Véronique Védrine as Director;
10.	Renewal of the term of office of Catherine Casamatta as Director;
11.	Renewal of the term of office of Stanislas Bailly as Director;
12.	Directors' compensation – Annual fixed amount to be allocated to members of the Board of Directors;
13.	Grant of authority to the Board of Directors for the purchase of Company shares in accordance with the procedures provided for under Article L22-10-62 of the French Commercial Code, duration of the authorisation, purposes, procedures and maximum amount;
	Extraordinary
14.	Amendment to Article 12.4 of the Articles of Association concerning, in particular, the written consultation of directors and specifying the terms and conditions for directors' participation.
	Ordinary:
15.	Powers to carry out formalities

10.2 DRAFT RESOLUTIONS

ORDINARY:

RESOLUTION I

Approval of the financial statements for the year ended 31.12.2024 – Non-tax-deductible expenses

After taking note of the reports submitted by the Board of Directors and the Statutory Auditors concerning the year ending on 31 December 2024, the General Meeting approved the closed annual financial statements, as presented, showing a loss of (€552,725.43).

The General Meeting specially approved the total amount of expenses and charges referred to in Article 39, paragraph 4 of the French General Tax Code, amounting to €2,641.72. As the financial year recorded a loss, this amount does not give rise to a corresponding tax charge.

RESOLUTION II

Approval of the consolidated financial statements for the year ended 31.12.2024

After taking note of the reports submitted by the Board of Directors and the Statutory Auditors concerning the consolidation exercise ending on 31 December 2024, the General Meeting approved the consolidated accounts drawn up on that date as presented, showing a profit of €13,931,671 for the Group.

RESOLUTION III

Appropriation of earnings and declaration of the dividend

On a proposal from the Board of Directors, the General Meeting decided to appropriate the earnings for the financial year ending 31 December 2024 as follows:

Origin	
Earnings for the year ended 31.12.2024:	(€552,725.43)
Retained earnings at 31.12.2024:	€21,018,022.21
Distributable profit	€20,465,296.78
That the General Meeting resolves to allocate:	
- To shareholders as dividend *(i.e. dividend of €0.12 per share)*	€2,411,992.92
- To the available “Other reserves” item, *(which will thus be increased from €0 to €18,000,000.00)*	€18,000,000.00
- The balance to “Retained earnings” *(which will thus be increased to €53,303.86).*	€53,303.86
TOTAL	**€20,465,296.78**

As a result of this appropriation, the Company's shareholders' equity amounted to €52,385,575.93.

The General Meeting noted that the gross dividend per share was fixed at €0.12.

When it is paid out to natural persons who reside and pay tax in France, the dividend is either subject to a single fixed contribution of 12.8% of the value of the gross dividend (article 200 A of the French General Tax Code), or, if expressly chosen by the taxpayer, as a definitive, all-encompassing option, taken into consideration for income tax as per the progressive tax scale after, notably, an abatement of 40% (Articles 200 A, 13, and 158 of the French General Tax Code). In addition, dividends are subject to social contributions at the rate of 17.2 %.

The dividend coupon will be detached on 11 September 2025.

Dividends will be paid on 15 September 2025.

It is noted that if, on the ex-dividend date, the Company holds some of its own shares, the amounts corresponding to the unpaid dividends owing to these shares will be allocated to the retained earnings account.

In accordance with the provisions of Article 243 bis of the French General Tax Code, the Meeting notes that it was reminded that the Company has distributed the following dividends and earnings during the last three financial years:

For the financial year	Earnings eligible for a rebate		Earnings not eligible for a rebate
	Dividend	Other revenue distributed	
31.12.2023	€2,411,992.92 (*) i.e. €0.12 per share	-	-
31.12.2022	€2,411,992.92 (*) i.e. €0.12 per share	-	-
31.12.2021	-	-	-

(*) Including the amount of the dividend corresponding to shares held by the company itself, unpaid and allocated to the retained earnings account.

