

**Delivering
meaningful
growth**

GBL

Delivering meaningful growth

Our purpose

LIVING UP TO OUR RESPONSIBILITIES

In a world where business is often seen as short term, financially driven and disconnected from the concerns of society at large, GBL's values have never been more relevant.

When some are questioning the role of business and its impact on the planet, it is important to restate the centrality of wealth creation to our progress and our wellbeing.

This is why, now more than ever, we are focused on what impact we can have on the world, and how as an organization with influence, GBL is doing its part to create a more *meaningful* future.

AN ENGAGED INVESTOR

GBL believes that nurturing companies for the long term is a source of profitability. This is a conservative belief by nature. Conservative in the original sense of the term, in that its primary goal is to preserve and grow capital, investing for the long term but also ready to adapt when structural changes require it.

The depth and longevity of its relationships with the economic environment are what enable GBL to be a valuable contributor to the challenges companies are taking on. GBL is an informed voice at the table, showing respect, but also opening new perspectives where needed to make the changes that will propel them successfully into the next stage of their development.

THE VALUE OF A MULTIGENERATIONAL PERSPECTIVE

GBL's family heritage gives it a unique perspective. Our time horizons are multigenerational. More than an investor, GBL is an owner and steward of companies, deeply embedded in the fabric of the countries and societies in which it operates, proud to be associated with strong companies and contribute in a *meaningful* way to their success.

We have a clear duty to ensure that the benefits of that rich heritage of knowledge, knowhow and experience are passed on to the next generation of business leaders taking their rightful place at the top of the great companies of tomorrow.

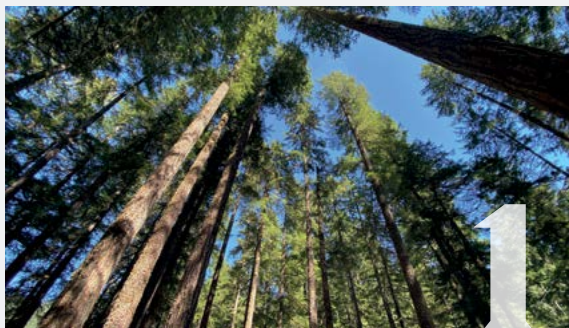
FINDING A BETTER BALANCE

We recognize the importance of finding the right balance between our need to seek financial returns, with the imperative to preserve the integrity of our planet and the health of the people and society. GBL is committed to striking this balance and delivering *meaningful* growth.

CONTENT

Company Profile

Message from Paul Desmarais, Jr., Chairman of GBL's Board of Directors	06
Message from Ian Gallienne, CEO of GBL	08
GBL key figures as of December 31, 2022	10
Highlights GBL 2022	12
Corporate Governance	14



CHAPTER 1 Presentation of the group 16

1.1 Business model	18
1.2 Net asset value	22



CHAPTER 2 Corporate Governance 26

2.1 Corporate Governance Statement	28
2.2 Board of Directors and Committees	29
2.3 Remuneration of corporate officers	42
2.4 Policy on conflicts of interest and policy relating to transactions in GBL securities	48
2.5 Mandates held by the members of the Board of Directors between 2018 and 2022	49
2.6 Risk management and internal control	54



CHAPTER 3 Risk management 56

3.1 Risk management and internal control	58
3.2 Description and ranking of the risks	60



CHAPTER 4 Portfolio review 66

4.1 Portfolio management strategy	68
4.2 Listed assets	82
4.3 Private assets	102
4.4 GBL Capital	116
4.5 Sienna Investment Managers	130
4.6 Portfolio reconciliation with IFRS consolidated financial statements	136

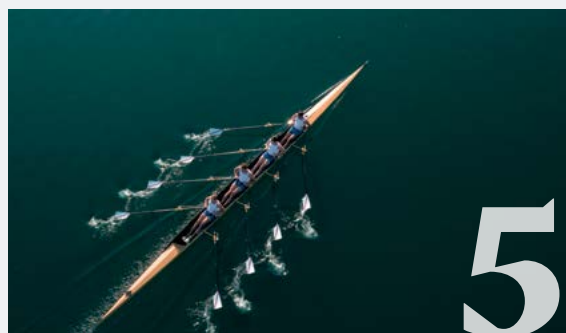
Content

CHAPTER 5

ESG

138

5.1	Our approach	140
5.2	A responsible company	144
5.3	GBL ACT	148
5.4	A responsible investor	150
5.5	Notes to the ESG section	157
5.6	PwC reasonable assurance report	182



CHAPTER 6

Economic presentation of the consolidated result and financial position

184

6.1	Analysis of the group's results and operational excellence	186
6.2	Financial position	194



CHAPTER 7

Financial statements

198

7.1	Consolidated financial statements	200
7.2	Statutory Auditor's report	275
7.3	Consolidated IFRS figures over 10 years	286
7.4	Condensed statutory financial statements as of December 31	287
7.5	Dividend policy	289



CHAPTER 8

General description of the Company and its share capital

290

8.1	Information relating to the Company	292
8.2	Share capital and shareholding structure	295
8.3	Shareholders	296
8.4	Other information for shareholders	300
8.5	Auditing of the financial statements	303

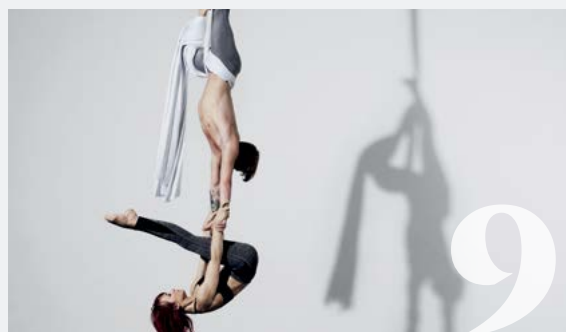


CHAPTER 9

Other information

304

9.1	Responsible persons	306
9.2	Statutory Auditor	306
9.3	Financial glossary	307
9.4	ESG glossary	311



MESSAGE FROM PAUL DESMARAIS, JR.,
CHAIRMAN OF GBL'S BOARD OF DIRECTORS

**“ We drew strength
from our values and
convictions in order
to make progress
on our strategic
priorities ”**

Message from Paul Desmarais, Jr.

Dear Shareholders,

Having seen how globalization and the expansion of international commerce have transformed living standards in recent decades, it is heart breaking to witness the process unravelling in the face of rising geopolitical tensions and the unspeakable horrors of war. Our hearts go out to those suffering in Ukraine, and our fervent wish is for a peaceful resolution of that conflict.

If there is anything we have learned from the experience of this past year, it is this: we live in an unstable and unpredictable world. To prosper, one needs to be clear on one's values, to have faith in them and to stay focused.

My advice on how to succeed in business – and in life more generally – has always been to do what you love and surround yourself with great people. Most of all, be clear about your values and stick to them. Having the right values is the best foundation for sound decision making. It is what creates the common basis and language for organizations to build a culture and operate as a team. These are, in turn, key ingredients for long-term success.

In the face of various challenges in a world that has yet again confounded predictions over the past year, we drew strength from our values and convictions in order to make progress on our strategic priorities.

I am convinced that our approach is the right one – particularly in these turbulent times. Our strong foundations will enable us to stay the course. As an investor with permanent capital and a long-term investment horizon, I fervently believe that once this challenging period has passed, GBL will emerge even stronger.

Paul Desmarais, Jr.
Chairman of GBL's Board of Directors



“Our portfolio has been designed to generate value over the long term”

Dear Shareholders,

Few will disagree when I say how glad we are to see the end of 2022. After two and a half years dealing with the Covid pandemic, most were expecting a return to normalcy. Yet we found ourselves facing not just a major geopolitical conflict in Europe, but also massive economic dislocation with global supply chain bottlenecks, inflation and a surge in energy prices.

After having dismissed resurgent inflation as a transitory phenomenon, central banks raised interest rates to levels that, while low by historic standards, had not been seen for decades. The volte-face rattled the financial markets, triggering downward adjustments in asset prices.

The period of virtually free money since the financial crisis of 2008 has come to an end, and is, in many respects, welcome. Easy money triggered an epidemic of poor capital allocation by some investors, which will need to be unwound.

In the long term, this can only benefit GBL as a patient investor focused on the fundamentals of business performance.

The decrease of GBL's share price was significant, and given the market's lack of visibility, led to a widening of the discount to net asset value. However, our portfolio is diverse and has been designed to generate value over the long term. We returned over EUR 1 billion to shareholders this year, through share buybacks and dividends. The proposed dividend of EUR 2.75⁽¹⁾ per share for our shareholders is in line with the prior year, and equivalent to a payout ratio of 97%, at the upper end of the range of our distribution policy.

OUR PORTFOLIO HAS BEEN RESILIENT

In a challenging environment, our portfolio has, for the most part, been resilient. I would point out the following achievements: Pernod Ricard delivered a record year, with strong double-digit organic sales and profit growth, as well as share gains in most markets; Imerys completed its organizational transformation, enabling the group to pivot toward more attractive growth drivers; and Umicore, through its new partnership in batteries with Volkswagen, has distinguished itself as a leading player in sustainable electric mobility.

(1) Subject to approval of GBL's Ordinary General Meeting on May 4, 2023

Message from Ian Gallienne

Separately, the development of our private healthcare assets has been progressing well since the acquisition closings of Sanoptis and Affidea last July.

Regarding adidas, we are confident in the potential of this world-class brand. The newly-appointed CEO's marketing savvy and sector expertise are a solid combination to get the company back on track.

As for GBL's asset management business, Sienna Investment Managers, this platform continues to evolve with the development of several areas of expertise. You will notice that we have refined our communication, hereby renaming "Sienna Capital" – the activity that deploys GBL's balance sheet in funds, direct investments and co-investments – "GBL Capital." This nomenclature more accurately differentiates each activity's business and ambitions.

The current bid-ask spreads for attractive assets are wide. As such, we will continue to focus on supporting our portfolio companies, growing our net asset value, sourcing investment opportunities to potentially seize when spreads tighten and on building the Sienna Investment Managers' platform.

While our current discount to NAV does not fully recognize the intrinsic value of our assets, one thing it does do, is provide the opportunity to buy back our own shares, which we have done, as we remain convinced of GBL's capacity to create meaningful, long-term value.

DELIVERING MEANINGFUL GROWTH

As part of our commitment to "meaningful," long-term value creation, GBL continues to execute its ESG roadmap and be recognized for its achievements by independent parties. GBL

was the first investment holding company to get an ESG evaluation from S&P Global Ratings and obtained the highest possible ESG Credit Impact Score of "CIS-1 (positive)" from Moody's, ranking first out of 44 investment holding companies.

At GBL, we believe in extending our influence beyond our portfolio companies to the benefit of civil society. This responsibility has taken on even greater relevance in the current context, and in 2022, GBL ACT sponsored over 40 projects in the fields of education, health and environment.

Now, more than ever, we stand by our core values, our belief in integrity and hard work and in the importance we attach to accountability, having the courage of our convictions and working together as a team. Never were these values more relevant than today in our mission of "delivering meaningful growth."

I would like to thank my colleagues and our Board of Directors for their contributions and you, our shareholders, for your continuing support.

Ian Gallienne
CEO of GBL

GBL KEY FIGURES AS OF DECEMBER 31, 2022

2022 was marked by a transition toward fast-growing private assets, a strong balance sheet and ongoing attractive returns to shareholders

Net asset value
per share
EUR 116.18⁽¹⁾
(- 19.3%)⁽²⁾

Net asset value

EUR 17.8 BN
(- 21.0%)⁽²⁾

Market capitalization

EUR 11.4 BN

Overheads/NAV

24 BPS

Loan To Value

10.9%⁽³⁾
conservative financial policy

Liquidity profile

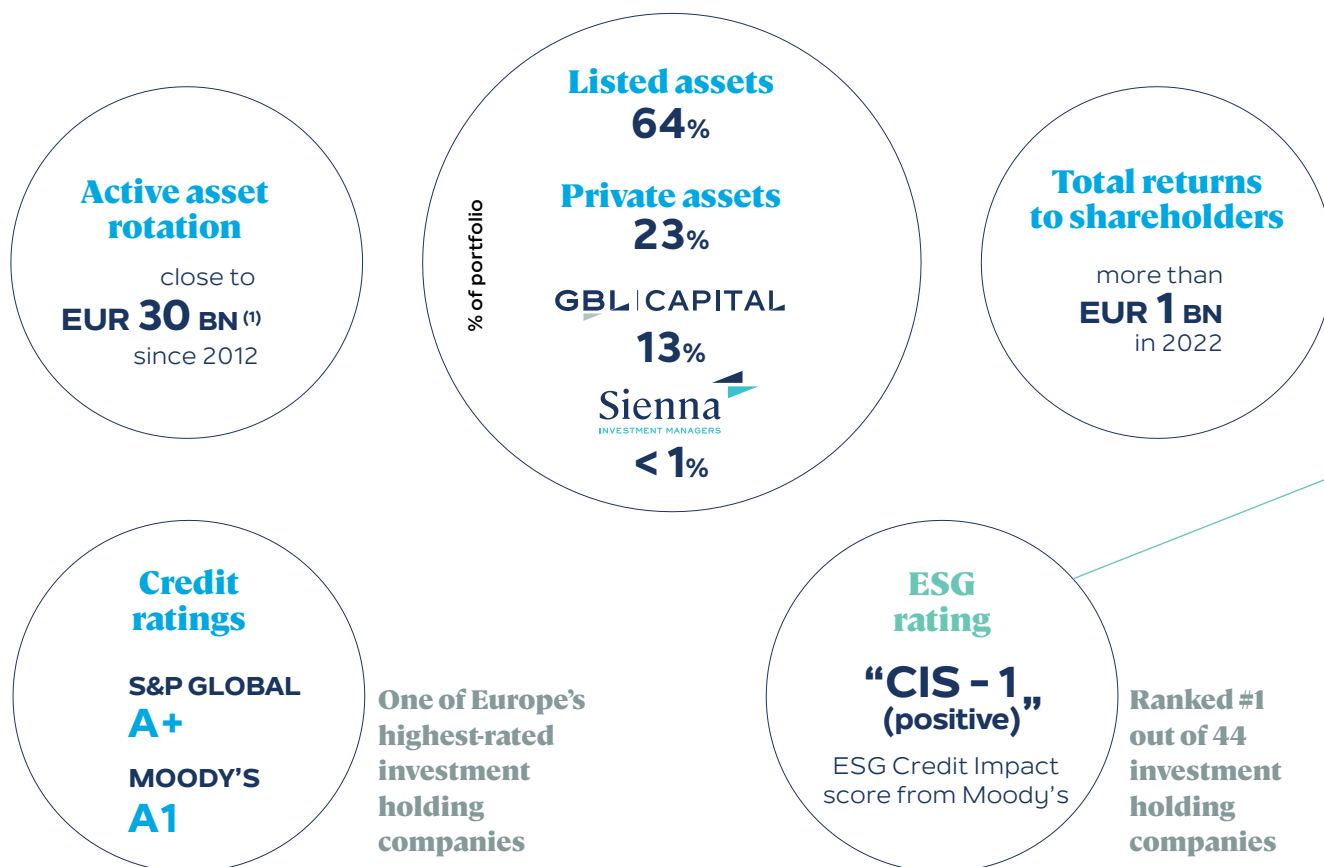
EUR 3.8 BN
to support strategy deployment

(1) EUR 117.97 pro forma for the cancellation of 6.3 million treasury shares (subject to approval of GBL's Extraordinary General Meeting on May 4, 2023)

(2) Variation 2022/2021

(3) Pro forma for Holcim's prepaid forward sales (with the portfolio value and net debt adjusted as if the sales occurred on December 31, 2022). Reported LTV is 13.5%

GBL key figures as of December 31, 2022



(1) i.e. the sum of (i) cumulative investments over the period 2012-2022 (excluding repurchases of treasury shares) for EUR 14.7 billion and (ii) cumulative investments over the period 2012-2022 (including prepaid forward sales of Holcim shares maturing in May 2023) for EUR 15.1 billion

HIGHLIGHTS GBL 2022

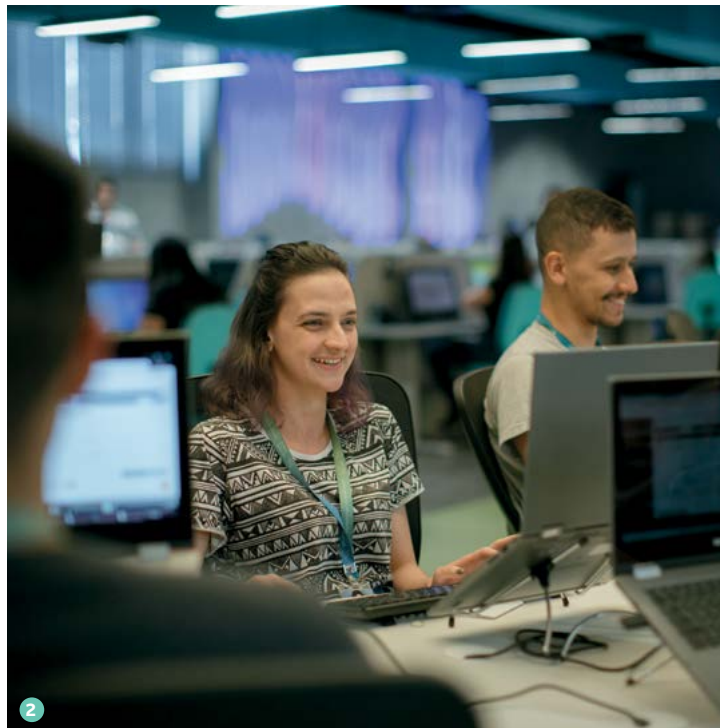


January

GBL becomes the first investment holding company to have climate targets aligned with a 1.5°C trajectory approved by SBTi.

March

Sienna Investment Managers⁽¹⁾ completes the acquisitions of Malakoff Humanis Gestion d'Actifs ("MHGA") and Acofi, since rebranded Sienna Gestion and Sienna Private Credit, respectively. These acquisitions boost third-party assets under management from approximately EUR 6 billion to approximately EUR 30 billion.



April

GBL cancels 3.4 million shares following the General Meeting on April 26, 2022, thereby bringing the number of cancelled shares since November 2021 to 8.4 million. The capital is now represented by 153 million shares.

May

GBL becomes the first investment holding company to get an ESG evaluation from S&P Global Ratings. **1**

The Board of Directors approves a fifth share buyback envelope of EUR 500 million.

June

GBL lowers its position in Mowi from approximately 70% to 3.5% of the capital, generating disposal proceeds of EUR 386 million and a net capital gain⁽²⁾ of EUR 86 million.

Webhelp signs an agreement to acquire the Brazilian company Grupo Services, a leading provider of technical solutions for business process outsourcing. **2**

(1) For more details on Sienna Investment Managers' highlights 2022, see page 133

(2) In accordance with IFRS 9, capital gains (losses) from disposals do not impact GBL's net consolidated result

Highlights GBL 2022

July

GBL closes the acquisition of a majority shareholding in Sanoptis, the second largest provider of ophthalmologic services in Europe, for an investment of EUR 0.7 billion in equity, with management reinvesting alongside GBL. ³

GBL closes the acquisition of a majority shareholding in Affidea, the leading provider of healthcare diagnostic imaging services in Europe, for an investment of EUR 1.0 billion in equity, with management reinvesting alongside GBL. ⁴

GBL's committed credit lines are increased by EUR 300 million, bringing the total to EUR 2,450 million, with 2027-2028 maturities.

August

GBL issues a EUR 500 million 7-year institutional bond with a 3.125% coupon.

November

GBL confirms a dividend per share of EUR 2.75⁽¹⁾ for the 2022 financial year, stable compared to the prior year, representing a payout ratio of 97%.

GBL successfully completes the offering of EUR 500 million of bonds exchangeable into existing shares of Pernod Ricard⁽²⁾ with a 3-year maturity and annual coupon of 2.125%.

GBL obtains from Moody's the highest possible ESG Credit Impact score "CIS-1 (positive)".

Throughout the year

GBL completes **EUR 643 M** of share buybacks

Second half

GBL reduces its stake in Mowi from 3.5% to 1.9% for proceeds of EUR 125 million. These sales bring the total net capital gain⁽⁴⁾ related to the reduction of the stake in Mowi over the year to EUR 75 million.

Separately, GBL reduces its stake in Pernod Ricard from 7.7% to 6.9% for proceeds of EUR 384 million. These operations generate a net capital gain⁽³⁾⁽⁴⁾ of EUR 255 million.

GBL enters into forward sales (expiring May 31, 2023) for its remaining holding in Holcim for EUR 538 million. These sales will generate a net capital gain⁽⁴⁾ of EUR 49 million.

Throughout the year

GBL disposes EUR 165 million of other assets.