RESOLUTION IV

Special report of the Statutory Auditors on agreements covered by Article L.225-38 of the French Commercial Code – Approval of the new agreements with LP2C mentioned therein

Ruling on the special report of the Statutory Auditors on regulated agreements with which it was presented, the General Meeting approved the new agreements concluded with LP2C S.A. mentioned therein.

RESOLUTION V

Special report of the Statutory Auditors on regulated agreements covered by Article L.225-38 of the French Commercial Code – Approval of other new agreements mentioned therein

Ruling on the special report of the Statutory Auditors on regulated agreements with which it was presented, the General Meeting approved the new agreements concluded that are mentioned therein.

RESOLUTION VI

Reappointment of BM&A as Statutory Auditors

On a proposal from the Board of Directors, the General Meeting reappointed BM&A, whose term of office expires at the close of this General Meeting, as Statutory Auditors for a term of six (6) financial years, i.e. until the close of the Ordinary General Meeting to be held in 2031 to approve the financial statements for the year ending 31 December 2030.

BM&A had indicated in advance that it accepted the reappointment and that there were no objections to it.

RESOLUTION VII

Renewal of the term of office of Carole Garcia as Director

The General Meeting decided to renew Carole Garcia as a Director for a six (6)-year term, due to expire at the end of the General Meeting to be held in 2031 to approve the accounts for the previous financial year.

RESOLUTION VIII

Renewal of the term of office of Frédéric Thrum as Director

The General Meeting decided to renew Frédéric Thrum as a Director for a six (6)-year term, due to expire at the end of the General Meeting to be held in 2031 to approve the accounts for the previous financial year.

RESOLUTION IX

Renewal of the term of office of Véronique Védrine as Director

The General Meeting decided to renew Véronique Védrine as a Director for a six (6)-year term, due to expire at the end of the General Meeting to be held in 2031 to approve the accounts for the previous financial year.

RESOLUTION X

Renewal of the term of office of Catherine Casamatta as Director

The General Meeting decided to renew Catherine Casamatta as a Director for a six (6)-year term, due to expire at the end of the General Meeting to be held in 2031 to approve the accounts for the previous financial year.

RESOLUTION XI

Renewal of the term of office of Stanislas Bailly as Director

The General Meeting decided to renew Stanislas Bailly as a Director for a six (6)-year term, due to expire at the end of the General Meeting to be held in 2031 to approve the accounts for the previous financial year.

RESOLUTION XII

Directors' compensation – Annual fixed amount to be allocated to members of the Board of Directors

The General Meeting decided to raise the annual fixed amount to be allocated to the Board of Directors from forty thousand euros (€40,000) to one hundred thousand euros (€100,000).

This decision will be applicable to the current period and remain in force until superseded by a new decision.

RESOLUTION XIII

Grant of authority to the Board of Directors for the purchase of company shares in accordance with the procedures provided for under Article L22-10-62 of the French Commercial Code, duration of the authorisation, purposes, procedures and maximum amount

The General Meeting, having taken note of the Board of Directors' report, authorised the latter, for a period of eighteen (18) months, in accordance with Articles L22-10-62 et seq. and Articles L225-210 et seq. of the French Commercial Code, to buy back, either once or on several occasions as required, company shares, within the limit of a maximum number of shares not exceeding 2% of the number of shares comprising the total share capital on the day of this Meeting, adjusted if necessary to take account of any increase or reduction of share capital that may occur during the period throughout which the programme runs.

This authorisation cancels the authorisation granted to the Board of Directors in the ordinary 7th resolution of the General Meeting held on 28 May 2024.

Acquisitions may be made in order to:

- Stimulate the secondary market or liquidity of ACTIA Group shares via an investment services provider through a liquidity contract in conformity with the practice authorised by the regulations, it being understood that, in this framework, the number of shares taken into account for calculation of the aforementioned maximum amount corresponds to the number of shares purchased, less the number of shares resold;
- Maintain them or subsequently use them for payment or exchange as part of possible merger, spin-off, acquisition or external growth operations;
- Cover stock option plans and/or schemes offering free stock options (or similar) to Group employees and/or corporate officers including Economic interest groupings and affiliated companies, as well as any allocation of shares in the framework of a Company or Group Savings Plan (or similar), as part of a company profit-sharing scheme and/or any other scheme involving the allocation of shares to Group employees and/or corporate officers including Economic interest groupings and affiliated companies;
- Cover securities giving rise to the allocation of Company shares in the framework of the regulations in force.

These shares may be purchased by any means, including via block orders, whenever the Board of Directors considers said transaction to be appropriate. It is, however, specified that, unless the General Meeting grants prior authorisation, the Board of Directors will not be entitled to make use of this authorisation during a tender offer launched by a third party seeking to purchase Company shares, and this restriction will apply until the end of the offer period.

The Company does not intend to use stock option mechanisms or derivatives.

The maximum share purchase price is fixed at €8 per share. In the case of an operation involving share capital, namely, division or grouping of shares or free allocation of stock options, the amount stipulated above will be adjusted in the same proportions (multiplying coefficient equal to the ratio between the number of shares comprising the share capital before the operation and the number of shares after the operation).

The maximum amount of the operation is thus fixed at €3,215,984.

The General Meeting grants full powers to the Board of Directors to carry out these operations, determine the conditions and procedures related thereto, enter into any agreement and carry out all formalities.

EXTRAORDINARY:

RESOLUTION XIV

Amendment to Article 12.4 of the Articles of Association concerning, in particular, the written consultation of directors and specifying the terms and conditions for directors' participation

The General Meeting, having considered the Board of Directors' report, resolves to amend Article 12.4 of the Company's Articles of Association to take account of the provisions of Articles L225-37 and L22-10-3-1 of the French Commercial Code, as amended by Law no. 2024-537.

The General Meeting therefore resolves to:

8. Amend para. 3 of Article 12.4 of the Articles of Association concerning written consultation as follows:

Old version	New version
[...] Decisions related to the specific functions of the Board of Directors as laid down by the regulations may be taken by written consultation of the Directors.	At the initiative of the Chairman, decisions of the Board of Directors may also be taken by written consultation of its members. In this case, the Directors are called upon, at the request of the Chairman of the Board of Directors, to state their opinion by any written means, including electronic means, on the decision(s) addressed to them within two (2) working days after a decision is sent. Directors have two (2) working days from the date it is sent to object to the use of written consultation. In the event of opposition, the Chairman shall immediately inform the other directors and convene a meeting of the Board of Directors. If they fail to reply in writing to the Chairman of the Board within the aforementioned time limit and in accordance with the procedures set out in the request, they will be deemed to be absent and not to have taken part in the decision. The decision can only be adopted if at least half of the directors have taken part in the written consultation, and by a majority of the members taking part in this consultation. The Chairman of the Board is deemed to preside over the written consultation and therefore has the casting vote in the event of a tie. The Internal Rules of the Board of Directors specify the other procedures for written consultation not defined by the legal and regulatory provisions in force or by these Articles of Association.

9. Update the wording of para. 4 of Article 12.4 of the Articles of Association in order to delete the reference to video conference and replace it with "means of telecommunication" (including video conference under this term), and to specify the rules of participation, with the remainder of the article remaining unchanged:

Old version	New version
[...] The Internal Rules may provide that, for the purposes of calculating the quorum and majority, Directors who take part in the meeting by means of video conference or telecommunications are deemed to be present within the limits and under the conditions set by the laws and regulations in force.	*[...]* Unless otherwise stipulated in the Internal Rules, Directors who take part in the meeting by a means of telecommunication are deemed to be present within the limits and under the conditions set by the laws and regulations in force. The Internal Rules may stipulate that certain decisions may not be taken at a meeting held under these conditions

ORDINARY:

RESOLUTION XV

Powers to carry out formalities

The General Meeting grants all powers to persons who hold an original copy, copy or extract of this meeting report to carry out all the filing and posting formalities required by law.