(1) Subject to approval at GBL's Ordinary General Meeting of May 4, 2023

(2) The bonds initially relate to 2.0 million existing shares of Pernod Ricard SA, representing 1% of the share capital of the company and 10% of Pernod Ricard SA shares held directly or indirectly by GBL as at the date of the issuance

(3) In accordance with IFRS 9, capital gains (losses) from disposals do not impact GBL's net consolidated result










(4) The capital gain is calculated based on the historical acquisition price





CORPORATE GOVERNANCE

GBL has a governance structure that meets the highest standards, allowing it to support the development and the implementation of its strategy

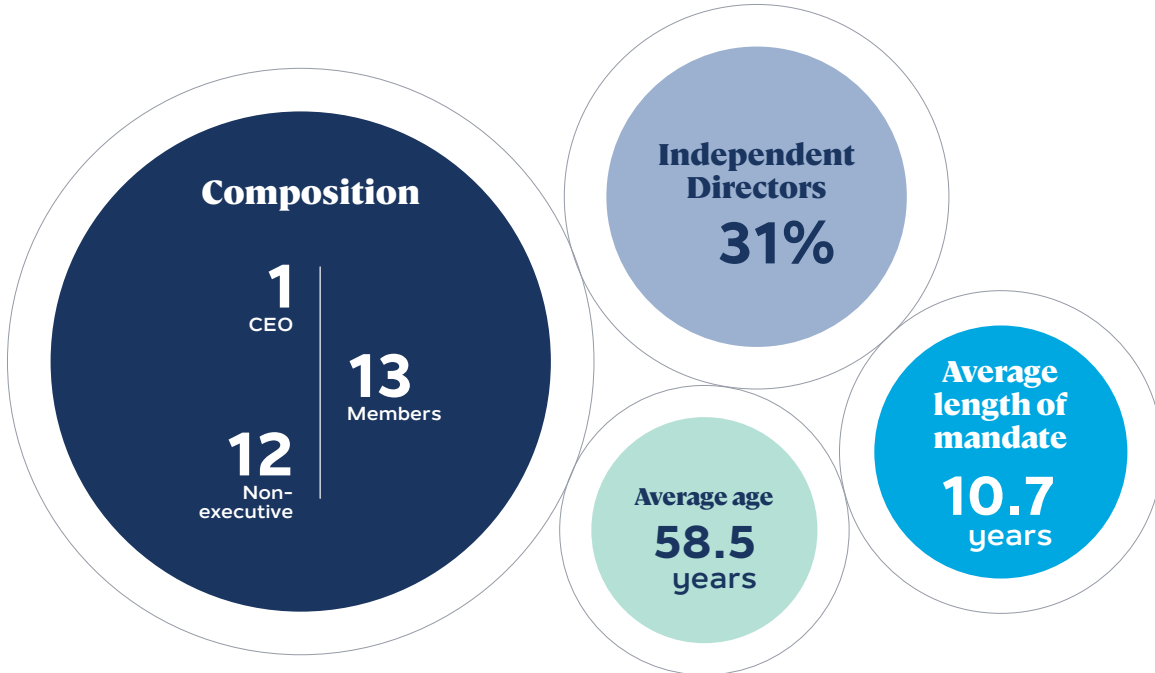
BOARD OF DIRECTORS

Composition as of December 31, 2022

		Start date of mandate	End date of current mandate	Audit Committee	Governance and Sustainable Development Committee
CHAIRMAN OF THE BOARD OF DIRECTORS					
	Paul DESMARAIS, Jr.	1990	2023	-	-
VICE-CHAIRMAN, DIRECTOR					
	Gérald FRÈRE	1982	2023	-	-
CEO					
	Ian GALLIENNE	2009	2024	-	-
DIRECTORS					
	Paul DESMARAIS III	2014	2026	-	-
	Cedric FRÈRE	2015	2023	-	-
	Ségoène GALLIENNE - FRÈRE	2015	2023	-	-
	Claude GÉNERÉUX	2019	2025	-	Member
	Jocelyn LEFEBVRE	2017	2025	Member	-
	Alexandra SOTO	2021	2025	-	Member

		Start date of mandate	End date of current mandate	Audit Committee	Governance and Sustainable Development Committee
INDEPENDENT DIRECTORS					
	Antoinette d'ASPREMONT LYNDEN	2011	2023	Chairwoman	-
	Marie POLET	2015	2023	Member	Member
	Agnès TOURAINE	2018	2025	-	Chairwoman
	Jacques VEYRAT	2021	2025	-	Member

Corporate Governance



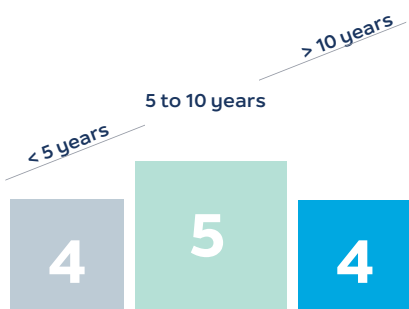
/ Percentage Women - Men



/ Age distribution



/ Length of mandate Number of Directors



/ Experience Number of Directors





CHAPTER 1

Presentation of the group



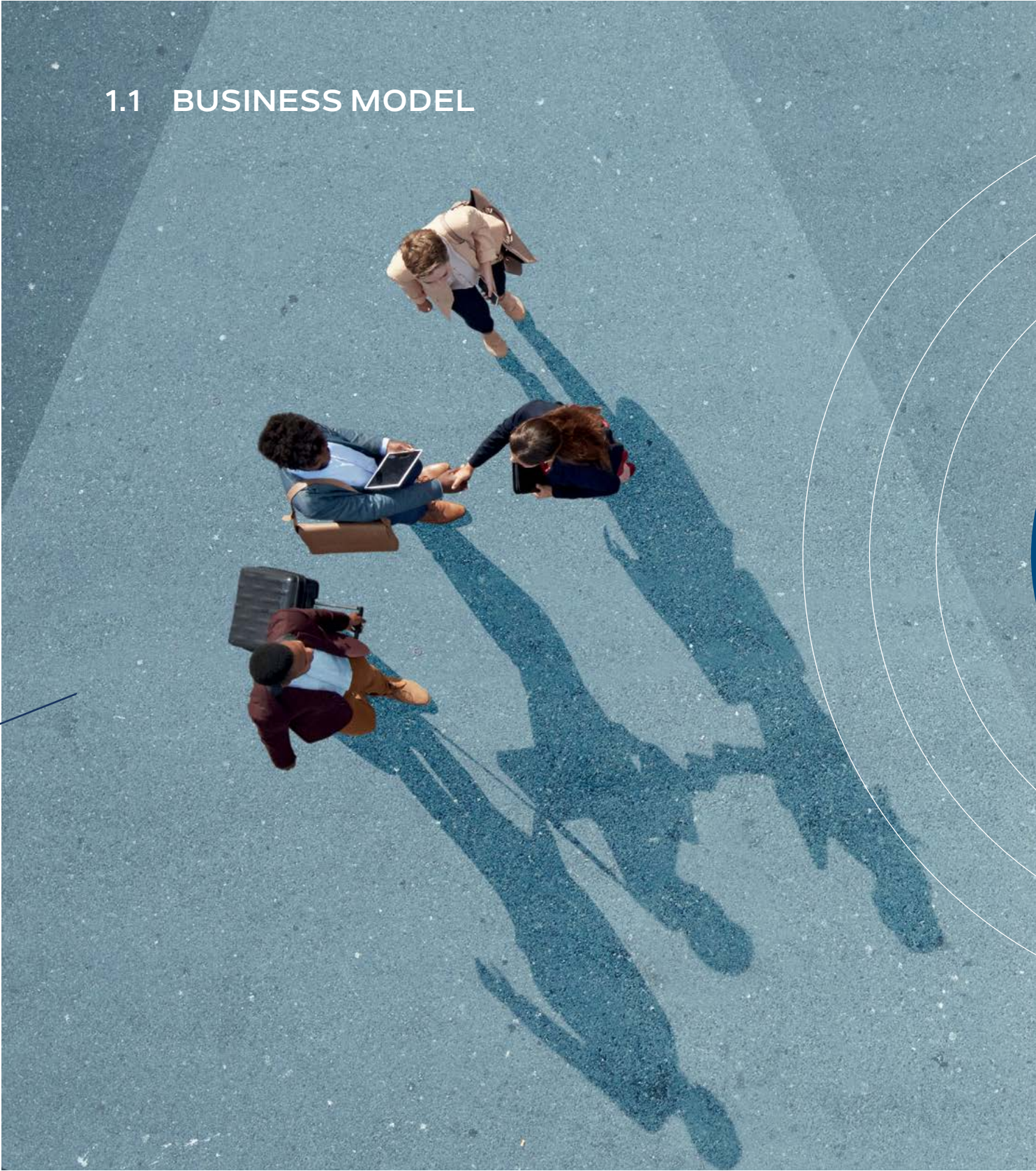
1.1	Business model	18
1.2	Net asset value	22



Presentation of the group

Business model

1.1 BUSINESS MODEL



Presentation of the group

Business model

1

Who we are

Staying true to our values

FAMILY SHAREHOLDER BASED - MULTI-GENERATIONAL PERSPECTIVE

- Entrepreneurial spirit with permanent capital
- A responsible and meaningful growth to nurture great companies
- Agile decision process with the support of a stable controlling shareholder

STRONG BUSINESS HERITAGE - RESILIENCE THROUGH THE ECONOMIC CYCLES

- Applying decades of accumulated corporate and managerial experience to new challenges and situations
- Welcoming new industries and ways of working without compromising on our values or fundamental principles
- Maintaining a strong balance sheet and financial flexibility

AN INVESTOR COMMITTED TO THE LONG TERM

- Attentive to long-term trends driving the economy and society
- Focused on attractive industries and sectors with potential to grow steadily over time
- Willing to remain invested as and where we see value
- Prioritizing the long-term view when it comes to decisions in support of the portfolio companies

Presentation of the group

Business model

IDENTIFYING SECTOR-LEADING GLOBAL COMPANIES DISPLAYING GROWTH AND RESILIENCE AS WELL AS TOP-NOTCH ALTERNATIVE ASSETS

- Leveraging our unique network and sourcing capabilities to identify quality investment opportunities
- Partnering with sector leaders with the potential to capitalize on growth trends and participate actively in sector consolidation
- Focusing on global companies headquartered in Europe and that benefit from our extensive network and on alternative funds managed by top-notch firms and direct private equity co-investments
- Being a cornerstone investor with a seat on the Board of Directors for listed and private companies
- Exercising a dynamic capital allocation strategy

AN INFLUENTIAL VOICE ON THE BOARDS OF COMPANIES IN WHICH WE INVEST

- Providing valuable industry and sector knowledge and experience
- Acting as a constructive partner, demanding yet supportive with management
- Bringing insight backed by strong analytics and independence of judgment
- Focusing on key business decisions in the areas of CEO selection and remuneration, economic and business strategy and capital allocation

How we create value

Identifying investment opportunities, managing the portfolio and exerting influence

WORKING FOR THE COMMON GOOD

- Striving to balance the need for returns with the wider needs of society and the planet
- Focusing on companies and sectors at the forefront of social, economic and environmental progress
- Leveraging influence to promote the best ESG practices across our portfolio

Presentation of the group

Business model

1

How we create wealth

Preserving and growing wealth

SEEKING TO ACHIEVE CONSISTENTLY INCREASING PORTFOLIO VALUE

- Growing net asset value steadily and consistently through the cycle
- Ensuring a consistent capital allocation with that objective
- Underpinning the portfolio value with a disciplined, focused, methodical process

DELIVERING ATTRACTIVE RETURN TO SHAREHOLDERS THROUGH CAPITAL APPRECIATION, DIVIDEND YIELD AND SHARE BUYBACKS AND CANCELLATIONS

- Focusing on companies that can deliver meaningful and sustained growth
- Investing where returns are good without need for leverage

BENCHMARKING PERFORMANCE AGAINST THE REFERENCE INDEX AND ESG METRICS

- Outperforming the STOXX Europe 50 in Total Shareholder Return over the long term
- Integrating ESG fully into our investment process
- Anticipating new developments in performance and sustainability measurement

1.2 NET ASSET VALUE

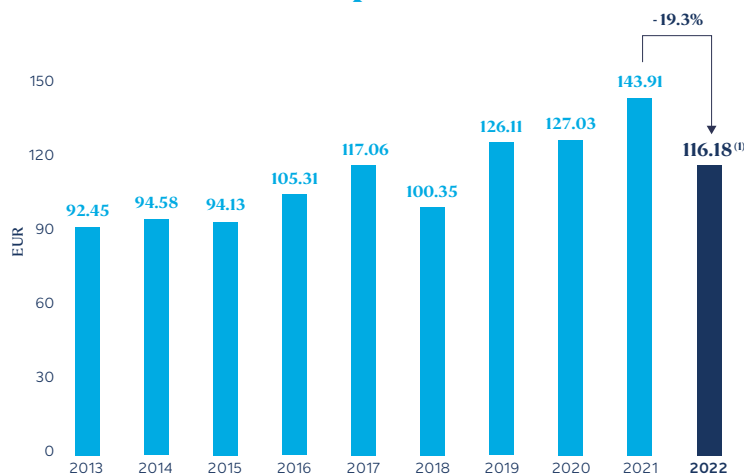
We aim at delivering continuous and sustainable growth of our intrinsic value over the long term

GBL pursues growth of its intrinsic value through efficient portfolio management, leading to value creation over the long term. Since the initiation of the rebalancing strategy in 2012, GBL's net asset value per share has increased by +4.5% annually.

Presentation of the group

Net asset value

1.2.1 Net asset value per share



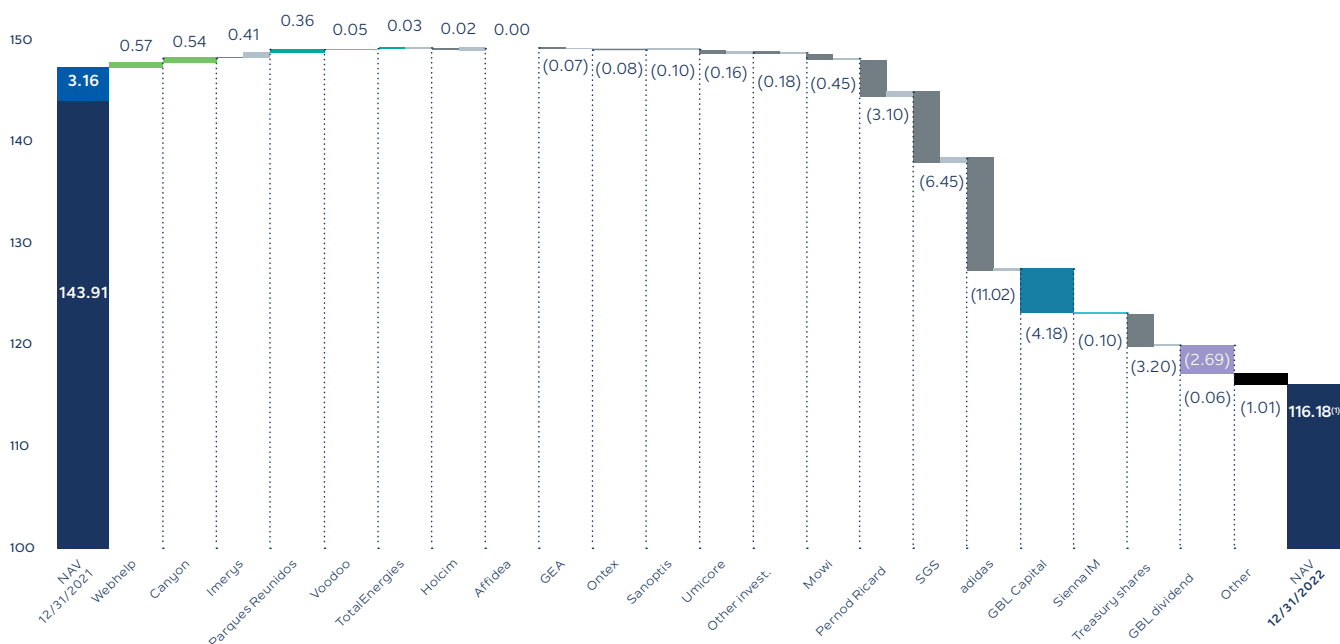
1.2.2 Change in net asset value in 2022

As of December 31, 2022, GBL's net asset value totaled EUR 17.8 billion (EUR 116.18⁽¹⁾ per share) compared to EUR 22.5 billion (EUR 143.91 per share) at the end of 2021. Relative to the share price of EUR 74.58, the discount at the end of 2022 was 35.8%, up +4.0% compared to the end of 2021 (31.8%).

The table below sets out and compares the components of the net asset value at year-end 2022 and year-end 2021.

IN EUR PER SHARE

- Positive revaluation effect private assets
- Positive share price effect
- Negative revaluation effect private assets
- Negative share price effect
- Other
- Received dividends
- Contribution of GBL Capital
- Contribution of Sienna Investment Managers
- Paid dividends
- Share cancellation effect



(1) EUR 117.97 pro forma for cancellation of 6.3 million treasury shares (subject to approval of GBL's Extraordinary General Meeting on May 4, 2023)

Presentation of the group

Net asset value

1.2.3 Breakdown of net asset value as of December 31, 2022

	December 31, 2022			December 31, 2021		
	% IN CAPITAL	Stock price IN EUR ⁽¹⁾	IN EUR MILLION	% IN CAPITAL	Stock price IN EUR ⁽¹⁾	IN EUR MILLION
Listed assets			12,449.8			16,933.1
Pernod Ricard	6.89	183.75	3,266.2	7.60	211.50	4,207.3
SGS	19.11	2,183.41	3,126.6	19.11	2,949.38	4,223.4
adidas	7.62	127.46	1,748.1	7.14	253.20	3,472.5
Imerys	54.64	36.34	1,686.5	54.64	36.54	1,695.8
Umicore	15.92	34.32	1,346.5	15.92	35.75	1,402.6
Holcim	2.14	48.62	567.0 ⁽²⁾	2.14	45.02	592.3
GEA	6.29	38.20	434.0	6.29	48.09	455.3 ⁽³⁾
Mowi	1.91	15.90	156.7	7.01	20.89	756.9
Ontex	19.98	6.24	102.7	19.98	6.99	115.0
TotalEnergies	0.01	58.65	15.7	0.01	44.63	11.9
Private assets			4,430.6			2,403.8
Webhelp	61.53		1,720.8	59.15		1,553.2
Affidea	99.59		995.6	-		-
Sanoptis	83.81		711.2	-		-
Canyon	48.24 ⁽⁴⁾		439.1	51.87 ⁽⁴⁾		348.6
Parques Reunidos	23.00		291.0	23.00		236.0
Voodoo	16.18		273.0	16.18		266.0
GBL Capital			2,534.8			3,133.6
Sienna Investment Managers⁽⁵⁾			119.8			48.3
Other			0.0			193.7
Portfolio⁽⁶⁾			19,535.1			22,712.5
Treasury shares			911.6			778.9
Gross debt			(4,067.8)			(3,283.0)
Gross cash			1,396.6			2,292.5
NET ASSET VALUE			17,775.5			22,501.0
Net asset value (in EUR per share)⁽⁷⁾			116.18			143.91
Stock price (in EUR per share)			74.58			98.16
Discount			35.8%			31.8%

(1) Share price converted in € based on (i) the ECB fixing of 0.9847 CHF/€ as of December 31, 2022, and of 1.0331 CHF/€ as of December 31, 2021 for SGS and Holcim and (ii) the ECB fixing of 10.5138 NOK/€ as of December 31, 2022 and of 9.9888 NOK/€ as of December 31, 2021 for Mowi

(2) The amount corresponds to the proceeds of forward sales cum dividend

(3) As of December 31, 2021, the value of the shares underlying the bonds exchangeable into GEA shares has been capped at the exchange price, i.e., €40.00 per share

(4) GBL's ownership in Canyon, excluding shares held by GBL Capital (additional indirect ownership of 1.32% as of December 31, 2022 and 1.45% as of December 31, 2021)

(5) Valued at the acquisition cost of the management companies less any impairment in value

(6) The reconciliation of the portfolio with the IFRS consolidated financial statements is available on page 137

(7) Based on 153,000,000 shares as of December 31, 2022 and 156,355,000 shares as of December 31, 2021

Presentation of the group

Net asset value

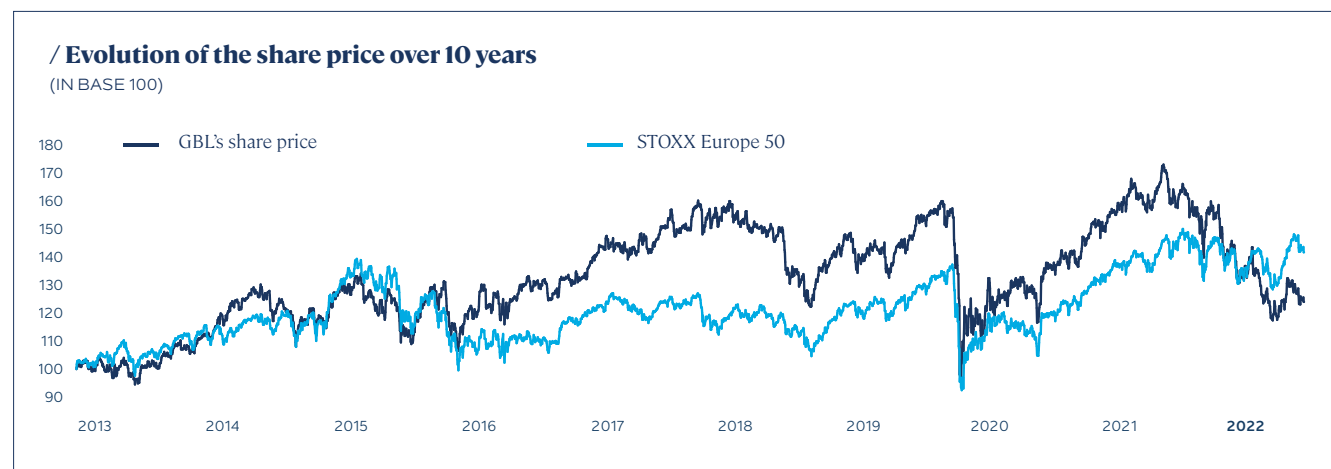
1.2.4 Historical data over 10 years

IN EUR MILLION	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013
Net asset value at year end	17,775.5	22,501.1	20,497.9	20,349.4	16,192.7	18,888.0	16,992.2	15,188.1	15,261.0	14,917.4
Portfolio	19,535.1	22,712.5	21,339.5	20,626.6	16,686.1	18,825.7	16,300.4	15,457.2	15,064.7	15,413.6
Net cash/(net debt)	(2,671.2)	(990.5)	(1,563.1)	(767.7)	(693.0)	(442.8)	224.7	(740.0)	(233.1)	(911.7)
Treasury shares	911.6	778.9	721.4	490.4	199.6	505.0	467.1	470.9	429.4	415.5
Year-on-year change (in %)	-21.0	+9.8	+0.7	+25.7	-14.3	+11.2	+11.9	-0.5	+2.3	+12.6

IN EUR										
Net asset value per share	116.18	143.91	127.03	126.11	100.35	117.06	105.31	94.13	94.58	92.45
Year-on-year change (in %)	-19.3	+13.3	+0.7	+25.7	-14.3	+11.2	+11.9	-0.5	+2.3	+12.6
Share price	74.58	98.16	82.52	93.96	76.08	89.99	79.72	78.83	70.75	66.73
Discount (in %)	35.8	31.8	35.0	25.5	24.2	23.1	24.3	16.3	25.2	27.8

Change in the share price in 2022

GBL's share price ended 2022 at EUR 74.58 and 2021 at EUR 98.16, a decrease of -24.0%. At its highest closing price, the share reached EUR 99.90 (January 4, 2022) and at its lowest closing price (September 29, 2022), EUR 70.60.