10.2.1 PREVIOUS DIVIDEND DISTRIBUTIONS

Pursuant to the provisions of Article 243 bis of the French General Tax Code, dividends paid out by the Company over the past three financial years are disclosed below:

	Earnings eligible for a rebate		Earnings not eligible for a rebate
For the financial year ended on:	**Dividend per share***	**Other revenue distributed**	
31.12.2023	€2,411,992.92 (*) i.e. €0.12 per share	-	-
31.12.2022	€2,411,992.92 (*) i.e. €0.12 per share	-	-
31.12.2021	-	-	-

(*) Including the amount of the dividend corresponding to shares held by the company itself, unpaid and allocated to the Retained earnings account.

10.2.2 DIVIDENDS

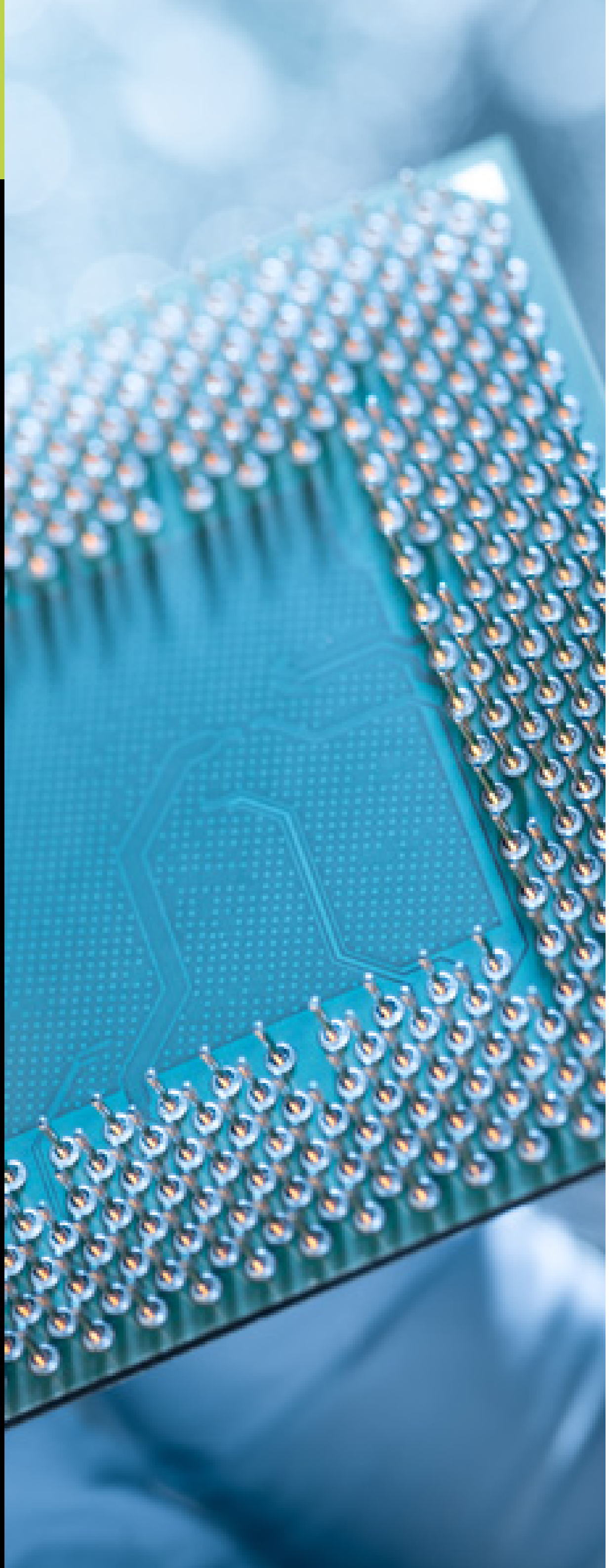
In 2025, ACTIA Group will offer its shareholders a distribution of dividends of €0.12 per share, in line with the Group's consolidated results and in accordance with its policy for Shareholders' Equity, as described in Note 15: “Shareholders' equity” in the notes to the consolidated financial statements. If the General Meeting approves, the ex-dividend date will be 11 September 2025 and dividends will be paid on 15 September 2025.