1.2.5 Sector peers

	Headquarters	Market capitalization at year-end 2022		Issuer's credit rating ⁽¹⁾	
		IN EUR BILLION	S&P GLOBAL	MOODY'S	
Investor AB	Sweden	52.5	AA-	Aa3	
EXOR	Netherlands	16.5	BBB+	Unrated	
IndustriVärden	Sweden	9.8	A+	Unrated	
Wendel	France	3.9	BBB	Baa2	
Kinnevik	Sweden	3.6	Unrated	Unrated	
GBL	Belgium	11.4	A+	A1	

Source: Bloomberg

Given (i) its geographical mandate, (ii) its positioning as engaged owner deploying permanent capital, (iii) its portfolio being primarily exposed to Investment Grade listed global companies and (iv) its size, GBL evolves in a narrow sector universe in which it identifies the peers mentioned above.

(1) Credit ratings may be subject to suspension, revision or withdrawal at any time by credit rating agencies

Corporate Governance

2.1	Corporate Governance Statement	28
2.2	Board of Directors and Committees	29
2.3	Remuneration of corporate officers	42
2.4	Policy on conflicts of interest and policy relating to transactions in GBL securities	48
2.5	Mandates held by the members of the Board of Directors between 2018 and 2022	49
2.6	Risk management and internal control	54

2.1 CORPORATE GOVERNANCE STATEMENT

Groupe Bruxelles Lambert (“GBL” or the “Company”) complies with all corporate governance regulations. In this context, it complies in particular with the provisions of the 2020 Belgian Corporate Governance Code (the “2020 Code”).

The standards of conduct for members of GBL’s Board of Directors and its specialized Committees, as well as the rules governing the functioning of these bodies, are laid out in the Corporate Governance Charter (the “Charter”). This document also includes the Dealing Code, which defines the rules applicable to transactions in GBL securities. The Charter was published for the first time at the end of 2005. Since then, the Board of Directors has ensured that this document reflects the various legal developments in the field of corporate governance, including the 2020 Code. The updated document is available on the Company’s website (www.gbl.be).

This Corporate Governance Statement describes the composition and functioning of GBL’s Board of Directors and its Committees. It comments on the practical application of GBL’s governance rules during the financial year ended December 31, 2022 and the period between the end of this financial year and the Board of Directors meeting on March 9, 2023. Furthermore, it lists the Company’s deviations from certain provisions of the 2020 Code and explains the reasons behind them. It also includes the remuneration policy and the remuneration report. Lastly, it reflects the principal characteristics of the Company’s internal control and risk management systems.

Corporate Governance

Board of Directors and Committees

2.2 BOARD OF DIRECTORS AND COMMITTEES

2.2.1 Board of Directors

2.2.1.1 Composition as at December 31, 2022

	Start date of mandate	End date of current mandate	Audit Committee	Governance and Sustainable Development Committee
CHAIRMAN OF THE BOARD OF DIRECTORS				
Paul DESMARAIS, Jr.	1990	2023	–	–
VICE-CHAIRMAN, DIRECTOR				
Baron FRÈRE (Gérald)	1982	2023	–	–
CEO				
Ian GALLIENNE	2009	2024	–	–
DIRECTORS				
Paul DESMARAIS III	2014	2026	–	–
Baron Cedric FRÈRE	2015	2023	–	–
Ségolène GALLIENNE - FRÈRE	2015	2023	–	–
Claude GÉNÉREUX	2019	2025	–	Member
Jocelyn LEFEBVRE	2017	2025	Member	–
Alexandra SOTO	2021	2025	–	Member
INDEPENDENT DIRECTORS				
Countess Antoinette d'ASPREMONT LYNDEN	2011	2023	Chairwoman	–
Marie POLET	2015	2023	Member	Member
Agnès TOURAINE	2018	2025	–	Chairwoman
Jacques VEYRAT	2021	2025	–	Member
HONORARY CHAIRMAN				
Baron FRÈRE (Albert) †				
HONORARY CEO				
Emile QUEVRIN				

Composition of the Board of Directors

The composition of GBL's Board of Directors reflects the controlling shareholding of the Company. GBL is controlled by Pargesa SA, a company under Swiss law, itself controlled by Parjointco SA, a company under Belgian law controlled jointly by the Frère and Power Corporation of Canada groups, under an agreement signed by the two groups in 1990.

This agreement aims to establish and maintain equal control between the Power Corporation of Canada group and the Frère group in Pargesa SA, GBL and their respective designated subsidiaries. It was extended on December 16, 2012 and shall expire in 2029 if not renewed.

As at December 31, 2022, out of a total of thirteen members, GBL's Board includes eight representatives proposed by the controlling shareholder, Pargesa SA. The shareholding structure explains the composition of the Board of Directors. It departs from Article 3.7 of the 2020 Code, which recommends a Board composition such that no individual Director or group of Directors is able to control decision-making.

This control situation also justifies the presence, as at December 31, 2022, of representatives proposed by the controlling shareholder, Pargesa SA, on the Audit Committee (one member out of three) and Governance and Sustainable Development Committee (two members out of five).

It is also in this context that GBL has developed a diversity policy for its Board of Directors in accordance with the Law of September 3, 2017 on the disclosure of non-financial information and diversity information by certain companies and groups (for more details, see ESG section on pages 138 to 183 of this annual report).

The Company ensures the presence and contribution of Directors from different backgrounds and with diverse skills, as well as a sufficient number of independent Directors, thereby ensuring that the interests of all the Company's shareholders are respected.

It has also gradually increased the number of women on its Board and Committees, in accordance with the Law of July 28, 2011, which aims to guarantee the presence of women on the Board of Directors of listed companies.

Corporate Governance

Board of Directors and Committees

GBL's Board of Directors has four independent Directors and five female Directors out of a total of thirteen members. This tightened and strengthened organization provides GBL with more agile governance that is better adapted to the group's strategic challenges.

Proposed Appointments to the 2023 Ordinary General Meeting

The mandates of Paul Desmarais, Jr., Cedric Frère and Ségolène Gallienne - Frère expire at the end of the Ordinary General Meeting of May 4, 2023. The Ordinary General Meeting is therefore asked to reappoint them as Director for a period of four years, i.e. until the end of the 2027 General Meeting called to approve the accounts for the 2026 financial year.

Furthermore, the terms of office of Antoinette d'Aspremont Lynden, Gérald Frère and Marie Polet also expire at the end of the 2023 Ordinary General Meeting. These Directors did not seek the renewal of their directorship.

Jocelyn Lefebvre has informed the Chairman of the Board of Directors of his wish to end his term of office as Director at the end of the 2023 General Meeting.

Finally, the General Meeting is invited to appoint Mary Meaney and Christian Van Thillo as Directors. If the General Meeting approves these appointments, the GBL Board of Directors will be composed of 36% independent Directors.

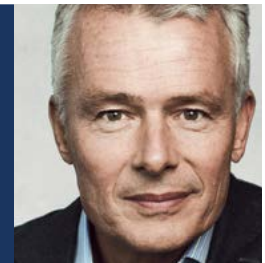
Subject to the approval of their appointment, the General Meeting is requested to recognize Mary Meaney and Christian Van Thillo as independent. In order to qualify as independent, a Director must, in accordance with the Charter, comply with Article 7:87 of the Code on companies and associations and Article 3.5 of the 2020 Code. The Board of Directors is of the opinion that in light of the criteria of the Code on companies and associations and the 2020 Code, Mary Meaney and Christian Van Thillo qualify as independent. They have also confirmed their independence in writing on February 14, 2023 and February 8, 2023 respectively.

Mary MEANEY



- Mary Meaney holds a degree in Public and International Affairs from Princeton University and a PhD in Political Science from Oxford University.
- She spent her career at McKinsey and was named Senior Partner in 2013. During these 24 years, she has acquired a broad and international expertise (consumer goods, chemicals, oil/gas, healthcare, telecom, public sector), and has also held various positions within the governance bodies of the consulting firm.
- She is now Director of technology companies (including Beamery and V-Nova) as well as of Imperial College and Imperial College Business School.
- Mary Meaney supports several philanthropic projects. She has been actively involved in the development of the TeachFirst access to education network.

Christian VAN THILLO



- Christian Van Thillo is graduated in law from the Catholic University of Leuven (Belgium) in 1986 and from the Duke Fuqua School of Business (United States) in 1989.
- In 1990 he became CEO of De Persgroep, a Belgian press and media group, and since 2020 he has been Executive Chairman of DPG Media Group, the group's parent company.
- Between 2002 and 2005 he was a member of the Supervisory Board of Bertelsmann AG, the largest media company in Europe, and was Regent of the National Bank of Belgium from 2003 to 2008.
- He has been Chairman of the European Publishers' Council since 2015.

Corporate Governance

Board of Directors and Committees

2.2.1.2 Information on the Directors ⁽¹⁾

Main activity and other offices held by members of the Board of Directors

The full list of offices held by members of the Board of Directors during the last five years can be found on page 49 of this report. The list of offices held in listed companies during the 2022 financial year can be found on page 37 and 38.

Paul DESMARAIS, Jr.

CHAIRMAN OF THE BOARD OF DIRECTORS



AGE

68

Born on July 3, 1954 in Sudbury, Ontario, Canada

NATIONALITY

Canadian

CONTACT ADDRESS

Power Corporation of Canada
751, Victoria Square
Montreal, Quebec H2Y 2J3 (Canada)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

11,550

EDUCATION & EXPERIENCE

- Paul Desmarais, Jr. has a degree in business from McGill University in Montreal and an MBA from INSEAD in Fontainebleau.
- He joined Power Corporation of Canada in 1981 and took up the position of Vice-President the following year.
- In 1984, he guided the creation of the Power Financial Corporation to consolidate, under the same banner, the main financial holdings of Power.
- Paul Desmarais, Jr. served as Vice-President of Power Financial from 1984 to 1986, President and Chief Operating Officer from 1986 to 1989, Executive Vice-Chairman of the Board from 1989 to 1990, Executive Chairman of the Board from 1990 to 2005, Chairman of the Executive Committee from 2006 to 2008, Executive Co-Chairman of the Board from 2008 to 2020, and has been Chairman of the Board since 2020.
- He also served as Vice-President of the Board of Power Corporation from 1991 to 1996. He was Co-Chief Executive Officer of Power Corporation from 1996 to 2020 and has been Chairman of the Board of Power Corporation since 1996.
- He has been a Director of Groupe Bruxelles Lambert since 1990.

Gérald FRÈRE

VICE-CHAIRMAN OF THE BOARD OF DIRECTORS



AGE

71

Born on May 17, 1951 in Charleroi, Belgium

NATIONALITY

Belgian

CONTACT ADDRESS

Groupe Bruxelles Lambert
24, avenue Marnix
1000 Brussels (Belgium)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

452,215

EDUCATION & EXPERIENCE

- After studying in Switzerland, Gérald Frère joined the family company, the company Frère-Bourgeois (Belgium), where he took up the role of CEO. Since the split of this company on April 20, 2021, he has been appointed Chairman of the Board of Directors of Frère-Bourgeois Holding, a company resulting from the split.
- He was also Regent of the National Bank of Belgium.
- He has been on the Board of Directors of Groupe Bruxelles Lambert since 1982. In 1993, he was appointed CEO and Chairman of the Standing Committee, positions he held until he retired at the end of 2011. He again chaired the Standing Committee of GBL from April 23, 2019 until July 30, 2021, when the Standing Committee was dissolved. Since then, he is Vice-Chairman of the Board of Directors of GBL.

(1) As communicated individually to the Company by each member of the Board of Directors

Corporate Governance

Board of Directors and Committees

Ian GALLIENNE
CEO



AGE

51

Born on January 23, 1971 in Boulogne-Billancourt, France

NATIONALITY

French and Belgian

CONTACT ADDRESS

Groupe Bruxelles Lambert
24, avenue Marnix
1000 Brussels (Belgium)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

30,000

EDUCATION & EXPERIENCE

- Ian Gallienne has an MBA from INSEAD in Fontainebleau.
- He began his career in Spain in 1992, as co-founder of a commercial company.
- From 1995 to 1997, he was a director of a consulting firm that specializes in turning around struggling businesses in France.
- From 1998 to 2005, he was Manager of the private equity funds Rhône Capital LLC in New York and London.
- In 2005, he created the private equity fund Ergon Capital in Brussels and was its CEO until 2012.
- In 2012, he became CEO of Groupe Bruxelles Lambert, of which he had been a Director since 2009.
- He has been solely responsible for the operational management of the Company since the 2019 Ordinary General Meeting.

Antoinette d'ASPREMONT LYNDEN
DIRECTOR



AGE

73

Born on October 24, 1949 in London, United Kingdom

NATIONALITY

Belgian

CONTACT ADDRESS

23, avenue du Général de Gaulle
1050 Brussels (Belgium)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

1,570

EDUCATION & EXPERIENCE

- Antoinette d'Aspremont Lynden has a Master of Science from the School of Engineering at the University of Stanford, in California, and a PhD in applied economics from the Catholic University of Leuven.
- She began her career in the field of quantitative methods consulting in Palo Alto, California.
- Between 1973 and 1990, she held several positions at Banque Bruxelles Lambert in Brussels.
- She then spent twenty years as a professor of management at Université Charles-de-Gaulle Lille 3. In addition, she is a visiting professor of accounting and financial analysis at the Political Science Institute (Sciences Po) in Lille.
- She is also active in the non-profit sector as Treasurer of the Cathedral of St Michael and St Gudula in Brussels and a member of the education authority of the Collège de Maredsous (Belgium).
- She has been a Director of Groupe Bruxelles Lambert since 2011.

Corporate Governance

Board of Directors and Committees

Paul DESMARAIS III
DIRECTOR



AGE

40

Born on June 8, 1982 in Montreal, Quebec, Canada

NATIONALITY

Canadian

CONTACT ADDRESS

Power Corporation of Canada
751, Victoria Square
Montreal, Quebec H2Y 2J3 (Canada)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

1,150

EDUCATION & EXPERIENCE

- Paul Desmarais III has a Bachelor's degree in economics from Harvard University and an MBA from INSEAD in Fontainebleau.
- He began his career in 2004 at Goldman Sachs in the United States.
- In 2010, he took up a role at Imerys in France as a project manager, and in 2012 joined Great-West Lifeco (Canada) as Assistant Vice-President of Risk Management.
- In May 2014, he was appointed Vice-President of Power Corporation of Canada and Power Financial Corporation.
- He has been a Director of Groupe Bruxelles Lambert since 2014.

Cedric FRÈRE
DIRECTOR



AGE

38

Born on April 13, 1984 in Charleroi, Belgium

NATIONALITY

Belgian and French

CONTACT ADDRESS

Frère-Bourgeois Holding
12, rue de la Blanche Borne
6280 Loverval (Belgium)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

1,150

EDUCATION & EXPERIENCE

- Cedric Frère has a Bachelor of Arts in Business Economics from Vesalius College in Brussels, Vrije Universiteit Brussel (VUB).
- He began his career in 2007 in the banking sector, where he held several positions, including in Paris, London and Brussels.
- In 2010, he joined Compagnie Nationale à Portefeuille (CNP) in Belgium, a current subsidiary of Frère-Bourgeois Holding SA, of which he is the CEO.
- He is an Executive Director of CNP and Executive Chairman of Carpar.
- He also has Director mandates in various companies including Financière de la Sambre SA, Caffitaly System SpA, Eagle Capital SA and Parjointco SA.
- He is the Chairman of the Board of Directors of Cheval Blanc Finance SAS and of Société Civile du Château Cheval Blanc until June 20, 2022, of which he is still a Director.
- He has been a Director of Groupe Bruxelles Lambert since 2015.

2

Corporate Governance

Board of Directors and Committees

Ségolène GALLIENNE - FRÈRE
DIRECTOR



AGE

45

Born on June 7, 1977 in Uccle, Belgium

NATIONALITY

Belgian

CONTACT ADDRESS

Groupe Bruxelles Lambert
24, avenue Marnix
1000 Brussels (Belgium)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

6,050

EDUCATION & EXPERIENCE

- Ségolène Gallienne - Frère has a Bachelor of Arts in Business Economics from Vesalius College in Brussels, Vrije Universiteit Brussel (VUB).
- Previous positions include Head of Public Relations at Belgacom (which became Proximus) and Head of Communications at Dior Fine Jewelry.
- She is currently a Director of various French and international companies (including Christian Dior SE, Société Civile du Château Cheval Blanc and FG Bros) and Chairwoman of the Board of Directors of Diane SA, a company that specializes in the art trade.
- She has been a Director of Groupe Bruxelles Lambert since 2015.

Claude GÉNÉREUX
DIRECTOR



AGE

60

Born on April 10, 1962 in Montreal, Quebec, Canada

NATIONALITY

Canadian

CONTACT ADDRESS

Power Corporation of Canada
751, Victoria Square
Montreal, Quebec H2Y 2J3 (Canada)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

2,050

EDUCATION & EXPERIENCE

- Claude Généreux has a degree in engineering from McGill University and in politics and economics from Oxford University (Rhodes Scholar).
- Since 2015, he has been Executive Vice-President of Power Corporation of Canada. He was Executive Vice President of Power Financial from 2015 to 2020. He sits on the Board of Directors of Great-West Lifeco, IGM Financial and a number of subsidiaries.
- He is also a Senior Partner Emeritus of McKinsey & Company, a global leader in management consulting. During his 28-year career at McKinsey, he assisted major companies operating in the financial services, energy and resources sectors, and took up various global leadership roles (energy sector, global recruitment, evaluation and Partner elections).
- Claude Généreux helped launch the McKinsey office in Montreal in 1991 and also worked at its offices in Paris, Toronto and Stockholm.
- He sits on the Boards of McGill University (Vice-Chairman of the Board of Governors), and the Jeanne Sauvé and Canadian Rhodes Scholars Foundations.
- He has been a Director of Groupe Bruxelles Lambert since 2019.

Corporate Governance

Board of Directors and Committees

Jocelyn LEFEBVRE
DIRECTOR



AGE

65

Born on December 22, 1957 in Ste-Agathe-des-Monts, Quebec, Canada

NATIONALITY

Canadian and French

CONTACT ADDRESS

Power Corporation of Canada
751, Victoria Square
Montreal, Quebec H2Y 2J3 (Canada)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

2,050

EDUCATION & EXPERIENCE

- Jocelyn Lefebvre has a degree from the École des Hautes Études Commerciales de Montréal and is also a member of the Quebec Order of Chartered Accountants (CPA).
- He began his career in 1980 at Arthur Andersen, first in Montreal, then in Brussels.
- In 1986, he joined the Canadian industrial group M.I.L. Inc, where he served successively as Deputy to the President and Vice-President of Administration and Special Projects, then Corporate Affairs, while also holding the position of President of Vickers Inc, one of its main subsidiaries, until 1991.
- In 1992, Jocelyn Lefebvre joined the Power Corporation of Canada group, where he has held various positions in Europe. In this context, he sat on the Board of Directors of group companies (Imerys, Parfinance, RTL, Suez-Tractebel, Kartesia, AFE, Orior Food).
- Now Vice-Chairman Europe of Power Corporation of Canada, he also serves as President of Sagard Private Equity.
- He has been a Director of Groupe Bruxelles Lambert since 2017.

Marie POLET
DIRECTOR



AGE

68

Born on December 5, 1954 in Eupen, Belgium

NATIONALITY

Belgian

CONTACT ADDRESS

Groupe Bruxelles Lambert
24, avenue Marnix
1000 Brussels (Belgium)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

1,450

EDUCATION & EXPERIENCE

- Marie Polet is graduated in economics from the Université Libre de Bruxelles (ULB).
- After graduating, she joined British American Tobacco plc (BAT), the world's second largest tobacco company, and spent the first part of her career in marketing before taking on General Management and Strategy responsibilities in Europe and North America.
- Since 2000, she has successively held the positions of VP Marketing Europe (based in London), Managing Director of BAT Belgium/Luxembourg (Brussels), General Manager of BAT Denmark (Copenhagen) in charge of the acquisition and integration of STK (the number 1 tobacco company in Scandinavia), Group Head of Strategy and Planning at the Group's HQ in London, President and CEO of Imperial Tobacco Canada (BAT Canada) based in Montreal, and until 2019, Director of Strategy, Planning and Insights in charge of the Group's Transformation based in London.
- She has been a Director of Groupe Bruxelles Lambert since 2015.

Corporate Governance

Board of Directors and Committees

Alexandra SOTO
DIRECTOR



AGE

54

Born on October 21, 1968 in Rueil-Malmaison, France

NATIONALITY

French

CONTACT ADDRESS

Lazard
50 Stratton Street
London W1J 8LL (United Kingdom)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

450

EDUCATION & EXPERIENCE

- Alexandra Soto is a graduate of the École des Hautes Études Commerciales (Paris).
- She began her career in 1990 in London as an investment banker at Morgan Stanley & Co International plc.
- In 1993, she was appointed Associate Investment Banker at Lazard & Co Ltd, before being promoted to Partner in 2000.
- During her career, she has advised major European companies.
- She was a member of the Board of Directors of Lazard Frères Banque SA from 2010 to 2014.
- She is currently COO of Lazard Financial Advisory and Group Executive, Human Capital and Workplace Innovation of Lazard Group.
- She was also a non-executive director on the Board of Directors and Audit Committee of Bull SA from 2010 to 2014 and a member of the Supervisory Board of METRO AG from 2017 to 2022.
- She has been a Director of Groupe Bruxelles Lambert since July 30, 2021.

Agnès TOURAINE
DIRECTOR



AGE

67

Born on February 18, 1955 in Neuilly-sur-Seine, France

NATIONALITY

French

CONTACT ADDRESS

5, rue Budé
75004 Paris (France)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

1,150

EDUCATION & EXPERIENCE

- Agnès Touraine has a law degree from the Sciences Po (Paris) and an MBA from Columbia University.
- She is founding President of Act III Consultants, a consulting firm dedicated to digital transformation.
- She was previously CEO of Vivendi Universal Publishing (video games and publishing), after spending ten years at the Lagardère group and five years at McKinsey.
- She sits on the Board of Directors of Proximus (formerly Belgacom), Rexel and SNCF.
- She was previously a Director of Tarkett, Darty plc, Cable & Wireless plc and Neopost.
- She also sits on the Board of Directors of various non-profit organisations such as IDATE (Institut de l'Audiovisuel et des Télécommunications en Europe) and the French American Foundation. She chaired the Institut Français des Administrateurs (IFA) from 2014 to 2019.
- She has been a Director of Groupe Bruxelles Lambert since 2018.

Corporate Governance

Board of Directors and Committees

Jacques VEYRAT
DIRECTOR



AGE

60
Born on November 4, 1962 in Chambéry, France

NATIONALITY

French

CONTACT ADDRESS

Impala
4, rue Euler
75008 Paris (France)

NUMBER OF GBL SHARES HELD AS AT MARCH 9, 2023

700

EDUCATION & EXPERIENCE

- Jacques Veyrat is a graduate of the École Polytechnique (Paris) and a member of the Corps des Ponts et Chaussées.
- He began his career at the Ministry of Finance (Treasury Department) from 1989 to 1993, then at the office of the Minister of Equipment from 1993 to 1995. He was then appointed General Manager of Louis Dreyfus Armateurs.
- In 1998, he founded Louis Dreyfus Communications, which later became Neuf Cegetel. From 2008 to 2011, he was Chairman of the Louis Dreyfus Group.
- In 2011, he created Impala, a holding company which is the reference shareholder of about twenty companies operating among others in the energy sector with Direct Énergie and Neoen. He is a Director of Iliad and Fnac Darty.
- He has been a Director of Groupe Bruxelles Lambert since 2021.

Appointment of Directors

Directors are appointed on the basis of the procedures and selection criteria described in Chapter III, point A. 2. of the Charter (which comply with the 2020 Code), as well as the Company's Diversity & Inclusion Policy (see page 144 of this annual report). The Governance and Sustainable Development Committee is responsible for the process of selecting Directors.

Professional development

New Directors receive appropriate information enabling them to quickly begin contributing to the work of the Board of Directors. If the Director sits on a Board Committee as well, the information provided includes a description of the Committee's duties and any other information relating to its tasks. New Director can also speak to the CEO to obtain any information that is useful or required in order to carry out his duties. Where applicable, one or more meetings are arranged with the Deputy CEO, the CFO and the General Secretary to ensure that the new Director receives proper training.

Throughout their mandate, Directors update their skills and develop their knowledge of the Company in order to carry out their responsibilities as members of the Board of Directors and Committees.

Offices held by Directors in listed companies

The following table shows the offices held in listed companies by each of the Directors as at December 31, 2022, both in Belgium and abroad.

Two figures are given for the number of offices: the first figure represents the total number of offices held, and the second smaller or equal number is obtained by consolidating all offices held within the same group and representing it in its various holdings.

The specific nature of a holding company is to hold investments, whose performance must be monitored by the company's managers. In this context, Directors may legitimately hold more than five offices as their main professional activity, which explains why the Charter derogates from the provisions 5.5 of the 2020 Code in this respect.

	Number of offices	Name of the listed company
Paul Desmarais, Jr.	6/1	Power Corporation of Canada (CDN) Power Financial Corporation (CDN) Great-West Lifeco Inc (CDN) IGM Financial Inc (CDN) Groupe Bruxelles Lambert (B) SGS SA (CH)
Gérald Frère	1/1	Groupe Bruxelles Lambert (B)
Ian Gallienne	5/1	Groupe Bruxelles Lambert (B) adidas AG (D) Imerys (F) Pernod Ricard (F) SGS SA (CH)
Antoinette d'Aspremont Lynden	2/2	BNP Paribas Fortis (B) Groupe Bruxelles Lambert (B)
Paul Desmarais III	1/1	Groupe Bruxelles Lambert (B)
Cedric Frère	1/1	Groupe Bruxelles Lambert (B)
Ségolène Gallienne - Frère	2/2	Christian Dior S.E. (F) Groupe Bruxelles Lambert (B)
Claude Généreux	3/1	Great-West Lifeco Inc (CDN) IGM Financial Inc (CDN) Groupe Bruxelles Lambert (B)
Jocelyn Lefebvre	1/1	Groupe Bruxelles Lambert (B)
Marie Polet	1/1	Groupe Bruxelles Lambert (B)
Alexandra Soto	1/1	Groupe Bruxelles Lambert (B)

Corporate Governance

Board of Directors and Committees

	Number of offices	Name of the listed company
Agnès Touraine	3/3	Groupe Bruxelles Lambert (B) Proximus (B) Rexel (B)
Jacques Veyrat	3/3	Fnac Darty (F) Groupe Bruxelles Lambert (B) Illiad (F)

Family ties between members of the Board of Directors

- Gérald Frère is the brother-in-law of Ian Gallienne, the father of Cedric Frère and the brother of Ségolène Gallienne - Frère.
- Ian Gallienne is married to Ségolène Gallienne - Frère.
- Paul Desmarais, Jr. is the father of Paul Desmarais III.

Management expertise and experience of members of the Board of Directors

Among the criteria laid down for the selection of Directors is their expertise and experience in management and finance as provided for in GBL's Diversity & Inclusion Policy.

The activity exercised and offices held by Directors reflect their individual expertise and experience.

No convictions for fraud, charges and/or official public sanctions

None of the Directors has been convicted of fraud, charged and/or received an official public sanction pronounced by a statutory or regulatory authority within the last five years.

Likewise, none of the Directors has been banned by a court from being a member of a management, executive or supervisory body or being involved in the management or conduct of an issuer's activities within the last five years.

Bankruptcy, receivership or liquidation of companies in which a Director has been an executive within the last five years

None of the Directors has been subject to bankruptcy, receivership or liquidation within the last five years.

Potential conflicts of interest between members of the Board of Directors

The following theoretical potential conflicts of interest have been identified:

- Gérald Frère, Cedric Frère and Ségolène Gallienne - Frère hold various positions within the Frère group;
- Paul Desmarais, Jr., Paul Desmarais III, Claude Généreux and Jocelyn Lefebvre hold various directorships within the Power Corporation of Canada group.

Arrangements or agreements entered into with the main shareholders

The Company has not entered into any arrangements or agreements with the main shareholders under which the Directors were selected as members of the Board of Directors.

Restriction on the sale of GBL shares

To the Company's knowledge, there are no restrictions on the sale by a Director of the GBL shares that they hold, except for the stipulations regarding lock-up periods and closed periods provided for in the remuneration policy.

2.2.1.3 Delegation of day-to-day management

Composition

As at December 31, 2022, day-to-day management is undertaken by Ian Gallienne, CEO.

Remit of the CEO

Ian Gallienne is responsible for the day-to-day management of the group. He prepares strategic choices, researches and analyzes investment projects, studies divestments and examines the company's medium- and long-term financing needs. He presents his proposals to the Board of Directors for deliberation. The CEO reports to the Board of Directors on the progress of GBL's business, in particular on the development of the investments and financial management of the group.

Evaluation of the CEO

On an annual basis, the Board assesses the performance of the CEO and the achievement of the Company's strategic objectives in relation to the agreed measures and targets, after consulting the Governance and Sustainable Development Committee. Furthermore, the non-executive Directors meet annually, in the absence of the CEO, to review the interaction between non-executive Directors and the CEO.

The meeting on the 2022 financial year was held on November 3, 2022 (for more details, see "Effectiveness and assessment of the Board" on page 39 of this annual report).

2.2.1.4 Powers and functioning of the Board of Directors

The powers and functioning of the Board of Directors are described in Chapter III, points A. 4.1. and 4.2. of the Charter.

2.2.1.5 Board meetings held in 2022 and attendance of Directors

The Board of Directors met six times in 2022, with a weighted average attendance rate by Directors of 93.59% for all the meetings.

Corporate Governance

Board of Directors and Committees

Directors' individual attendance rates for these meetings were as follows:

Directors	Attendance rate
Paul Desmarais, Jr.	100.00%
Gérald Frère	83.33%
Ian Gallienne	100.00%
Antoinette d'Aspremont Lynden	100.00%
Paul Desmarais III	83.33%
Cedric Frère	100.00%
Ségolène Gallienne - Frère	83.33%
Claude Généreux	66.67%
Jocelyn Lefebvre	100.00%
Marie Polet	100.00%
Alexandra Soto	100.00%
Agnès Touraine	100.00%
Jacques Veyrat	100.00%
TOTAL	93.59%⁽¹⁾

(1) Attendance rate calculated based on the weighted attendance of all members during their directorship

The Board of Directors devotes a significant part of its activity to the development of the Company's strategic orientations and in particular to the examination of investment and divestment projects.

The March and July meetings of the Board of Directors traditionally include the approval of the consolidated financial statements and the parent company financial statements at December 31 and June 30. The May and November meetings focus on the quarterly results. At each of these meetings, the year-end earnings forecasts are examined, as well as GBL's cash and debt situation and stock market trends. The portfolio of investments is generally on the agenda of all meetings. The Board reviews and approves, where appropriate, the recommendations of the Committees.

The Board meeting of March 10, 2022 set the agenda for the Ordinary and Extraordinary General Meetings. The one of April 6, 2022 agreed to the Affidea and Sanoptis acquisitions. The Board of July 29, 2022 agreed in principle to the issue of institutional bonds, and the Board meeting of November 3, 2022 approved an issue of bonds exchangeable for Pernod Ricard shares.

2.2.1.6 Effectiveness and assessment of the Board

In accordance with its internal rules of procedure (see Chapter III, point A. 4.2.6. of the Charter), the Board of Directors assesses its own performance every three years on the basis of an individual questionnaire. This questionnaire covers the size, composition and collective performance of the Board of Directors, as well as the actual contribution of each Director and the interaction of the Board of Directors with the CEO. Furthermore, the non-executive Directors meet annually, in the absence of the CEO, to review the interaction between non-executive Directors and the CEO. The scope of this evaluation extends to the Audit Committee and the Governance and Sustainable Development Committee.

The first assessment of the Board of Directors was conducted in 2007. The latest assessment of the functioning of the Board of Directors and the interaction between the Board and the CEO occurred in 2022. The results were reported to the Board at its meeting of November 3, 2022 and were satisfactory. A new assessment shall take place in 2025.

The meeting of the non-executive Directors covering the 2022 financial year was held on November 3, 2022 in the absence of the CEO.

The following items were raised:

- the quality of the relationship between the CEO and the Board of Directors;
- the information provided by the CEO;
- the assessment of the CEO by the Board of Directors;
- the delimitation of tasks between the CEO and the Board of Directors;
- the opportunity for Directors to meet with the CEO outside of Board meetings.

Each of these matters was deemed satisfactory.

When the mandate of each Director expires, the Board of Directors assesses their attendance at meetings of the Board or the Board Committees, their level of engagement and their constructive involvement in debates and decision-making, in accordance with a pre-established and transparent procedure.

2.2.2 Board Committees

The Board of Directors is assisted by the Governance and Sustainable Development Committee and the Audit Committee, which carry out their activities under its responsibility.

The internal rules of procedure of each of these Committees are set out in Appendix I of the Charter.

2.2.2.1 Governance and Sustainable Development Committee

Composition

As at December 31, 2022, the Committee has five members and is chaired by Agnès Touraine, independent Director. The mandate of the Committee's members corresponds to their term of office as Director.

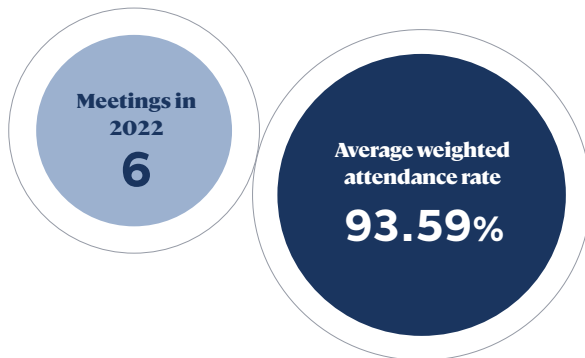
Members of the Governance and Sustainable Development Committee	Current mandate	Attendance rate
Claude Généreux	2020-2024	100.00%
Marie Polet	2019-2023	75.00%
Alexandra Soto	2021-2025	100.00%
Agnès Touraine	2021-2025	100.00%
Jacques Veyrat	2021-2025	75.00%
TOTAL		90.00%⁽¹⁾

(1) Attendance rate calculated based on the weighted attendance of all members during their term of office as Committee members

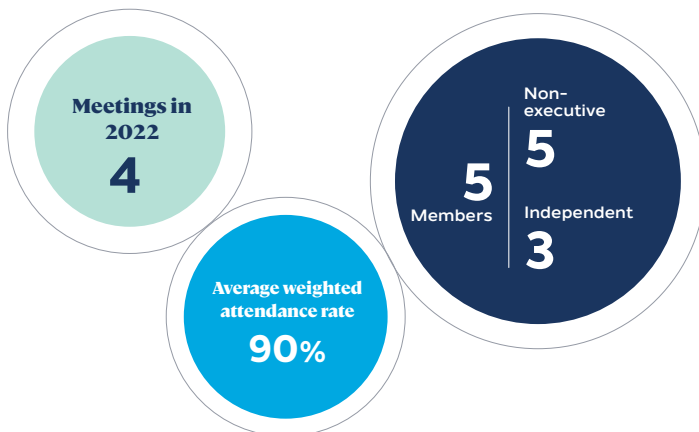
Corporate Governance

Board of Directors and Committees

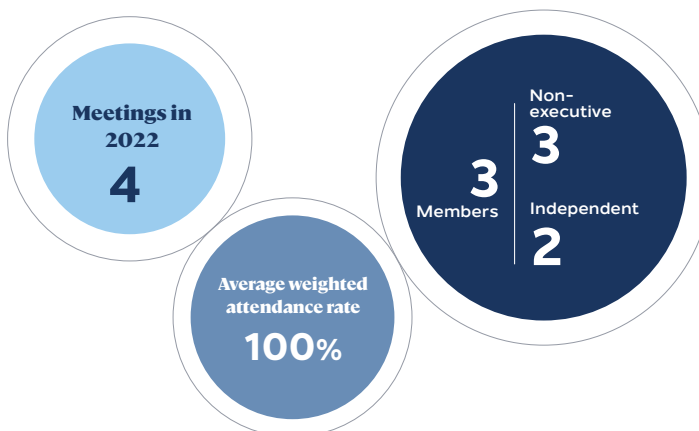
/ Board of Directors



/ Governance and Sustainable Development Committee



/ Audit Committee



Subject to their appointment by the 2023 Ordinary General Meeting, the Governance and Sustainable Development Committee will be composed, as of May 4, 2023, of Jacques Veyrat as independent Chairman, Claude Généreux and Christian Van Thillo.

All members of the Governance and Sustainable Development Committee are non-executive Directors, three of whom are independent. They possess the necessary expertise in the areas of governance and remuneration policy.

Frequency and content of meetings

The Governance and Sustainable Development Committee met four times in 2022. As shown in the table above, there was a 90.00% weighted average attendance rate for Directors for all the meetings in 2022.

The Governance and Sustainable Development Committee shall, among other things, exercise the responsibilities of the remuneration committee referred to in Section 7:100 of the Code on companies and associations and the responsibilities of the nomination committee as defined in the 2020 Code, Section 4.19 et seq.

At these meetings, the Committee mainly focused on the following issues:

- review of the Company's governance and recommendation on the Board's Committees;
- changes in the composition of the Board of Directors and its Committees (including the selection of two new independent Directors);
- proposal for option plans to be granted in 2022 to the CEO and setting of the parameters and conditions of exercise;
- drafting of the remuneration report and review of other corporate governance texts regarding the appointment and remuneration of Directors to be published in the 2021 Annual report;
- drafting of the report by the Chairwoman of the Governance and Sustainable Development Committee to the Ordinary General Meeting of April 26, 2022;
- preparation and review of (i) the annual assessment of the interaction between the CEO and non-executive Directors and (ii) the triennial assessment of the functioning of the Board and Committees;
- review of the Charter to take into account the changes in governance;
- monitoring of ESG issues at GBL ("GBL as a company"), including diversity and employee training and satisfaction;
- review of GBL's commitments (including SBTi and CDP) on ESG issues.

In 2022, it also reviewed the principles governing the functioning of the Board and Committees. It believes that the governance of the Company complies with the regulations in force, the 2020 Code and best practices, taking into account the shareholding structure.

Corporate Governance

Board of Directors and Committees

2.2.2.2 Audit Committee

Composition

As at December 31, 2022, the Audit Committee is made up of three members, two of whom are independent within the meaning of Article 7:87 of the Code on companies and associations and the 2020 Code. These members are Antoinette d'Aspremont Lynden, independent Chairwoman of the Committee, and Marie Polet. The other member, namely Jocelyn Lefebvre, is a representative of the controlling shareholder.

The mandate of the Committee's members corresponds to their term of office as Director.

Members of the Audit Committee	Current mandate	Attendance rate
Antoinette d'Aspremont Lynden	2019-2023	100.00%
Jocelyn Lefebvre	2021-2025	100.00%
Marie Polet	2019-2023	100.00%
TOTAL		100.00%⁽¹⁾

(1) Attendance rate calculated on the basis of the weighted attendance of all members during their term of office as Committee members

Subject to their appointment by the 2023 Ordinary General Meeting, the Audit Committee will be composed, as of May 4, 2023, of Agnès Touraine as independent Chairwoman, Claude Généreux, Mary Meaney and Alexandra Soto.

All Committee members are non-executive Directors and have accounting and auditing expertise as a result of their education or professional experience. Furthermore, the members have collective expertise in the Company's areas of activity.

Frequency and content of meetings

The Audit Committee met four times in 2022, with an attendance rate by its members of 100.00% for all meetings, as shown in the table above.

The Deputy CEO, the Chief Financial Officer and the Company's Statutory Auditor attended all meetings.

At these meetings, the Audit Committee examined the accuracy and fair presentation of GBL's accounts and consolidated financial statements and performed its monitoring responsibilities in respect of control in the broadest sense, in particular with regard to the quality of internal control and information provided to shareholders and the markets.

In 2022, the Committee examined the following items:

- review of the Company's annual and half-yearly consolidated financial statements and consolidated quarterly results;
- review of the Company's annual and half-yearly accounts;
- review of draft press releases for publication, the annual report and half-yearly report;
- review of short and medium-term forecasts;
- analysis of financial position, review of the market and monitoring of investment capacity;
- review of accounting treatments and the book value of investments;
- review of the results of the impairment tests carried out on consolidated companies and accounted for by the equity method;

- analysis and monitoring of the accounting impacts of the investments in private assets, including the valuation of debts on minority shareholders;
- analysis of the impact of purchase price allocation exercises on consolidated subsidiaries;
- monitoring of trends in the activities of GBL Capital and Sienna Investment Managers, methods of valuation and accounting for investments and returns, review of underlying transactions;
- review of the accounting treatment of recoveries of withholding taxes;
- monitoring of yield enhancement activities, including the management of derivatives;
- monitoring of the major ongoing litigations;
- review and assessment by the Statutory Auditor of the operational effectiveness of the internal control systems;
- review and monitoring of the independence of the Statutory Auditor.

2.2.2.3 Digital Disruption Committee

The Board of Directors is advised by a Digital Disruption Committee in its digitalization efforts.

This Committee, made up of the CEO and experts in the field, aims in particular to discuss the Company's digital strategy, to speed up the integration of digital into investment activities and to monitor the digital environment (risks and opportunities, innovations).

The Committee met once in 2022.

2.2.2.4 Assessment of the functioning and performance of the Committees of the Board of Directors

According to developments in and the effectiveness of their work, the various Committees may, at any time, propose changes to their internal rules of procedure. The Charter therefore does not establish a regular procedure for reviewing the internal rules of procedure of the Committees.

The functioning and performance of each Committee are measured and analyzed as part of the triennial assessment of the performance of the Board of Directors. Part of this individual assessment questionnaire is reserved for this purpose for members of the respective Committees.

The interaction between the CEO and non-executive Directors is also assessed within the Audit Committee and the Governance and Sustainable Development Committee.

2.3 REMUNERATION OF CORPORATE OFFICERS

2.3.1 Remuneration policy

This remuneration policy was approved by the Special General Meeting of November 4, 2021 with effect from January 1, 2022, with the exception of the aspects related to stock options which became effective as of the said Meeting.

2.3.1.1 Remuneration policy for the CEO

Principles

The Board of Directors sets the remuneration of the CEO following counsel from the Governance and Sustainable Development Committee, which is composed of a majority of independent Directors (including the Chairwoman of the Committee) which contributes to preventing conflicts of interest relating to the remuneration policy.

The CEO remuneration principles are intended to:

- contribute to sustainable alignment between shareholders and the CEO, by increasing this person's investment in GBL shares and the exposure to the total portfolio of GBL;
- link the CEO's long term remuneration to the Company's long term performance by submitting the exercise of the options to financial performance conditions;
- ensure consistency between the remuneration of the CEO and the remuneration of staff teams in order to attract, retain and motivate the best talent in a business sector that relies on the value of teams and in which competition is fierce.

The changes made to the remuneration policy reflect the Company's desire to strengthen GBL's teams and attract new talent that features a more international profile, to provide it with the resources necessary to deploy its new strategy. These changes therefore have the objective of attracting, motivating and retaining GBL staff, whose action contributes to the Company's performance.

It is with this in mind that the remuneration of the CEO was reviewed to make it consistent with the new remuneration policy applicable to GBL's teams referred to above. Besides, the remuneration of the CEO was subject to a thorough benchmark⁽¹⁾ exercise performed with the assistance of a specialized external consultant. This analysis followed a rigorous process that included an examination of best practices and recommendations in terms of remuneration, which led to the implementation of an attractive and balanced remuneration policy.

The CEO's remuneration is revised every three years. The next review shall be in 2024 to bring it into line with market practices, based on in-depth benchmark and in dialogue with the CEO.

Structure of the CEO's remuneration

Remuneration

1. Fixed

Base salary

The fixed annual gross remuneration of the CEO is EUR 1,200,000.

Pension and other benefits

The CEO benefits from a defined-contribution pension plan, into which 21% of his fixed annual gross remuneration is paid by GBL on a yearly basis, a disability and life insurance plan, Directors' and Officers' (D&O) liability insurance and a company car.

2. Variable

Yearly short-term

The first pillar of variable remuneration is intended to remunerate the short term contribution of the CEO. It is in no way guaranteed and its amount is determined according to the effective achievement of precise and quantifiable objectives, set annually by the Board of Directors and relating to the efficiency and performance of the teams, the development of employees or the financing of the group.

The Board sets a percentage of annual variable remuneration that can only be awarded where performance exceeds the objectives set out above. This percentage is a maximum of 50% of the gross fixed annual reference remuneration (i.e., EUR 600,000).

To determine the amount of annual variable remuneration to be granted, if applicable, the Board of Directors - on recommendation of the Governance and Sustainable Development Committee - assesses the performance of the CEO at the end of each financial year with regard to fixed objectives. On this basis, it decides on the short term annual variable remuneration that will also depend on the specific situation of the Company and the market in general. The annual variable remuneration shall, where applicable, be paid by GBL to the CEO in the first half of the following year.

Multi-year

The second pillar of variable remuneration is intended to further align the interests of the CEO with those of the shareholders and encourages the CEO to adopt a long term view. The multi-year variable remuneration is based on precise and quantifiable objectives, set annually by the Board of Directors and linked to the execution of the strategic plan (including the evolution of the portfolio) and the implementation of other value-creating initiatives.