It should also be noted that the dividend distribution policy extends to all Group companies that are included and which receive a percentage that takes into account the capital expenditure needs of the subsidiaries, legal considerations, and constraints arising from the financial position.

10.2.3 APPROPRIATION OF EARNINGS

In accordance with the law and our Articles of Association, the following appropriation of earnings for the period ended 31 December 2024 will be proposed at the General Meeting:

Origin	
Earnings for the year ended 31.12.2024:	(€552,725.43)
Retained earnings at 31.12.2024:	€21,018,022.21
Distributable profit	€20,465,296.78
APPROPRIATION	
That the General Meeting resolves to allocate:	
- To shareholders as dividend *(i.e. dividend of €0.12 per share)*	€2,411,992.92
- To the available “Other reserves” item, *(which will thus be increased from €0 to €18,000,000.00)*	€18,000,000.00
- The balance to “Retained earnings” *(which will thus be increased to €53,303.86).*	€53,303.86
TOTAL	**€20,465,296.78**



11

SUPPLEMENTARY INFORMATION

11.1 LEGAL INFORMATION ABOUT THE ISSUER

11.1.1 LEGAL AND COMMERCIAL NAME

Legal name: ACTIA Group

11.1.2 REGISTRATION PLACE AND NUMBER AND LEGAL ENTITY IDENTIFIER

The issuer is registered in the TOULOUSE Trade and Companies Register under no. 542 080 791.

The ACTIA Group's NAF code is 6420Z, corresponding to the activities performed by a holding company.

Its LEI number is 969500UPP3G1EYL1UI19.

11.1.3 DATE OF INCORPORATION AND TERM

Article 5 of the Articles of Association

"The Company was incorporated on 27 September 1907.

The Company's term, initially set at fifty years from 27 September 1907, the date of its incorporation, was extended, by a resolution of the Extraordinary General Meeting of 18 December 1956, for 99 years, from 27 September 1957, unless dissolved before that or extended by the Extraordinary General Meeting".

11.1.4 REGISTERED OFFICE AND LEGAL FORM

Registered Office: 5, rue Jorge Semprun – TOULOUSE (31400)

Legal form: French limited liability company with a Board of Directors

Share Capital: €15,074,955.75

Legislation governing the issuer's activities: French law

Country of origin: France

Postal address: 5 rue Jorge Semprun - BP 74215 - 31432 TOULOUSE Cedex 4

Telephone and website: +33 (0)5.61.17.61.98 / www.actia.com

11.2 DOCUMENTS ON DISPLAY

The Articles of Association, financial statements and reports, minutes of the General Meetings and other corporate documentation may be consulted at the Company's Registered Office: 5, Rue Jorge Semprun – BP 74215 - 31432 Toulouse Cedex 4 or on its website: http://www.actia.com.

Contact us

ACTIA Group

A limited liability company with share capital of €15,074,955.75

Registered with the Toulouse trade and companies register: 542 080 791 – APE: 6420Z

5, rue Jorge Semprun

BP 74215

31432 TOULOUSE Cedex 4

Tel.: +33 (0)5.61.17.61.98

Shareholder information:

Email: contact.investisseurs@actia.fr

Our website:

www.actia.com

11.3 GLOSSARY

To facilitate the reader's understanding, selected technical terms and acronyms are defined below:

- **Aftermarket**: the secondary market of the automotive industry. In the sector for industrial vehicles, a distinction is made between the original equipment manufacturer market (OEM) and the secondary market that covers post-equipment operations, maintenance and repairs.
- **Electronic architecture**: organisation of the electronic and software components of an embedded system, defining their role and interactions.
- **High Performance Computing (HPC)**: high-performance computers are computer systems capable of processing huge volumes of data at very high speeds, well beyond the capabilities of conventional computers. In the automotive sector, they enable complex functions such as driving assistance, connectivity and intelligent on-board systems to be managed in real time.
- **5G**: 5G is the fifth generation of mobile network, offering significantly faster connection speeds than 4G, very low latency and increased capacity to connect a large number of devices simultaneously. In particular, it enables the development of technologies such as autonomous vehicles, augmented reality and the Internet of Things (IoT).
- **Power electronics components**: power electronics components are devices designed to control and convert electrical energy at high levels of voltage and current. They are essential in systems such as electric motors, inverters and power supplies, where efficiency and thermal management are paramount.
- **DGA**: an acronym for Direction Générale de l'Armement, the French military procurement agency. It is responsible for designing, purchasing and evaluating military systems for the French armed forces.
- **DMS (Distribution Management System)**: electricity distribution management system, optimising network monitoring, control and reliability.
- **Electre**: a project for the deployment of digital substations led by RTE (see "RTE").
- **ETI**: an "Entreprise de Taille Intermédiaire" is a mid-cap company with between 250 and 4,999 employees, and either revenue of less than 1.5 billion euros, or a balance sheet total of less than 2 billion euros.
- **Gearing**: Net debt / Equity.
- **Lean**: this refers to "lean manufacturing," a management theory developed in Japan by Toyota to reduce waste by applying a continuous improvement approach across the entire organisation. It can be applied to any type of business or production process.
- **Leverage**: Net debt / EBITDA.
- **MCO**: a French acronym for "Maintien en Condition Opérationnelle" (In-Service Support). This global support package covers all processes required to guarantee the operations of a system over time. In the case of electronic systems, these processes cover the redesign of the boards, their repair, the storage of components, etc.
- **NewSpace**: a new space economy driven by innovative private players, aiming to democratise and accelerate access to space.
- **OEMs (Original Equipment Manufacturers)**: manufacturers producing complete equipment or vehicles incorporating components from various suppliers.
- **NATO**: North Atlantic Treaty Organisation. Founded on 4 April 1944, a political and military alliance grouping 28 member countries (Europe and North America) with the mission of protecting the liberty and security of its members.
- **Over the Air (OTA)**: technology enabling a system to be updated or configured remotely via a wireless connection. Widely used in the automotive and connected object industries.
- **PEE**: "Plan d'Epargne Entreprise" (Company Savings Plan) denotes a collective savings system that allows employees (and directors, in small businesses) to acquire securities with help from the company.
- **PCCN**: an acronym for Poste Contrôle Commande Numérique, a digital command and control unit. This system is used by Enedis. It defines a new technical level (PCCN level) that equips all new installations and replaces previous equipment requiring overly expensive operating maintenance.
- **Remote Terminal Units (RTU)**: electrical substations equipped with remote control units enabling them to be monitored and controlled automatically.
- **HV/MV/LV source substations**: electrical infrastructures ensuring the transformation of electricity between high (HV), medium (MV) and low (LV) voltages.

- **RTE**: is the electricity transmission system operator of France. It is responsible for the operation, maintenance and development of the French high voltage transmission system and ensuring the security of the electrical system.
- **SCADA**: (Supervisory Control And Data Acquisition): a large-scale remote-access system capable of managing large quantities of remote measurements in real time and controlling technical equipment remotely.
- **SDV**: SDV (Software Defined Vehicle) is a vehicle whose main functions are defined and controlled by software, enabling remote updates and continuous upgrading of its performance. This approach transforms vehicles into a digital platform for rapid innovation, personalisation and the integration of connected services.
- **SMART GRID**: an intelligent electrical grid for optimised energy performance with a remote control capability.
- **Embedded (electronic) systems**: a generic term referring to all on-board electronic equipment in vehicles. These systems are in most cases located at the level of the chassis but communicate with cabin devices, and mainly displays.
- **Green Taxonomy**: refers to a classification of economic activities that have a favourable impact on the environment. Its objective is to direct investments towards "green" activities.
- **Telematics**: etymologically a technology combining telecommunications and information technology. In the areas covered by ACTIA, telematics refers to vehicle connectivity and covers not only embedded communications devices capable of transmitting data, but also user services enabled by the use of the data: global positioning, vehicle fleet management, monitoring of fuel consumption, maintenance, etc.