The Board sets a percentage of three-yearly variable remuneration that can only be awarded when performance exceeds the objectives set out above. This percentage is a maximum of 50% per year of the gross fixed annual reference remuneration (i.e., EUR 600,000).

To determine the amount of three-yearly variable remuneration to be granted, if applicable, the Board of Directors - on recommendation from the Governance and Sustainable Development Committee - assesses the performance of the CEO every three years and for the first time at the end of 2023 with regard to the objectives set over the three-year period. On this basis, the Board definitively sets the three-yearly variable remuneration which may also take into account the specific situation of the Company and the market in general.

The three-yearly variable remuneration shall, if applicable, be paid by GBL to the CEO in the first half of the year following the period in question.

(1) The companies selected for the benchmark exercise are: 3i group, Ackermans & Van Haaren, Eurazeo, Exor, Peugeot Invest, Industrivarden AB, Investor AB, Kinnevik AB, Sofina and Wendel

Corporate Governance

Remuneration of corporate officers

3. Stock options on shares

The CEO is awarded an annual stock option plan relating to a GBL subsidiary, invested primarily in GBL shares and secondly in shares of a portfolio company (the “Subsidiary”). These shares are acquired through equity and financing (banking or intra-group). The debt of this Subsidiary is guaranteed by GBL. The interest is financed by the dividends received.

At grant, the value of the options allocated to the CEO shall represent no more than 150% of his annual gross fixed and target annual gross variable remuneration (150% of EUR 2.4 million, i.e. EUR 3.6 million). The Board set, as from 2021, this value at 120%, i.e. a total value of the options of EUR 2.9 million at their grant.

The CEO receives options relating to two separate categories of shares in the Subsidiary:

- A shares: a total of 50% of the options are vested (acquired) and can be exercised as from the 3rd anniversary of the grant and the remaining as from the 4th anniversary (subject to the leaving provisions). Options on A shares have a maximum term of 10 years from their issue;
- B shares: the options are vested (acquired) up to 50% at the 3rd anniversary of the grant and the remaining as from the 4th anniversary (subject to the leaving provisions). B shares are entitled to a return based on a performance condition (the “Performance Condition”).

The Performance Condition relates to the comparison of GBL’s cumulative 3-month VWAP TSR with that of STOXX Europe 50 over the period considered, dividends reinvested, expressed on an annual basis (%/year) and rounded to 4 decimal places of a percent.

The “period considered” is defined as a period of 3 and 4 years prior to the verification of the Performance Condition.

The return on the B shares that may be acquired by the CEO when the options are exercised depends on the ratio between GBL’s 3-month VWAP TSR and the TSR of the STOXX Europe 50, established as follows and on a linear basis between these limits:

< 1%	0% of B shares yield
=	10% of B shares yield
> 1.25%	40% of B shares yield
> 2.5%	70% of B shares yield
> 3.75%	100% of B shares yield

The Performance Condition will be reviewed on the 3rd and 4th anniversary date by the Governance and Sustainable Development Committee. If the Performance Condition is not met by the 4th anniversary date at the latest, options on B shares will be automatically cancelled and the Company will reimburse taxes paid by the CEO at the grant of the options on B shares.

Options on B shares have a maximum term of 10 years after their issue.

4. Directorships

The CEO receives directly the remuneration for the directorships he holds in the portfolio companies.

5. Rights of recovery

The Board of Directors may decide to remove, in full or in part, and/or modify the conditions of options granted to the CEO that are not yet exercisable if the CEO, in connection with his duties within the Company, has caused a loss that is extremely detrimental to the Company.

6. Contract and severance benefits

Under an open-ended service contract, the CEO is entitled, in the event of unjustified withdrawal from office on serious grounds, to an indemnity representing eighteen months’ gross annual fixed remuneration.

7. Minimum ownership threshold of GBL shares

The CEO must own GBL shares for an amount equivalent to one year’s gross annual fixed remuneration, it being specified that he must retain these shares for at least six months after the end of his contract with the Company if he decides to leave the group voluntarily.

The equivalence between the value of the position in shares and the value of the remuneration in question is verified in May each year.

8. Temporary exemption from remuneration policy

In exceptional circumstances, to be assessed on a case-by-case basis, and only if it is in the long term interests and sustainability of the Company, the Board of Directors may, following a reasoned opinion of the Governance and Sustainable Development Committee, grant certain exemptions to this remuneration policy. In this case, the procedure laid down in Section 2.3.1.1 must be followed. Any authorised derogation shall be clarified in the remuneration report for the relevant financial year.

Corporate Governance

Remuneration of corporate officers

2.3.1.2 Remuneration policy for non-executive Directors

Principles

The remuneration of non-executive Directors is set by the General Meeting on the basis of a proposal by the Board of Directors after a recommendation from the Governance and Sustainable Development Committee.

It is revised every three years to bring it into line with market practices.

Structure of the remuneration of non-executive Directors

The non-executive Directors receive a fixed remuneration in cash, directors' fees and a fixed remuneration in shares of the Company (following the entry into force of the 2020 Code).

They do not receive any variable remuneration. The CEO does not receive any remuneration for his mandate as a Director.

The remuneration of the non-executive Directors is set in such a way as to attract and retain high quality members who are able to contribute to the development of the Company.

The annual fixed remuneration in cash of the non-executive Directors is as follows:

After the 2020 Code has entered in effect, the non-executive Directors also receive a fixed annual remuneration in shares of the Company (350 shares). Non-executive Directors must retain these shares for at least three years after each grant. The shareholding structure and composition of the Board of Directors explain the term of retention of the shares granted in this way to non-executive Directors, which deviates from the 2020 Code. In addition, as stipulated in the Corporate Governance Charter (Chapter III. A.2.), all non-executive Directors must own at least 100 Company shares at all times.

Non-executive Directors benefit from Directors' and Officers' (D&O) liability insurance and a contractual coverage from the Company for the mandates they exercise on the governance bodies of companies in the GBL portfolio.

In EUR	Per meeting	Member	Chairperson
Board of Directors	3,000	27,500	150,000
Specialized Committee	3,000	12,500	12,500

2.3.2 Remuneration report

This remuneration report shall be submitted for approval at the Ordinary General Meeting on May 4, 2023. It concerns the 2022 financial year. The remuneration for the 2022 financial year is in line with the remuneration policy that applied to this financial year. Where necessary, the remuneration policy, which is set out in section 2.3.1 above, is an integral part of this remuneration report.

2.3.2.1 CEO

The remuneration paid to the CEO in 2022 is set out below.

Summary

Amounts paid in 2022	
Status	Self-employed ⁽¹⁾
Fixed remuneration (gross)	EUR 1,200,000 ⁽²⁾
Pension (defined contribution type) and life insurance	EUR 279,256
Other benefits	
<i>Benefits in kind relating to the use of a company car, driver, mobile phone, computer</i>	EUR 17,845
<i>Insurance (hospitalization, health and disability)</i>	EUR 52,973

(1) A self-employed person carries out a gainful professional activity without being tied to an employer through an employment contract

(2) Excluding emoluments received by the CEO for his directorship at adidas, Imerys, Pernod Ricard and SGS for a total gross amount of EUR 687,398

Corporate Governance

Remuneration of corporate officers

Criteria for short term variable remuneration

On March 9, 2023, the Board of Directors set the criteria to be met and/or maintained for the short term variable remuneration of the CEO as follows:

Annual variable remuneration			Multi-year variable remuneration (3 year maturity)	
Strategic condition	35%	20% of deployed capital allocated to private assets (excluding share buyback)	35%	GBL's discount for the period July 1, 2024 – December 31, 2024 below GBL's discount for the period between July 1, 2021 – December 31, 2021
Financial condition	35%	Loan To Value ratio under 10% through the cycle (as described on page 187 of this annual report)	35%	GBL credit rating not below BBB and Baa2
ESG condition	20%	GBL's employee satisfaction survey above 67% with a min. participation of 55%	10%	40% of the portfolio with climate objectives of 1.5° C validated by Science Based Targets initiative
	10%	Team retention	10%	Governance roadshows
			10%	Implementation of an ambitious diversity policy

On this basis, the Board of Directors on March 9, 2023, on the recommendation of the Governance and Sustainable Development Committee, noted that the conditions set for the annual variable remuneration for financial year 2022 had been met as follows:

Realization in 2022		Justification
Strategic condition	100%	GBL invested EUR 2.467 billion in 2022 (excluding share buybacks), of which EUR 1.831 billion in private assets, or 74%
Financial condition	100%	The average Loan To Value ratio for the 2022 financial year amounts to 9.7%
ESG Condition Employee satisfaction	100%	The average independent survey participation rate was 54% in 2022, with a satisfaction level of 70%
ESG Condition Team building	100%	In 2021, the team following GBL's portfolio comprised 12 members. In 2022, this team consisted of 16 members, with the arrival of three Investment Partners

An amount of EUR 600,000 (gross) will therefore be paid to the CEO as part of his 2022 annual variable remuneration in the second quarter of 2023.

Corporate Governance

Remuneration of corporate officers

Minimum threshold for holding GBL shares

As of December 31, 2022, Ian Gallienne held 30,000 GBL shares, which represents 186% of one year's gross fixed remuneration (EUR 1,200,000).

Stock options

Stock options exercised in 2022

The CEO did not exercise any stock options in 2022, as the conditions of exercise were not met.

Furthermore, no option held by the CEO expired during the 2022 financial year.

Stock options granted in 2022

In accordance with the remuneration policy referred to in section 2.3.1.1. above, the CEO has received the following stock options:

May 2022	
Number of options granted	337,500
Total value of options at grant	EUR 2.9 million
Decision	Board of Directors meeting of March 10, 2022 Ordinary General Meeting of April 26, 2022
Stock options characteristics	Stock options in a GBL subsidiary
Exercise price	EUR 10
Vesting date	50% on May 9, 2025 – 50% on May 9, 2026
Expiry date	May 9, 2032 (duration of the plan: 10 years)
Performance condition	The B share options are exercisable if the Performance Condition (as described in the remuneration policy referred to in section 2.3.1.1 above) is met

Summary of stock options held by the CEO

	Number of options held by the CEO	Exercise or sale period
2017	77,400	from 05/08/2020 to 05/07/2027 (inclusive) ⁽¹⁾
2018	77,400	from 05/07/2021 to 05/06/2028 (inclusive) ⁽¹⁾
2019	86,400	from 05/10/2022 to 05/09/2029 (inclusive) ⁽¹⁾
2020	86,400	from 06/12/2023 to 06/11/2030 (inclusive) ⁽¹⁾
2020	86,400	from 12/15/2023 to 12/14/2030 (inclusive)
2021	337,500	50% from 11/22/2024 to 11/21/2031 (inclusive) 50% from 11/22/2025 to 11/21/2031 (inclusive)
2022	337,500	50% from 05/09/2025 to 05/08/2032 (inclusive) 50% from 05/09/2026 to 05/08/2032 (inclusive)

(1) The performance condition will be tested monthly starting in 2023

Corporate Governance

Remuneration of corporate officers

2.3.2.2 Non-executive Directors

Remuneration and attendance fees

In 2022, an aggregate amount of EUR 896,000 was divided between the non-executive Directors as follows:

In EUR	Board Member	Member of the Audit Committee	Member of the Governance and Sustainable Development Committee	GBL total	Other ⁽¹⁾	Total
Antoinette d'Aspremont Lynden	45,500	37,000 ⁽²⁾	-	82,500	-	82,500
Paul Desmarais, Jr.	195,500 ⁽³⁾	-	-	195,000	188,351 ⁽⁴⁾	383,851
Paul Desmarais III	42,500	-	-	42,500	44,861 ⁽⁵⁾	87,361
Gérald Frère	42,500	-	-	42,500	2,730 ⁽⁶⁾	45,230
Cedric Frère	45,500	-	-	45,500	-	45,500
Ségolène Gallienne - Frère	42,500	-	-	42,500	-	42,500
Claude Généreux	39,500	-	24,500	64,000	-	64,000
Jocelyn Lefebvre	45,500	24,500	-	70,000	-	70,000
Marie Polet	45,500	24,500	21,500	91,500	-	91,500
Alexandra Soto	45,500	-	24,500	70,000	-	70,000
Agnès Touraine	45,500	-	37,000 ⁽²⁾	82,500	-	82,500
Jacques Veyrat	45,500	-	21,500	21,500	-	67,000
TOTAL	681,000	86,000	129,000	896,000	235,942	1,131,942

(1) Other remuneration in cash or in kind attached to the offices held within the group

(2) Chairman of a Committee (two times the fixed fees of a Member)

(3) Chairman of the Board (EUR 150,000)

(4) Fees received by the Director in respect of his position at SGS

(5) Fees received by the Director in respect of his position at Imerys

(6) Health insurance

GBL shares

On May 19, 2022, each non-executive Director was allocated 350 GBL shares (EUR 85.80 per share - closing price on May 17, 2022), in accordance with the remuneration policy referred to in section 2.3.1.2 above.

Miscellaneous

No loan agreement with the Company or one of its subsidiaries has been entered into by a non-executive Director.

Furthermore, no Director is entitled to an indemnity in the event of termination of his duties.

2.3.2.3 Remuneration ratio

This presentation is intended to comply with the new transparency requirements in terms of executive remuneration. It may change according to possible clarifications and subsequent official positions for issuers.

Changes in the company's remuneration and performance

The following table details annual changes, over the last five financial years, in the Company's performance, the remuneration of non-executive Directors and the CEO, and the median remuneration on a full-time equivalent basis of the Company's employees. The reference to the median rather than the average was chosen this year in order to provide a relevant basis for comparison over time.

The scope includes Groupe Bruxelles Lambert, listed company, and its wholly-owned subsidiaries, with the exception of other subsidiaries of the Company that are not integrated into the group's remuneration policy.

For non-executive Directors: the criterion used is the average total remuneration by Director.

The remuneration of the CEO and employees corresponds to the total of the fixed and variable gross remuneration allocated for the financial year, excluding options granted during the financial year.

Finally, the performance criterion is the comparison between (i) GBL's TSR and (ii) the STOXX Europe 50 TSR. In both cases, this is over a 5-year period, with dividends reinvested, annualized and calculated on December 31 each year.

	2018	2019	2020	2021	2022
GBL 5 Year TSR	6.34%	9.61%	4.67%	7.89%	-0.35%
STOXX Europe 50 5 Year TSR	2.98%	6.72%	4.04%	8.78%	6.53%
Performance ratio	3.36%	2.89%	0.63%	-0.89%	-6.87%

	2018	2019	2020	2021	2022
Non-executive Directors	6.07%	-11.33%	6.72%	-6.78%	-15.65%
CEO	0.32%	-9.44%	4.58%	0.01%	12.12%
Employees	10.00%	2.00%	-3.00%	7.00%	12.00%
Performance ratio	3.98%	2.89%	0.63%	-0.89%	-6.87%

Ratio between highest and lowest remuneration

In 2022, the ratio of the lowest remuneration (expressed on a full-time equivalent basis of employees) to that of the CEO was 1/31.05. The scope is the same as that for the ratio above.

Corporate Governance

Policy on conflicts of interest and policy relating to transactions in GBL securities

2.4 POLICY ON CONFLICTS OF INTEREST AND POLICY RELATING TO TRANSACTIONS IN GBL SECURITIES

2.4.1 Policy on conflicts of interest

Chapter III, point A. 4.2.2. of the Charter describes the Company's policy on transactions or other potential contractual relations between the Company, including affiliated companies, and Directors, in cases where these transactions or other contractual relations are not covered by legal provisions on conflicts of interest. It also provides for the application of the specific procedures laid down in Articles 7:96 and 7:97 of the Code on companies and associations.

A conflict of interest situation, as defined by Article 7:96 of the Code on companies and associations, was brought to the attention of the Board of Directors at one meeting in 2022 and was addressed in accordance with the procedure provided for in this article. As can be seen from the extract below, some Directors, to whom the legal conflict of interest rules were nevertheless not applicable, abstained in accordance with the policy set out in the Charter.

The Statutory Auditor was informed of this situation and the extract from the minutes relating to this resolution is included in its entirety below:

2.4.1.1 Board of Directors dated March 9, 2022

"... 2022 long-term incentive plan for the CEO

This decision requires the application of the procedure provided for in Article 7:96 of the Code on companies and associations. Ian Gallienne left the meeting as he had a conflict of interest. The Management team also left.

Gérald Frère, Cedric Frère, Ségolène Gallienne - Frère and Alexandra Soto did not wish to take part in the vote for professional ethics reasons, due to their ties with Ian Gallienne. They leave the meeting.

It is proposed to grant the CEO, in 2022, a long-term incentive plan 2022 similar to the plan granted to him in November 2021 following the approval of the General Meeting, i.e. stock options on a subsidiary of GBL, invested mainly in GBL shares and secondarily in shares of a portfolio company. The CEO would receive options on two categories of shares: (i) A shares for which the options are vested and exercisable up to 50% as from the third anniversary of the grant and up to the balance as from the fourth anniversary and (ii) B shares for which the options are vested up to 50% as from the third anniversary of the grant and up to the balance as from the fourth anniversary. The B shares entitle the holder to a return based on a performance condition relating to the comparison of GBL's cumulative 3-month VWAP TSR with that of the STOXX Europe 50.

At the time of the grant, the value of the options granted to Ian Gallienne represents 120% of his annual gross fixed and gross variable annualized target compensation (i.e. approximately EUR 2.9 million).

The Board of Directors approves the 2022 long-term incentive plan for the CEO and emphasizes that the consequences thereof (in particular with regard to assets) are in the interest of the company and its shareholders.

It also approves the terms of the 2022 stock option plan for the employees (with a potential "exposure" of up to EUR 126 million (including the CEO) if it is fully accepted). As for the CEO, the staff plan would take the form of an option plan on existing shares of a GBL subsidiary which would hold mainly GBL shares to be financed by equity and by intra-group financing, guaranteed by GBL at market rates. The real value of the shares (A and B shares) to which the options relate is fixed at EUR 10.

In the context of the guarantee to be granted by GBL, the Board is invited to take note of the report to be drawn up in accordance with Article 7:227 of the Code on companies and associations and to authorize the CEO and the General Secretary, with the right of substitution, to implement the incentive plan and in particular to:

- set up GBL's subsidiary (FINPAR VIII);*
- organise management of the option plan, including option liquidity;*
- complete and fulfil, within this framework and on behalf of GBL, all other formalities required by the incentive plan.*

GBL's guarantee to grant credit of a maximum amount of EUR 106 million shall be subject to the approval of the Ordinary General Meeting of April 26, 2022."

2.4.2 Policy relating to transactions in GBL securities

The rules relating to transactions in GBL securities are contained in the "Dealing Code", which can be found in Appendix 2 to the Charter. The Dealing Code lays down the Company's internal policy on the prevention of market abuse. More specifically, it establishes the rules designed to prevent the illegal use of inside information by Directors and employees of the Company and the GBL group. Under these rules, it defines the windows during which these people are prohibited from buying or selling, or attempting to buy or sell, GBL securities on their own behalf or that of a third party, either directly or indirectly ("closed periods").

A calendar of the closed periods, as defined in the Charter, is also provided to the CEO, other Directors and members of staff.

In addition, the Directors and other potential insiders, whose names are included on a list kept by the Company, must inform the General Secretary before carrying out any transaction in GBL securities.

Finally, GBL Directors and persons closely connected to them are also legally obliged to notify the Belgian Financial Services and Markets Authority (FSMA) of any transactions in GBL securities performed on their own behalf.

The General Secretary ensures the application of all legal measures relating to market abuse and measures laid down by the Charter. She is available to provide members of the Board of Directors and staff with any information on this subject.

Corporate Governance

List of other offices held by the members of the Board of Directors between 2018 and 2022

2.5 LIST OF OTHER OFFICES HELD BY THE MEMBERS OF THE BOARD OF DIRECTORS BETWEEN 2018 AND 2022 ⁽¹⁾

Paul Desmarais, Jr.

Chairman of the Board of Directors

List of activities and other mandates exercised in Belgian and foreign companies:

- Director and Chairman of the Board of Power Corporation of Canada (CDN), Power Financial Corporation (CDN) and Pargesa SA (CH).
- Chairman of the Board and Director of Belvoir Canada Inc (CDN).
- Chairman of the Board, Treasurer and Director of Belvoir Investments Corporation (CDN).
- Chairman, Secretary/Treasurer and Director of Pet Care Holdings ULC (CDN).
- Chairman and Director of Desmarais Realty Corporation (CDN).
- Chairman of the Board and Director of The Memphrémagog Golf Club Inc (CDN).
- Executive Vice-Chairman and Director of 2790343 Canada Inc (CDN), Cimetière Laforest (CDN), Laforest Trustee Corporation (CDN) and Palso Investments Inc (CDN).
- Director, Executive Vice-Chairman of Sanpalo Investments Corporation (CDN).
- Director of SGS SA (CH), AppDirect Inc (USA), Lakefield Acquisition Corporation (USA), 9058-3105 Québec Inc (CDN), Desmarais Interiors Inc (CDN), Putnam Investments LLC (USA), The Canada Life Assurance Company (CDN), Empower Retirement LLC (USA), The Canada Life Insurance Company of Canada (CDN), Great-West Lifeco Inc (CDN), Empower Annuity Insurance Company of America (previously Great-West Life & Annuity Insurance Company) (USA) and Empower Life & Annuity Insurance Company of New York (previously Great-West Life & Annuity Insurance of New York) (USA).
- Director and Vice-Chairman of Parjointco SA (B).
- Director and Member of the Governance and Nominating Committee of IGM Financial Inc (CDN), Investors Group Inc (“IG Wealth Management”) (CDN) and Mackenzie Inc (CDN).
- Executive Vice-Chairman and Director of Paul G. Desmarais Foundation (CDN).
- Director and Executive Member of the Investment Committee and of the Governance and Nominating Committee of Great-West Life & Annuity Insurance Company (USA).
- Chairman of the Advisory Committee of Sagard Private Equity Partners (F).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Member of the Supervisory Board of Power Financial Europe SA (B) (until 2021) and Parjointco SA (until December 21, 2021).
- Member of the Executive Committee and of the Human Resources Committee of Putnam Investments LLC (USA) (until 2021).