11.4 CORRELATION TABLES

11.4.1 CORRELATION TABLE WITH THE CORPORATE MANAGEMENT REPORT

Elements of the Management Report	*Sections of the ACTIA Report*
Consolidated financial statements	7.2 Consolidated financial statements
Separate financial statements - Company activity during the previous financial year	7.3 Separate financial statements
Appropriation of the distributable profit for the period	10.2 Draft resolutions (3rd resolution)
Research and development activity	3.4 High-technology Research and Development
Social, societal and environmental consequences of the Company's activities	6 Sustainable development
Table of the past five financial years	7.4.3 Financial results over the past five years
Breakdown of the share capital	9.1.1 Breakdown of the share capital and voting rights
Trading in Company shares by Corporate officers	9.1.7 Trading in Company shares
Crossing of declared thresholds	9.1.1 Breakdown of the share capital and voting rights
Stock options	9.2.3 Bonus shares, stock options and Convertible or swappable securities or securities with warrants
Allocation of bonus shares	9.2.3 Bonus shares, stock options and Convertible or swappable securities or securities with warrants
Agreements covered by Article L.225-38 of the French Commercial Code	8.3.2 Nature and amount of regulated agreements entered into by the issuer
Employee share ownership	9.1.11 Percentage of share capital held at the end of the reporting period
Foreseeable changes - Outlook	1.3 Significant events after the end of the reporting period
Risk analysis	5 Risk factors
Treasury shares	9.1.6 Treasury shares
Information on supplier payment terms	7.4.1 Analysis of accounts payable
Information on customer payment terms	7.4.2 Analysis of accounts receivable
Presentation of the draft text of the resolutions	10.2 Draft resolutions
Supervision of Statutory Auditors	8.3.4 Special report of the Statutory Auditors on regulated agreements
	7.2.8 Report of the Statutory Auditors on the consolidated financial statements
	7.3.4 Report of the Statutory Auditors on the annual financial statements

11.4.2 CORRELATION TABLE WITH THE CORPORATE GOVERNANCE REPORT

Elements of the Corporate Governance Report	*Sections of the ACTIA Report*
Membership of management bodies	8.1.2 Membership of the Board of Directors and General Management
Operation of bodies	8.1.4 Organisation and operation of the Board of Directors
Compensation of executive corporate officers	8.2 Corporate Officer compensation
Internal control and risk management	5 Risk factors
Regulated agreements	8.3 Related-party transactions
Shareholder structure and rights	9.1.1 Breakdown of the share capital and voting rights
Commitments to diversity and gender balance	6.4.3.3 Promotion of diversity and inclusion

11.4.3 CORRELATION TABLE WITH THE ANNUAL REPORT

Elements of the Annual Report	*Sections of the ACTIA Report*
Separate financial statements	7.3 Separate financial statements
Consolidated financial statements	7.2 Consolidated financial statements
Management report	11.4.1 Correlation table with the Corporate Management Report
Information on supplier and customer payment terms	7.4.1 Analysis of accounts payable & 7.4.2 Analysis of accounts receivable
Net income for the last 5 financial years	7.4.3 Financial results over the past five years
Corporate Governance Report	11.4.2 Correlation table with the Corporate Governance Report
Report of the Statutory Auditors on the separate financial statements	7.3.4 Report of the Statutory Auditors on the annual financial statements
Report of the Statutory Auditors on the consolidated financial statements	7.2.8 Report of the Statutory Auditors on the consolidated financial statements

Design and Production
POMELO
PARADIGM
pomelo-paradigm.com/pomdocpro/

For all requests for information:
ACTIA Group,
5 Rue Jorge Semprun - BP 74215 - 31432 Toulouse cedex 4
Tel: +33 (0)5 61 17 61 98