- Member of the Human Resources Committee of IGM Financial Inc (CDN) (until 2021), Investors Group Inc (“IG Wealth Management”) (CDN) (until 2021), Mackenzie Inc (CDN) (until 2021) and Empower Retirement LLC (USA) (until 2021).
- Member of the Human Resources Committee and of the Risk Management Committee of The Canada Life Assurance Company (CDN) (until 2021).
- Co-Chairman and Director of Louisefam Holding Corporation (CDN) and Sophiefam Holding Corporation (CDN) (companies dissolved in 2021).
- Co-CEO of Power Corporation of Canada (CDN) (until 2020).
- Executive Co-Chairman of the Board of Power Financial Corporation (CDN) (until 2020).
- Director and Chairman of the Board of 171263 Canada Inc (CDN) (until 2020) and Power Corporation International (CDN) (until 2020).
- Chairman of the Board and CEO of Pargesa Holding SA (CH) (until November 20, 2020).
- Vice-Chairman and Director of 2945355 Canada Inc (CDN) (until December 2019) and Anspolo Investments Corporation (CDN) (until February 2020).
- Director of 152245 Canada Inc (CDN) (until 2020), Power Communications Inc (CDN) (until June 26, 2020), Canada Life Financial Corporation (CDN) (until December 2019), The Great-West Life Assurance Company (CDN) (until January 2020), London Life Insurance Company (CDN) (until January 2020), London Insurance Group Inc (CDN) (until January 2020) and Empower Holdings Inc (USA) (previously GWL&A Financial Inc) (until June 28, 2020).
- Director and Deputy Chairman of the Board of La Presse Ltd (CDN) (until July 2018), Gesca Ltd (CDN) (until July 2018) and Square Victoria Communications Group Inc (CDN) (until 2018).
- Director and Member of the Nomination, Compensation and Governance Committee of LafargeHolcim (CH) (until 2020).
- Vice-Chairman of 159964 Canada Inc (CDN) (until 2018).

Gérald Frère

Vice-Chairman of the Board of Directors

List of activities and other mandates exercised in Belgian and foreign companies:

- Chairman of the Raad van Bestuur of Stichting Administratiekantoor Frère-Bourgeois (NL) and Stichting Administratiekantoor Bierlaire (NL).
- Chairman of the Board of Directors of Domaines Frère-Bourgeois SA (B), Frère-Bourgeois Holding SA (B) and Financière de la Sambre SA (B).
- Chairman of the Board of Directors and CEO of GFO SRL (B).
- Director of Haras de la Bierlaire SA (B) and Parjointco SA (B).

(1) Other than offices held in GBL's wholly-owned subsidiaries

Corporate Governance

List of other offices held by the members of the Board of Directors between 2018 and 2022

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Member of the Supervisory Board of Parjointco SA (B) (until December 21, 2021).
- Director of Fondation Charles-Albert Frère FUP (B) (until March 11, 2019), Power Financial Corporation (CDN) (until February 28, 2020) and Eagle Capital SA (B) (from January 26, 2021 until June 30, 2021).
- Chairman of the Board of Directors of Frère-Bourgeois SA (B) (until April 20, 2021).
- First Vice-Chairman of the Board of Directors of Pargesa Holding SA (CH) (until November 20, 2020).
- Vice-Chairman of the Board of Directors and CEO of Pargesa Holding SA (CH) (until December 31, 2018), Financière de la Sambre SA (B) (until January 25, 2018) and Frère-Bourgeois SA (B) (until January 25, 2018).
- Regent and Member of the Budget Committee of the National Bank of Belgium SA (B) (until May 22, 2018).
- Member of the Raad van Bestuur of Stichting Administratiekantoor Frère-Bourgeois (NL) (until end February 2019).
- Member of the Remuneration Committee of Power Financial Corporation (CDN) (until February 28, 2020).

Ian Gallienne

CEO

List of activities and other mandates exercised in Belgian and foreign companies:

- Chairman of Webhelp (F).
- Vice-Chairman of adidas AG (D).
- Director of Imerys (F), Pernod Ricard (F), SGS SA (CH), Compagnie Nationale à Portefeuille SA (B), Financière de la Sambre SA (B), Carpar SA (B) and Société Civile du Château Cheval Blanc (F).
- Member of the Strategic Committee of Pernod Ricard (F).
- Member of the General Committee of adidas AG (D).
- Member of the Remuneration Committee of Pernod Ricard (F)
- Member of the Remuneration Committee and of the Nomination Committee of SGS SA (CH).
- Chairman of the Strategic Committee and Member of the Appointments Committee and of the Compensation Committee of Imerys (F).
- Manager of SCI Serena 2017 (F).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Director of Frère-Bourgeois (B) (until 2021).

Antoinette d'Aspremont Lynden

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- Director of BNP Paribas Fortis (B), Donation Royale (B), La Trapperie SA (B) and Gestra SRL (B).
- Chairwoman of the Governance and Nomination Committee and of the Remuneration Committee of BNP Paribas Fortis (B).
- Chairwoman of the ad hoc "Art. 72 of the bank law" of BNP Paribas Fortis (B).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Member of the Audit Committee of BNP Paribas Fortis (B) (until July 2019).
- Member of the Risk Committee of BNP Paribas Fortis (B) (until July 2019).
- Chairwoman of the Audit Committee of BNP Paribas Fortis (B) (until December 2022).
- Member of the Remuneration Committee of BNP Paribas Fortis (B) (until December 2022).

Paul Desmarais III

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- Senior Vice-President of Power Corporation of Canada (CDN).
- Director and Secretary of Power Corporation of Canada Inc (CDN).
- Chairman of the Board of Directors and CEO of Sagard Holdings Manager GP Inc (CDN), Sagard Credit Partners GP Inc (CDN), Sagard Healthcare Royalty Partners GP LLC (Cayman Islands), Sagard Credit Partners II GP Inc (CDN), Sagard Holdings Manager (US) LLC (USA), Sagard Senior Lending Partners Holdings LLC (USA), Sagard Senior Lending Partners Holdings-U LLC (USA), Sagard Senior Lending Partners-U GP Inc (CDN), Sagard Senior Lending Partners GP Inc (CDN), Sagard Senior Lending Partners Offshore GP LLC (USA), Sagard Senior Lending Partners Offshore-U GP LLC (USA), Sagard Senior Lending Partners Carried Interest GP Inc (CDN), Sagard Senior Lending Partners Holdings GP Inc (CDN), Sagard Senior Lending Partners Offshore Carried Interest GP Inc (CDN), Sagard Senior Lending Partners Holdings-U GP Inc (CDN), Sagard Senior Lending Partners Offshore GP Inc (CDN), Sagard Senior Lending Partners Offshore-U GP Inc (CDN), Sagard Senior Lending Partners Offshore Carried Interest LLC (USA) and Sagard Senior Lending Partners Offshore Carried Interest-U LLC (USA).
- Director and Executive Chairman of the Board of Directors of Sagard Holdings Participation Inc (CDN), Portag3 Ventures GP Inc (CDN), Portag3 Ventures Participation Inc (CDN), Portag3 Ventures II GP Inc (CDN), Portag3 Ventures II Affiliates GP Inc (CDN), Diagram Ventures GP Inc (CDN), Diagram Ventures II GP Inc (CDN), Spadina GP Inc (CDN), Mowat GP Inc (CDN) and Portage Ventures III GP Inc (CDN).
- Executive Chairman of the Board of Directors of Sagard PE Canada GP Inc (CDN) and Portage Capital Solutions GP Inc (CDN).

Corporate Governance

List of other offices held by the members of the Board of Directors between 2018 and 2022

- Director, Chairman of the Board of Directors and CEO of Sagard Holdings Inc (CDN), Sagard Capital Partners Management Corp (USA), Sagard Capital Partners GP Inc (USA), 1069759 B.C. Unlimited Liability Company (CDN), Sagard Credit Partners Carried Interest GP Inc (CDN), Sagard Holdings Management Inc (CDN), Sagard Capital Partners Service Corp (USA), Sagard USRE Inc (USA) and Sagard USPF Inc (USA).
- Director and Chairman of the Board of Directors of Dialogue Health Technologies Inc (CDN), Wealthsimple Financial Corp Inc (CDN), Diagram Opportunity GP Inc (CDN) and Diagram Ventures III GP Inc (CDN).
- Director, Chairman and CEO of Springboard III GP Inc (CDN) and 9194649 Canada Inc (CDN).
- Director and CEO of Sagard Holdings Manager (Canada) Inc (CDN).
- Director of Portag3 Ventures Participation ULC (CDN), Portag3 Ventures II International Investments Inc (CDN), Sagard SAS (F), Nesto Inc (CDN), Outremont Technologies Inc (CDN), EverWest Holdings Inc (USA), Sagard UK Management Ltd (UK) and Portage Fintech Acquisition Corporation (Cayman Islands).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- CEO of Sagard Holdings Assets GP Inc (CDN) (until August 2022).
- Chairman of the Board of Directors of Grayhawk Investment Strategies Inc (CDN) (until July 2020).
- Executive Chairman of the Board of Directors of Sagard Holdings Manager GP Inc (CDN) (until June 2019), Sagard Credit Partners GP Inc (CDN) (until September 2019), Sagard Capital Partners GP Inc (USA) (until October 2018), Sagard Credit Partners Carried Interest GP Inc (CDN) (until June 2019), Portag3 Ventures II International Investments Inc (CDN) (until June 2018) and Portag3 Ventures Participation ULC (until June 2018).
- Chairman of the Appointments and Compensation Committee of Imerys (F) (until 2020).
- Senior Vice-President of Power Financial Corporation (CDN) (until March 2020).
- Vice-Chairman of the Board of Directors of Imerys (F) (until May 2020).
- Director and Chairman of the Board of Directors of Peak Achievement Athletics Inc (CDN) (until May 2020), 10094439 Canada Inc (CDN) (until May 2020), 10094455 Canada Inc (CDN) (until May 2020), Sagard Holdings Participation Inc (CDN) (until December 2019) and Diagram Corporation (CDN) (until May 2018).
- Director, Chairman and CEO of 7973594 Canada Inc (CDN) (until December 2020) and Springboard 2021 GP Inc (until July 2021).
- Chairman of the Board of Directors and CEO of Sagard Holdings ULC (CDN) (until April 2020).
- Director of Canada Life Financial Corporation (CDN) (until November 2019), London Life Insurance Company (CDN) (until November 2019), Mackenzie Inc (CDN) (until May 2019), The Canada Life Insurance Company of Canada (CDN) (until November 2019), The Canada Life Assurance Company (CDN) (until November 2019), Investors Group Inc (CDN) (until May 2019), The Great-West Life Assurance Company (CDN) (until November 2019), Personal Capital Corporation (CDN) (until September 2020), WealthSimple Inc (CDN) (until July 2019), IntegraMed America Inc (USA) (until August 2019), IntegraMed Fertility Holding, LLC (USA) (until August 2019), IntegraMed Holding Corp (USA) (until August 2019), IntegraMed Fertility Management Incentive

- Plan LLC (USA) (until August 2019), Alan SA (F) (until March 2018), Integrate.ai Inc (CDN) (until January 2020), 9808655 Canada Inc (CDN) (until December 2019), 9958363 Canada Inc (CDN) (until December 2019), Pargesa Holding SA (CH) (until November 20, 2020), Koho Financial Inc (CDN) (until January 2022), Imerys (F) (until May 10, 2022), Grayhawk Investment Strategies (CDN) (until June 2022), Grayhawk Wealth Holdings Inc (CDN) (until October 2022) and 4190297 Canada Inc (CDN) (until December 2022).
- Director, Executive Chairman of the Board of Directors of PFC Ventures Inc (CDN) (until December 2022) and Sagard Holdings ULC (CDN) (until May 2019).
- Member of the Management Board of Parjointco SA (B) (until December 21, 2021).
- Member of the Strategic Committee of Imerys (F) (until May 10, 2022).

Cedric Frère

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- Chairman of the Board of Directors, CEO of Haras de la Bierlaire SA (B), Manoir de Roumont SA (B) and CF Holding SRL.
- Chairman of the Board of Directors of Cheval Blanc Finance SAS (F).
- CEO of Frère-Bourgeois Holding SA (B) and Domaines Frère-Bourgeois SA (B).
- Director - Executive Chairman of Carpar SA (B).
- Director of Investor SA (B), Compagnie Nationale à Portefeuille SA (B), Delcortil SA (B), Fondation Saint-Luc FUP (B), Association de la Noblesse du Royaume de Belgique ASBL (B), Caffitaly System SpA (IT), GFO SRL (B), IE SRL (B), La Bierlaire SRL (B), Eagle Capital SA (B), Swilux SA (L), Finer SA (L), 2K SRL (B), Financière de la Sambre SA (B), Parjointco SA (B), Agriger SRL (B) and Société Civile du Château Cheval Blanc (F).
- Director Treasurer - Secretary of Fondation Charles-Albert Frère FUP (B).
- Tenured Director of Cheval des Andes (Argentina).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Chairman of the Board of Directors of Filux SA (L) (until April 30, 2021) and Société Civile du Château Cheval Blanc (F) (until June 20, 2022).
- Director of Pargesa Holding SA (CH) (until November 20, 2020) and Chimay Malgré Tout SA (B) (until March 22, 2021).
- CEO of Frère-Bourgeois SA (B) (until April 20, 2021).
- Director Treasurer of Fonds Charles-Albert Frère ASBL (B) (until June 30, 2020).
- Vice-Chairman, Director of Hippocrène ASBL (B) (until September 30, 2020).
- Regent (until May 20, 2019) and Member of the Special Fund Committee (until May 20, 2019) of the National Bank of Belgium SA (B).

Corporate Governance

List of other offices held by the members of the Board of Directors between 2018 and 2022

Ségolène Gallienne - Frère

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- Chairwoman of the Board of Directors of Diane SA (CH).
- Director of Pargesa SA (CH), Compagnie Nationale à Portefeuille SA (B), Cheval Blanc Finance SAS (F), Christian Dior SE (F), Fondation Charles-Albert Frère FUP (B), Société Civile du Château Cheval Blanc (F), Financière de la Sambre SA (B), Carpar SA (B), Eagle Capital SA (B), Parjointco SA (B) and FG Bros (B).
- Manager of the partnership Esso (B).
- Chairwoman of the Raad van Bestuur of Stichting Administratiekantoor Peupleriaie (NL).
- Member of the Raad van Bestuur of Stichting Administratiekantoor Frère-Bourgeois (NL).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Director of Pargesa Holding SA (CH) (until November 20, 2020), Domaines Frère-Bourgeois SA (B) (until June 17, 2021), Frère-Bourgeois SA (B) (until April 2021) and Fonds Charles-Albert Frère ASBL (B) (until June 30, 2020).
- Member of the Supervisory Board of Parjointco SA (B) (until December 21, 2021).

Claude Généreux

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- Director and Chairman of the Human Resources Committee of Great-West Lifeco Inc (CDN), The Canada Life Assurance Company (CDN), Putnam Investments LLC (USA), IGM Financial Inc (CDN), Investor Group Inc (CDN), Mackenzie Inc (CDN) and Empower Retirement LLC (USA).
- Director of The Canada Life Insurance Company of Canada (CDN), Jeanne Sauvé Foundation (CDN) and Rhodes Scholarship in Canada (CDN).
- Director, Vice-Chairman of the Board, Member of the Executive Committee and of the Human Resources Committee of McGill University (CDN).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Director and Chairman of the Human Resources Committee of GWL&A Financial Inc (USA) (until July 28, 2020), The Great-West Life Assurance Company (CDN) (until December 2019), London Life Insurance Company (CDN) (until December 2019) and Canada Life Financial Corporation (CDN) (until December 2019).
- Director of Michaëlle Jean Foundation (CDN) (until end December 2019).
- Director of Loran Scholars Foundation (until September 2020).

Jocelyn Lefebvre

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- Chairman of Sagard SAS (F) and Pargesa SA (CH).
- Vice-Chairman Europe of Power Corporation of Canada (CDN).
- Director of Power Financial Europe SA (B) and Parjointco SA (B).
- Member of the Supervisory Board of Stokocorp SAS (F).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Vice-Chairman of the Board of Directors, Director and Member of the Audit Committee of Pargesa Holding SA (CH) (until November 20, 2020).
- Member of the Management Board of Parjointco SA (B) (until December 21, 2021).

Marie Polet

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- Chairwoman of the Supervisory Board of British American Tobacco International (Holding) BV (NL).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Member of the Supervisory Board of Koninklijke Theodorus Niemeyer BV (NL) (until March 31, 2020).

Alexandra Soto

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- Member of the Management Committee of Lazard Ltd (UK).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Member of the Supervisory Board of METRO AG (D) (until February 11, 2022).

Corporate Governance

List of other offices held by the members of the Board of Directors between 2018 and 2022

Agnès Touraine

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- CEO of Act III Consultants (F).
- Director of Proximus (B), Rexel (B) and SNCF (F).
- Member of the Supervisory Board of 21 Invest Partners (F).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Director of Keesing (NL) (*until 2020*).
- Member of the Supervisory Board of Tarkett (F) (*until 2022*).

Jacques Veyrat

Director

List of activities and other mandates exercised in Belgian and foreign companies:

- Chairman of Impala (F) and Fnac Darty (F).
- Director of Iliad (F).
- Censor of Neoen (F) and Louis Dreyfus Armateurs (F).

List of activities and other mandates exercised in Belgian and foreign companies expired during the last five years:

- Director of Direct Énergie (F) (*until 2018*), HSBC France (F) (*until 2020*) and Nexity (*until 2021*).
- Censor of ID Logistics (F) (*until 2021*).

2.6 RISK MANAGEMENT AND INTERNAL CONTROL

GBL's Board of Directors is responsible for assessing the risks inherent to the GBL group and the effectiveness of the internal control system.

With regards to risk management and internal control, the Belgian legislative framework consists of the law of December 17, 2008 (application of European Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts) and the law of April 6, 2010 (the so-called "Corporate Governance" Law). The 2020 Belgian Corporate Governance Code also includes provisions on that topic. The IFRS 7 standard defines additional requirements for the management of risks related to financial instruments. Since 2006, GBL has formalised its internal control and risk management system based on the COSO model⁽¹⁾.

The COSO methodology is based on five areas: the control environment, risk assessment, control activities, supervision and monitoring, and information and communication.

2.6.1 Control environment

2.6.1.1 The company's objective

GBL's primary objective is to create, over the long term, value for its shareholders. GBL strives to develop a quality portfolio focused on a targeted number of companies that are leaders in their sector and in which it can play an active role as an engaged and responsible shareholder creating value over the long term. The portfolio will evolve over time while remaining balanced in terms of sectorial and geographic diversification.

GBL invests and divests depending on companies' development and market opportunities in order to achieve its objective of value creation, while maintaining a solid financial structure.

2.6.1.2 Risk culture

GBL aims at investing in companies that offer potential for value creation in the long term. New opportunities and portfolio management are monitored continuously at the highest level (see "Portfolio risk" in page 62). The divestment policy (as detailed in pages 68-69 of the "Portfolio management strategy" section) aims at disposing of investments that no longer meet the group's investment criteria.

Internal control at GBL contributes to the safeguarding of assets and the control and optimization of transactions. It aims at providing reasonable assurance about achievement of the objectives of compliance with laws and regulations in force and the reliability of accounting information and financial reporting. Like any control system, it can only provide a reasonable assurance that the risks of errors or fraud are totally controlled or eliminated.

2.6.1.3 Role of the governance bodies

GBL has a Board of Directors, a Governance and Sustainable Development Committee and an Audit Committee. Their respective modes of operation are described in page 29 and 30 and from page 39 to page 41.

The Audit Committee is in charge in particular of checking the effectiveness of the company's internal control and risk management systems. In this context, the Audit Committee also monitors the proper application of a whistle blowing procedure. The majority of its members, all of whom are designated by the Board, are independent Directors. The Chairman of the Audit Committee is appointed by the members of the Committee and cannot be the Chairman of the Board of Directors.

2.6.1.4 Professional ethics

GBL has adopted a Corporate Governance Charter and a Code of Conduct that are regularly updated and aim to ensure conduct that is honest, ethical and complies with the laws, regulations and principles of good governance, by the group's Directors and staff in the exercise of their duties.

2.6.1.5 Competencies within GBL

The Governance and Sustainable Development Committee reviews candidacies and seeks to ensure that a satisfactory balance is maintained within the Board of Directors in terms of its members' competencies, knowledge and experience, particularly in the fields of finance, accounting and investment. The Board of Directors conducts on a regular basis, at intervals of no more than three years, assessments of itself and its Committees in terms of size, composition and performance.

In this context, it also examines regularly the interaction between non-executive Directors and the CEO.

Furthermore, a recruitment process suited to the profiles sought, appropriate training and a remuneration and evaluation policy based on the achievement of targets enable to ensure the competency of GBL's staff.

(1) The COSO (Committee of Sponsoring Organizations of the Treadway Commission) is a recognized private, international, non-governmental organization active in the areas of governance, internal control, risk management and financial reporting

Corporate Governance

Risk management and internal control

2.6.2 Risk analysis

An in-depth exercise for the identification of the risks faced by GBL and their ranking is carried every three years. The risks as identified during the last assessment carried out in 2021 are listed on pages 60 to 65.

A prioritization of risks specific to GBL has been carried out, taking into account control activities in place, based on the criteria of (i) impact (financial, reputational, legal or operational) and (ii) occurrence.

Furthermore, the risks and their level of control are reviewed annually, notably based on changes in the portfolio, economic parameters or the control environment.

The Audit Committee reviews the analysis and assessment of the risks performed by the Management and validates the operational effectiveness of the internal control systems. When necessary, it ensures that a corrective action plan is implemented.

The current level of control of these risks (see below “Control activities”) appears sufficient and no additional measures are required to be implemented.

Each of the portfolio companies carries out its own analysis of its risk environment. The specific risks associated are identified and addressed by the companies themselves within the framework of their own internal control and risk management. The work done by these companies on risk identification and internal control is described in their reference documents, prepared in accordance with the applicable legislation, which can be found on their website (the links to which are provided in the table on p.61).

2.6.3 Control activities

Control activities encompass all measures taken by GBL to ensure that the identified key risks are appropriately controlled.

GBL is exposed simultaneously to:

- exogenous risks, the materialization of which depends on factors outside its control but the impact of which the group aims at limiting;
- endogenous risks that arise from its own environment.

2.6.4 Supervision and monitoring

Supervision is exercised by the Board of Directors through the Audit Committee.

Given the structure and nature of GBL's activities, there is no internal auditor function. This situation is assessed on a yearly basis and has so far been deemed appropriate.

The Statutory Auditor (PwC Reviseurs d'Entreprises) also reviews on a yearly basis the internal control on the risks related to GBL's financial statements. This review of internal control forms part of its assignment of certifying GBL's statutory and consolidated financial statements in compliance with audit standards applicable in Belgium. More specifically, the Statutory Auditor tests, on the basis of a triennial rotation, the operational effectiveness of internal control with regard to risks that are deemed critical in relation to the financial statements. Its work consists of discussions with members of the organization while testing a given number of transactions.

The conclusions of this work are presented in a report submitted to GBL and do not reveal any major deficiencies in the internal control. The report is submitted to the members of the Audit Committee.

2.6.5 Information and communication

An in-depth exercise for the identification of the risks faced by GBL and their ranking is carried every three years.

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The Audit Committee reviews the analysis and assessment of the risks performed by the Management and validates the operational effectiveness of the internal control systems. When necessary, it ensures that a corrective action plan is implemented.

GBL includes in its half-yearly and annual results publications a specific section on risk management.

The Investor Relations department ensures that significant transactions and important changes within the group are communicated in an accurate and timely manner.

A close-up photograph of a flower's stamens, showing numerous yellow anthers on dark filaments. The image is slightly blurred, creating a sense of depth and texture. The colors are warm, dominated by yellows and oranges, with dark green and black tones from the filaments.

CHAPTER 3

Risk management



3.1	Risk management and internal control	58
3.2	Description and ranking of the risks	60





Risk management

Risk management and internal control

3.1 RISK MANAGEMENT AND INTERNAL CONTROL

GBL's Board of Directors is responsible for assessing the risks inherent to the GBL group and the effectiveness of the internal control system. With regards to risk management and internal control, the Belgian legislative framework consists of the law of December 17, 2008 (application of European Directive 2006/43/EC on statutory audits of annual accounts and consolidated accounts) and the law of April 6, 2010 (the so-called "Corporate Governance" Law). The 2020 Belgian Corporate Governance Code also includes provisions on that topic.

The IFRS 7 standard defines additional requirements for the management of risks related to financial instruments. Since 2006, GBL has formalised its internal control and risk management system based on the COSO model⁽¹⁾.

The COSO methodology is based on five areas: the control environment, risk assessment, control activities, supervision and monitoring, and information and communication.



3.1.1 Control environment

The company's objective

GBL's primary objective is to create, over the long term, value for its shareholders. GBL strives to develop a quality portfolio focused on a targeted number of companies that are leaders in their sector and in which it can play an active role as an engaged and responsible shareholder creating value over the long term. The portfolio will evolve over time while remaining balanced in terms of sectorial and geographic diversification.

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Risk management

Risk management and internal control

Role of the governance bodies

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The Audit Committee is in charge in particular of checking the effectiveness of the company's internal control and risk management systems. In this context, the Audit Committee also monitors the proper application of a whistle blowing procedure. The majority of its members, all of whom are designated by the Board, are independent Directors. The Chairman of the Audit Committee is appointed by the members of the Committee and cannot be the Chairman of the Board of Directors.

Professional ethics

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Competencies within GBL

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The Investor Relations department ensures that significant transactions and important changes within the group are communicated in an accurate and timely manner.

Risk management

Description and ranking of the risks

3.2 DESCRIPTION AND RANKING OF THE RISKS

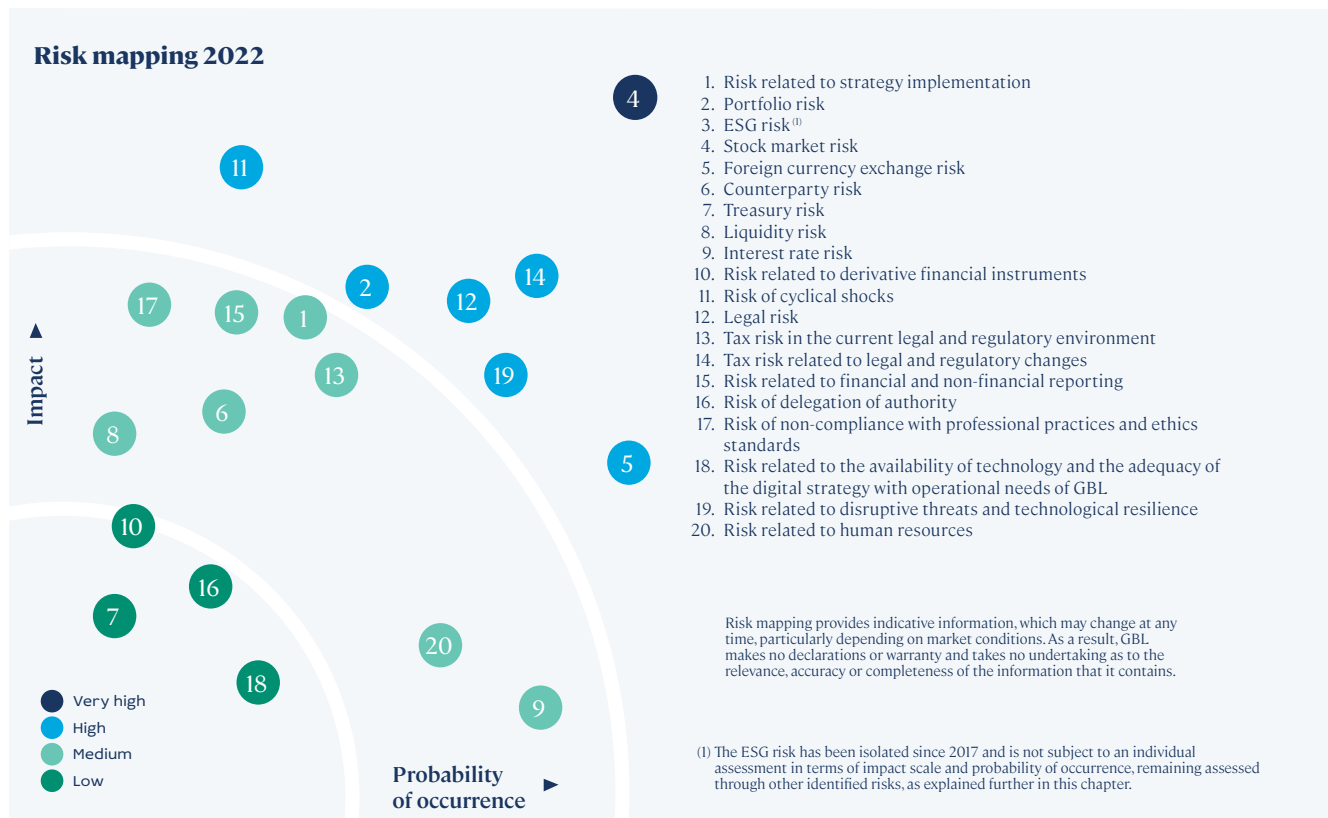
The summary table below categorizes the main risks related to GBL's activities and the various factors and measures mitigating their potential negative impact.

3.2.1 Risks specific to GBL

Main risks	Risk factors	Mitigants
Exogenous Risks associated with shifts in external factors such as economic, political or legislative change	<ul style="list-style-type: none"> - Changes in financial markets, notably with regard to the volatility of share prices and interest and foreign exchange rates - Changes in macroeconomic variables (growth rates, monetary policy, inflation, commodity prices, etc.) - Regulatory or budgetary policy changes involving, for example, tax reform or new legal obligations - Specific developments affecting certain geographic areas (eurozone, emerging countries, etc.) 	<ul style="list-style-type: none"> - Geographic and sector diversification of the portfolio with differentiated cyclical exposure - Ongoing legislative monitoring - Systematic monitoring and analysis of macro-economic scenarios, markets and investment theses
Strategy Risks resulting from the definition, implementation and continuation of the group's guidelines and strategic developments	<ul style="list-style-type: none"> - Differing visions or understandings of the assessment of strategic priorities and inherent risks - Validity of the parameters underlying investment theses - Geographic or sector concentration of investments 	<ul style="list-style-type: none"> - Formal decision-making process involving all governance bodies and the management - Ongoing monitoring of key performance indicators and regular updates of assumptions and forecasts - Periodic portfolio review at different hierarchical levels - Portfolio diversification
Cash and cash equivalents, financial instruments and financing Risks associated with the management of cash and cash equivalents, financial instruments and financing	<ul style="list-style-type: none"> - Access to liquidity - Debt leverage and maturity profile - Quality of counterparties - Relevance of forecasts or expectations - Interest rate exposure - Developments in financial markets - Volatility of derivative instruments 	<ul style="list-style-type: none"> - Rigorous and systematic analysis of considered transactions - Definition of trading limits - Diversification of investment types and counterparties - Strict counterparty selection process - Monitoring of the liquidity profile and limitation of net indebtedness - Formal delegations of authority with the aim to achieve appropriate segregation of duties - Systematic reconciliation of cash data and the accounting
Operations Risks resulting from inadequacies or failures in internal procedures, staff management or systems in place. Risk of non compliance with quality standards, contractual and legal provisions and ethical norms	<ul style="list-style-type: none"> - Complexity of the regulatory environment - Adequacy of systems and procedures - Exposure to fraud and litigation - Retention and development of employees' skills 	<ul style="list-style-type: none"> - Internal procedures and control activities regularly reviewed - Implementation of delegations of authority to ensure an appropriate segregation of duties - Maintenance of and investments in IT systems - Hiring, retention and training of qualified staff - Internal Code of Conduct and Corporate Governance Charter

Risk management

Description and ranking of the risks



3.2.2 Specific risks related to GBL's participations

The bulk (86%) of GBL's portfolio at year-end 2022 is composed of 15 participations which are exposed to specific risks related to their activities, risks to which GBL is indirectly exposed. The possible materialisation of these risks can indeed lead to a change in the overall value of GBL's portfolio, its distribution capacity or its results profile. GBL is also exposed to risks related to its investments carried out through GBL Capital and Sienna Investment Managers which account for 14% of the portfolio value as of December 31, 2022.

Each of the portfolio companies carries out its own analysis of its risk environment. The specific risks related to them are identified and addressed by the companies themselves within the framework of its own internal control and risk management. The works carried out by these companies on risk identification and internal control are described in reference documents on their websites.

Below are the links to the websites of each of these portfolio companies, where their respective management reports or reference documents in accordance with the legislation in force can be consulted:

Pernod Ricard:	www.pernod-ricard.com
SGS:	www.sgs.com
adidas:	www.adidas-group.com
Imerys:	www.imerys.com
Umicore:	www.umicore.com
Holcim:	www.holcim.com
GEA:	www.gea.com
Mowi:	www.mowi.com
Ontex:	www.ontexglobal.com
Webhelp:	www.webhelp.com
Affidea:	www.affidea.com
Sanoptis:	www.sanoptis.com
Canyon:	www.canyon.com
Parques Reunidos:	www.parquesreunidos.com
Voodoo:	www.voodoo.io
GBL Capital and Sienna Investment Managers:	www.sienna-im.com

Risk management

Description and ranking of the risks

3.2.3 Risks specific to GBL

1. Risk related to strategy implementation

The strategy must reflect a clear vision. It must address share-holders' expectations and comply with the long-term value creation objectives. It must be shared by the members of the Executive Management and carried out through concrete operational action plans, based on appropriate assumptions, with a structured and efficient decision-making process, in order to be agile in response to market opportunities or major changes in the environment.

2. Portfolio risk

Investment and divestment decisions must be based on sufficient and adequate analyses in order to ensure that GBL's portfolio remains balanced and in line with the group's strategic orientations. The composition of the portfolio may avoid a high concentration on a limited number of assets, a particular overexposure to certain sectors, certain geographic areas or certain regulations.

3. ESG risk

On the basis of an in-depth internal analysis, GBL has decided not to position an ESG risk in the risk mapping as it is a combination of areas of focus which cannot be assessed based on a single, common evaluation grid. Indeed, and similarly to its ESG approach, GBL's exposure to ESG risks is dual. GBL is, on the one hand, directly exposed to ESG-related risks, as an employer and a contributor to the communities in which it operates. On the other hand, GBL is indirectly exposed to ESG risks in its quality of responsible investor. Additionally, and although environmental, social and governance risks are considered with the same underlying goal of carrying out sustainable activities in the long term, they remain largely diverse in nature, rely on a variety of fundamentals and require different evaluation criteria.

Consequently, GBL's ESG risk exposure will remain assessed indirectly, as described in the ESG section.

4. Stock market risk

GBL is exposed, given the nature of its activities, to stock market fluctuations within its portfolio. Moreover, stock market volatility may impact GBL's share price.

5. Foreign currency exchange risk

GBL is exposed to foreign currency exchange risk that may have an impact on its portfolio value through investments listed in foreign currencies, as well as on the dividends it receives.

6. Counterparty risk

Counterparty default risk occurs primarily within the framework of deposit, drawdown under the credit lines, hedge transactions, purchase/sale of shares, derivative financial instruments or other transactions carried out with banks or financial intermediaries, including collateral transactions.

7. Treasury risk

A lack of control over cash inflows, outflows and investments in money market instruments may have significant financial consequences.

8. Liquidity risk

GBL must have sufficient financial resources to implement its investment strategy and to meet its obligations.

9. Interest rate risk

GBL is exposed, given its financial position, to changes in interest rates that could have an impact on both its debt and its cash.

10. Risk related to derivative financial instruments

The value of derivative financial instruments evolves depending on market conditions. Use of such instruments must comply with the prerequisites in terms of technical analysis as well as legal documentation to ensure that these instruments are effective and meet GBL's strategy.

11. Risk of cyclical shocks

The geopolitical environment, general state of the economy, social context, health conditions, as well as economic climate, influence financial markets, with potentially negative effects on the operations of GBL or its portfolio companies.

12. Legal risk

As a company listed on a regulated market and as an investor in companies active in industrial, consumer goods and business services, GBL is subject to many statutory and regulatory provisions. In the course of its activities and through its strategy, in addition to complying with those rules, GBL must also monitor them so that changes therein are appropriately taken into account in the management of its activities and governance.

13-14. Tax risk related to current legal and regulatory framework and related to legal and regulatory changes

GBL must manage and foresee the tax implications of all its strategic decisions, comply with its legal and tax reporting obligations and monitor potential changes in the Belgian and international legal framework to avoid any risk of non-compliance that could have negative effects. In addition, unfavorable tax developments could impact the attractiveness of some investments. Given the complexity of the current and constantly changing environment, it is all the more important that GBL controls and effectively monitors this tax risk.

Risk management

Description and ranking of the risks

15. Risk related to financial and non-financial reporting

Complete, reliable and relevant information is a key element of management and governance and is also central to GBL's communication. Competent teams in charge of producing that information and appropriate information systems must enable control of the risk that financial and non-financial information are not prepared in a timely manner, are incomplete or are not understandable to the reader. Furthermore, budgets and projections are supports to decision-making and management control. Their reliability and relevance can influence the group's performance.

16. Risk of delegation of authority

An inappropriate definition or the failure to comply with signing authority and delegation of authority could commit GBL to unauthorized transactions. A control environment that fails to ensure the segregation of duties and to preserve the group from fraud could result in financial losses and harm its image.

17. Risk of non-compliance with professional practices and ethics standards

GBL is exposed to the risk that behavior and decisions of its managers or employees, whether individually or collectively, may not comply with professional practices and ethics standards it endorses. GBL's historic performance, its investment policy, its behavior as a shareholder and its approach to ethics and governance contribute to the group's renown. Preserving this is essential, as a failure to do so could trigger financial losses and harm the group's image.

18. Risk related to the availability of technology and the adequacy of the digital strategy with operational needs of GBL

This risk relates to the general IT environment (including hardware, network, back-up system, software, etc.). The infrastructure and developed tools must address GBL's operational needs in an appropriate manner. Any failure must be anticipated or resolved without any impact on the group's activities.

19. Risk related to disruptive threats and technological resilience

The security of the systems and information access management must ensure that no transaction violates the existing control procedures and that no information is used by unauthorized persons. In an environment where cyber risks are constantly increasing, GBL must in particular guarantee the availability, integrity and confidentiality of the data it manages.

20. Risk related to human resources

In order to ensure good operational continuity, the group has to recruit, retain and develop the human resources required to ensure that it operates effectively and achieves its objectives.

3.2.4 Control activities implemented by GBL

Exogenous risks

Exogenous risks related to external factors, such as market developments and economic, political and regulatory changes, may have a major impact on GBL's operating environment and performance. Exogenous risk factors are, by definition, generated outside the company's scope of control and therefore their occurrence cannot be controlled.

However, these risks can be assessed in order to find solutions that mitigate their impacts.

Stock market risk

Stock market fluctuations are inherent to the company's activity and may be mitigated only by adequate diversification, thoughtful investment or divestment decisions and ongoing anticipation of market expectations. This risk and the related mitigants are closely tied to the portfolio risk referred to below.

Risk of cyclical shocks

Changes to the economic and political context in the group's areas of activities are monitored particularly closely in terms of exposure and assessment of potential impacts and the group's needs to adapt its investment strategy or implement specific action plans in relation to it.

Legal, tax and regulatory changes

GBL strives to anticipate the regulatory changes (administrative or legal) to which it is subject in order to avoid any risk of non-compliance or adverse impact on the attractiveness of an investment. The group therefore takes such changes into account in its objectives in terms of performance and respect of shareholders and third parties.

Interest rate risk

GBL's gross indebtedness is mainly fixed rate. Regarding its cash position, GBL has chosen to continue to favor liquidity while limiting counterparty risk. The cash is placed at very short term and is subject to precise monitoring depending on changes in market conditions and constraints specific to GBL. In this regard, the group remains attentive to the evolution of rates and their relevance in the general economic context.

Foreign currency exchange risk

GBL can hedge this risk for declared dividends while it remains exposed to foreign currency exchange fluctuations directly impacting its portfolio value. Nevertheless, geographic and sector diversification makes it possible to reduce the risk of exposure to a particular foreign currency.

Risk management

Description and ranking of the risks

Endogenous risks

Risk related to strategy implementation

The composition of the portfolio resulting from the implemented strategy and the evolution of the net asset value are key elements of performance measures for GBL. The related decisions are taken as a committed, long-term investor and are in line with the objective of creating value for GBL's shareholders. Investment and divestment files are analyzed and approved in accordance with the process described below (see "Portfolio risk") by various governance bodies which ensure that they are in line with the group's strategic direction. Furthermore, the assumptions on which the analyses are based and the underlying forecasts are regularly assessed.

Portfolio risk

GBL seeks to diversify its portfolio, in particular by continuing to develop its private or alternative investments, while giving priority to high-quality assets, leaders in their sectors. Any investment or divestment is the subject of in-depth analyses, performed according to clear pre-established criteria. GBL is assisted with due diligence by experienced advisers where necessary. These behind investments or divestments are reviewed by the Executive Management, and then approved by the Board of Directors. Existing investments are monitored through a systematic and regular portfolio review carried out by the various relevant reporting levels at GBL and at every meeting of the Board of Directors. The management of the Investments department is regularly invited to the Board meeting to present the development strategy.

GBL's managers regularly meet the management of the portfolio companies and usually sit on their Committees and Boards of Directors. A continuous dialogue is also maintained with industry experts.

ESG risk

The control activities related to the ESG risks are described in the ESG section (pages 138 to 183).

Counterparty risk

GBL mitigates this risk through the diversification of its counterparties, a continuous evaluation of their quality by analysing their financial situation, and, with regards to treasury management specifically, through a choice of different types of investments.

As an indication, as of December 31, 2022, and on the basis of the ratings assigned by S&P, 39% of the committed credit lines were with banks with a credit rating of A+, 20% with banks with a credit rating of A and 41% with banks with a credit rating of A-. On the basis of the ratings assigned by Moody's, as of December 31, 2022, 39% of the committed credit lines were with banks with a credit rating of Aa3, 20% with banks with a credit rating of A1 and 41% with banks with a credit rating of Baa1⁽¹⁾. Credit ratings may, however, not reflect the potential impact of all risks related to GBL's counterparties and may be subject to revision, suspension, reduction or withdrawal at any time by the relevant credit rating agency.

Moreover, as of December 31, 2022, most of the cash was placed in money market funds (SICAVs) selected on the basis of their size, volatility and liquidity, and in current account deposits with a limited number of tier 1 banks. All financial contracts (including ISDAs) are internally reviewed by the legal department.

Treasury risk

Treasury transactions are subject to documented limits and rules, formal delegations of authority, segregation of duties and reconciliation of treasury data with the accounting. Appropriate IT tools are used, notably enabling to monitor cash positions, carry out cashflow projections, assess return on cash placements.

Liquidity risk

GBL has a solid liquidity profile ensuring it has readily available resources to quickly seize investment opportunities, support its portfolio companies in the event of a capital increase, honor the group's commitments, notably in respect of Sienna Investment Managers and the debt towards Webhelp's minority shareholders, guarantee the payment of its dividend, meet its requirements in terms of debt service, as well as ensure the payment of its current expenses.

GBL also maintains a limited net indebtedness in comparison to its portfolio value.

GBL's financial flexibility is in particular ensured by the group's cash management policy which is conservative in terms of investment horizon, by its committed credit lines, none of which has financial covenants, whose undrawn amount and maturity profile are maintained at appropriate levels and by GBL's access to capital markets, eased by the assignment by S&P and Moody's of solid long-term issuer credit ratings.

Risk related to derivative financial instruments

Transactions in this field require the approval of the Board of Directors, which may delegate proper execution to the CEO. The transactions are carried out within the framework of well-established documentation and predefined budgets and limits. They are subject to specific and appropriate prior analysis and systematic monitoring. GBL has also put in place strict rules in terms of appropriate segregation of duties and internal approval processes. Every financial transaction requires two signatures and is systematically reviewed by the finance and legal departments.

Tax and legal risk in the current legal and regulatory environment

GBL ensures compliance with regulatory obligations (legal and tax) to which it is subject in each of the countries in which it operates, with the support of skilled teams, both internally and externally. The tax and legal teams also support the investment team in the context of the cases under review.

Moreover, GBL promotes contractual discipline which is a general matter and is notably applied to the agreements in relation to transactions of financing and cash management, share acquisition or disposal as well as derivative instrument contracts.

GBL must also manage, in an appropriate manner, litigation in the context of its own activities.

(1) The indicated ratings assigned by S&P and Moody's refer to either (i) the issuer rating of the ultimate parent company of the relevant bank where this entity is listed or (ii) the senior unsecured debt rating of the direct parent company of the relevant bank where this entity is unlisted (source: Bloomberg).

Risk management

Description and ranking of the risks

Risk related to financial and non-financial reporting

GBL publishes consolidated financial statements as well as key financial data four times a year and an integrated sustainability report including non-financial information once a year.

GBL ensures that it receives quality and timely information from associated or consolidated operating companies.

Investments in unlisted companies are valued on a quarterly basis at their fair value in line with the recommendations of the International Private Equity and Venture Capital Valuation Guidelines (“IPEV Guidelines”)

Complex accounting subjects, notably in relation to the appropriate application of IFRS and to the standards’ changes, main estimates and judgments as well as specific transactions of the period are discussed with the Statutory Auditor and in the Audit Committee.

Consolidated financial statements are reviewed by internal committees and then by the Audit Committee before being approved by the Board of Directors. Additionally, key financial data, such as the valuation of assets, the budget and the revised projections, the financing means, the cash management and the access to liquidities, are presented and are discussed in depth during those meetings. Lastly, the Statutory Auditor carries out its audit procedures, comments on the way its assignment is proceeding and presents its conclusions to the Audit Committee.

The consolidation process is based on a centralized accounting IT system in place in the group’s subsidiaries which ensures consistency and comparability of the chart of accounts and accounting treatments. Transaction’s accounting recording is based on an appropriate segregation of duties, a review of non-recurring operations by the financial department, an appropriate documentation of operations carried out in relation to treasury and investments, and a documentation of the reconciliation process between the different systems.

Risk of delegation of authority

The company relies on a system of internal authorities adapted to its operations and appropriate separation of duties procedures. The Articles of Association provide that the company can be validly represented by two Directors. Additionally, the CEO has a large degree of autonomy in the context of day-to-day management, which is not limited to the execution of the decisions of the Board of Directors but encompasses all acts necessary to ensure GBL’s normal course of business. Finally the Board of Directors can assign special mandates which require the prior approval of at least two individuals to represent validly GBL vis-à-vis third parties.

Risk of non-compliance with professional practices and ethics standards

GBL seeks to play a leading role in promoting and implementing good professional practices and ethics standards. The group intends to achieve its objective of value creation through a long-term strategy in strict compliance with the ethical principles set out in the Code of Conduct and the Corporate Governance Charter which apply to the group’s Directors and staff. The control system that has been put in place takes into account the control activities carried out to prevent the risk of inappropriate behavior within the company’s various operating cycles (including segregation of duties, formal delegation of authority, effective IT and information management systems, etc.). In addition, GBL’s values are shared with employees through, among other things, regular information sessions and an environment that encourages ethics and good business conduct.

Risk related to the availability of technology and the adequacy of the digital strategy with operational needs of GBL

An appropriate IT architecture has been put in place that meets GBL’s requirements in terms of functionalities, security and flexibility. A back-up plan has been implemented to ensure recoverability of data and continuity of operations in the event of a system failure.

Furthermore, a thorough analysis of the adequacy of the architecture to GBL’s needs is carried out at regular intervals to ensure its effective operation and its consistency with technological developments and, when necessary, to put in place corrective action plans.

Risk related to disruptive threats and technological resilience

Adequate information access procedures and data protection tools are in place and tested regularly. Intrusion or cyber attack risks are continually analysed and assessed to provide, if necessary, corrective actions. Since 2021, insurance covering data security has also been taken out. It should be noted that GBL has not suffered any major incident over the last years that would have required it to stop its activities.

Risk related to human resources

GBL strives to have skilled and sufficiently resourced teams in relation to the company’s needs and conducts, if required, the necessary reinforcements or the implementation of succession planning. An annual evaluation process based on the achievement of objectives enables an appropriate assessment of the performance of GBL’s employees. Trainings are also proposed to employees based on their field of expertise in order to update and develop their knowledge and skills. Finally, GBL grants to its employees a fulfilling working environment, an attractive remuneration policy, recently revised, and ensures the alignment of the employees’ interests with the achievement of the group’s strategic objectives.

CHAPTER 4

Portfolio review

4.1	Portfolio management strategy	68
4.2	Listed assets	82
4.3	Private assets	102
4.4	GBL Capital	116
4.5	Sienna Investment Managers	130
4.6	Portfolio reconciliation with IFRS consolidated financial statements	136

4

Portfolio review

Portfolio management strategy

4.1 PORTFOLIO MANAGEMENT STRATEGY

GBL is a responsible and engaged investor, which looks for the return potential of its investments over the long term.

GBL performs extensive analysis on the way in, focusing as much on potential upside as on downside protection. Opportunities are evaluated on the basis of qualitative and quantitative investment criteria.

OUR FUNDAMENTALS

GBL, as an engaged investor faithful to its values, defines its investments by giving priority to:

- **sector leaders** with their head office in Europe
- a **core shareholder** position in the capital and an **engaged role in the governance**, through majority stakes or minority positions with influence
- **equity** investment of **between EUR 250 million and EUR 2 billion**, and when appropriate made in co-investment alongside other leading investment institutions
- **portfolio diversification** by pursuing the development of its **alternative investments** such as funds and co-investments up to EUR 250 million through GBL Capital, and **third-party management** through Sienna Investment Managers.

OUR ONGOING EVALUATION

As an investor able to deploy permanent capital, GBL's investment horizon is not constrained by holding periods. Investments can be held for as long as required to optimize their value.

The ongoing evaluation of the assets in the portfolio aims to preserve capital and limit downside risk by analyzing several drivers:

- **Potential for further value creation**
- **Valuation risk**
 - Multiples above historical average
 - Prospective TSR below internal targets
- **Company-specific risk**
 - Disruption to business model as a result of digitalization or technological innovation
 - Challenges of its environment, particularly in terms of competition, sustainable development and the geopolitical context
- **Portfolio concentration risk**
 - Single assets not to account for more than 20-25% of:
 - Portfolio value; and/or
 - Cash earnings.

MEGATRENDS WITH STRONG TAILWINDS ARE GUIDING OUR ASSET ROTATION STRATEGY

Consumer
experience

Health

Sustainability

Digitalization

Portfolio review

Portfolio management strategy

ESG

- Compliance with ESG exclusion policy
- ESG strategy, risk management, commitments and transparency
- ESG ambitions for growth

Market leader, supported by a clear and sustainable business model

- Good organic and external, when appropriate, growth prospects
- Strong cashflow generation capabilities
- ROCE exceeding WACC
- Low financial gearing (where listed)
- Well positioned with regards to industry or digital disruption



Core shareholder position, with effective governance

- Potential to become largest shareholder, able to exert influence
- Potential for Board representation
- Strong management team

Attractive end markets with long-term tailwinds

- Potential for growth/consolidation
- Resilience across economic cycles
- Exposure to long-term growth drivers
- Favorable competitive industry dynamics
- Barriers to entry

Valuation

- Objective of double-digit TSR over the long term by asset category:
 - listed (high-single-digits)
 - private (high-teens)
 - alternative (mid-teens)
- Satisfactory dividend yield (where listed)

Portfolio review

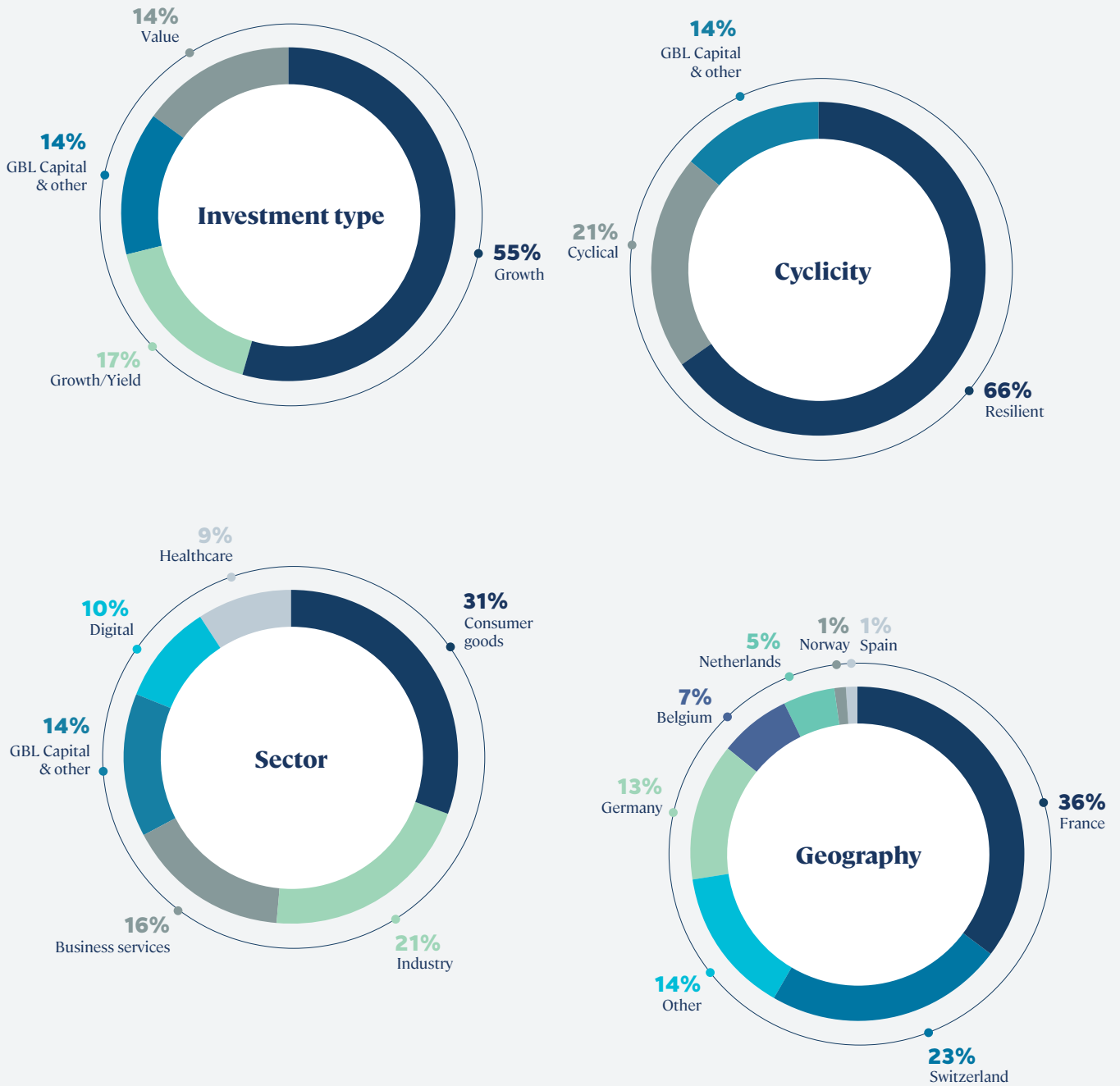
Portfolio management strategy

Investment category	% of portfolio	Investment	Strategy
<p>Listed assets</p> <p>2012 Start of the portfolio rebalancing</p>	<p>64%</p>	<ul style="list-style-type: none"> • Leading companies in their sector, with a clear and sustainable business model • Majority or minority shareholdings with influence, enabling a position as a reference shareholder and an engaged role in the governance • Equity investments between EUR 250 million and EUR 2 billion 	<ul style="list-style-type: none"> • NAV growth • Diversification within this investment category • Cashflow generation to ensure the GBL dividend
<p>Private assets</p> <p>2019 Start of activity</p>	<p>23%</p>	<ul style="list-style-type: none"> • Leading companies in their sector, with a clear and sustainable business model • Mainly majority shareholdings • Equity investments from EUR 250 million to EUR 2 billion 	<ul style="list-style-type: none"> • NAV growth • Consolidation opportunities • Attractive returns thanks to agile structures • Less replicable portfolio
<p>GBL CAPITAL</p> <p>2013 Start of activity (formerly Sienna Capital)</p>	<p>13%</p>	<ul style="list-style-type: none"> • Investments in funds holding alternative assets such as private equity, venture capital, technology and hedge funds • Direct investments and co-investments in companies for amounts up to EUR 250 million 	<ul style="list-style-type: none"> • NAV growth • Portfolio diversification • Less replicable portfolio • Returns from funds contributing to GBL's cash earnings • Seeding Sienna Investment Managers' initiatives
<p>Sienna INVESTMENT MANAGERS</p> <p>2021 Start of activity</p>	<p>< 1%</p>	<ul style="list-style-type: none"> • Platform for third-party asset management • Approximately EUR 30 billion under management at the end of December 2022 	<ul style="list-style-type: none"> • Generation of recurring revenues • Regular fundraising across strategies • Synergy of expertises gathered in a single platform • Benefits of GBL's network

Portfolio review

Portfolio management strategy

Portfolio distribution

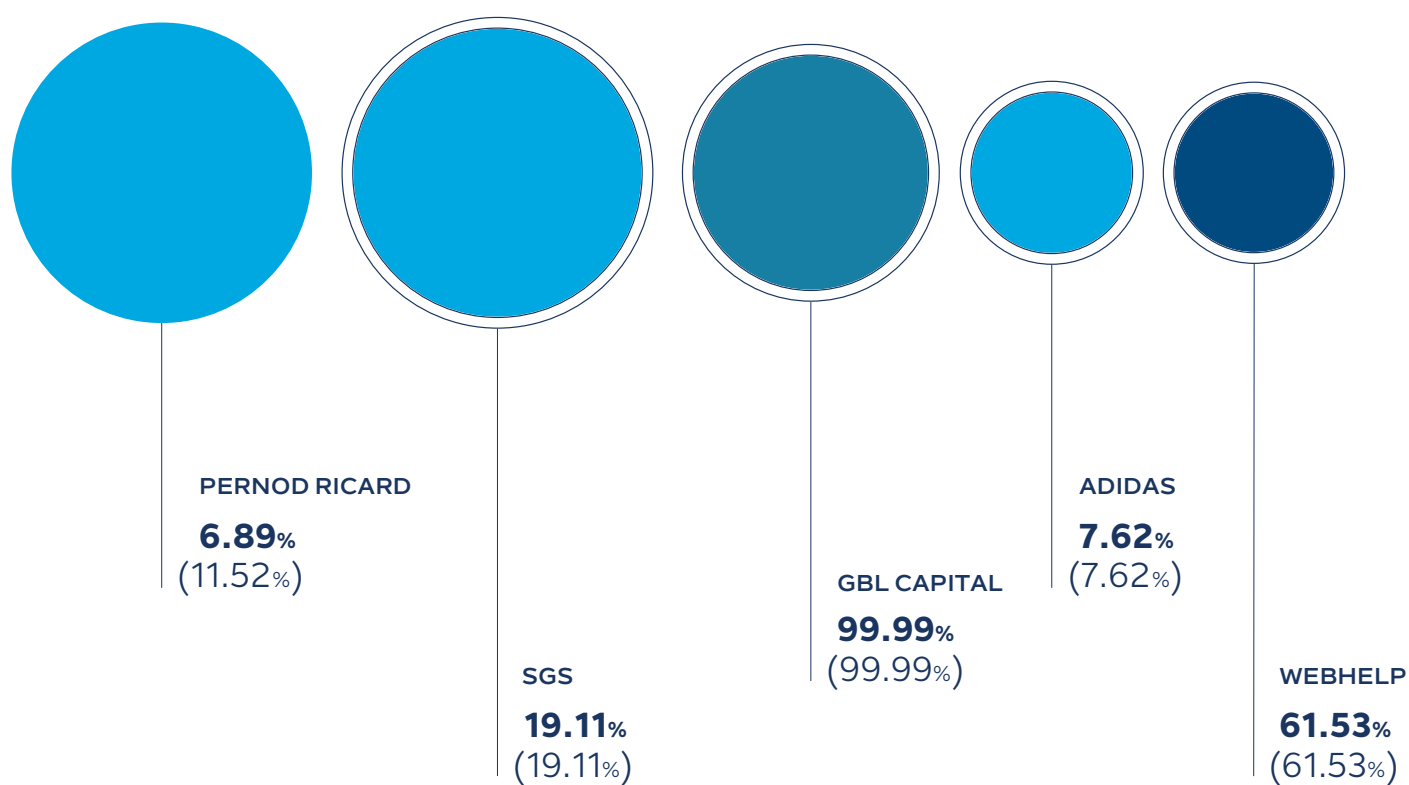


Our investment portfolio as of December 31, 2022

% capital (% voting rights)

EUR 19.5 BN

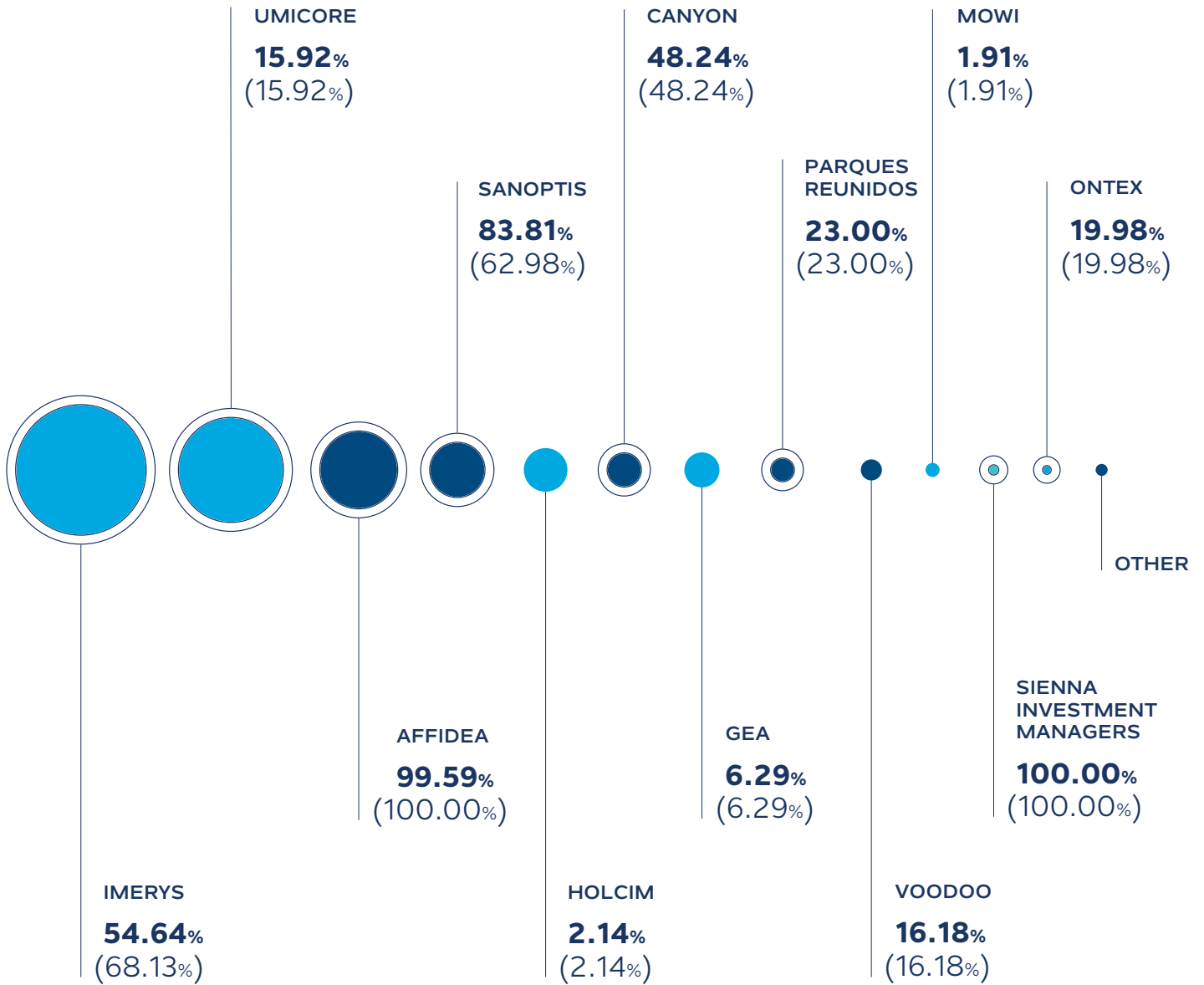
Portfolio value



- Listed assets
- Private assets
- GBL Capital
- Sienna Investment Managers (NAV of the management companies)
- ⊙ GBL is the largest shareholder

Portfolio review

Portfolio management strategy



Portfolio review

Portfolio management strategy

An actively-managed portfolio for growth and resilience

CONTRIBUTING TO LONG-TERM VALUE CREATION AS AN ENGAGED AND RESPONSIBLE INVESTOR
















GBL is an engaged investor with a long-term investment horizon that is able to deploy permanent capital. The objective is to unlock value through its involvement in the key decision-making governance bodies of its portfolio companies.

GBL focuses on:

- the strategic roadmap of its portfolio companies, and more specifically organic growth and M&A, if applicable;
- the selection, nomination and remuneration of key executive management;

- shareholder remuneration (dividend policy and share buyback programs) and capital allocation; and
- the application of ESG best practices consistent with international standards (more details on pages 140 to 183).

GBL's principal contribution to value creation is through sharing its experience, expertise and network across its portfolio. However, GBL avoids involvement in the daily management of its portfolio companies.

	Initial investment	GBL's ranking in the shareholding	Board of Directors	Audit Committee	Nomination and/or Remuneration Committee	Strategic Committee	
LISTED ASSETS	 Pernod Ricard <i>Créateurs de convivialité</i>	2006	#2	1/14 ⁽¹⁾	0/3	0/3 - 1/4	1/6
	 SGS	2013	#1	2/9	0/3	1/3 - 1/3	n.a.
	 adidas	2015	#1	1/16 ⁽²⁾	0/4 ⁽¹⁾	1/3 - 1/4 ⁽¹⁾	n.a.
	 IMERYS	1987	#1	3/12 ⁽¹⁾	1/4	1/3 - 1/4	2/5
	 umicore	2013	#1	2/10	1/4	1/4	n.a.
	 HOLCIM	2005	n.s.	0/11	0/5	0/5	n.a.
	 GEA	2017	#3	1/12 ⁽³⁾	0/4	1/3	1/4
	 MQWI	2020	#4	1/10	0/2	0/3	n.a.
PRIVATE ASSETS	 Ontex	2015	#1	2/9	1/5	1/5	n.a.
	 Webhelp	2019	#1	3/6	n.a.	n.a.	n.a.
	 affidea	2022	#1	4/7	n.a.	n.a.	n.a.
	 Sanoptis	2022	#1	3/4	n.a.	n.a.	n.a.
	 CANYON	2021	#1	3/5	n.a.	n.a.	n.a.
	 Parques Reunidos	2017 ⁽⁴⁾	#3	1/9	1/4	n.a.	n.a.
	 Voodoo	2021	#4	1/6	n.a.	n.a.	n.a.

Note: Information as of December 31, 2022

(1) of which 2 employee representatives

(2) of which 8 employee representatives

(3) of which 6 employee representatives

(4) taken private in 2019

Portfolio review

Portfolio management strategy
















DEPLOYING CAPITAL IN HIGH-QUALITY SECTOR LEADERS

GBL initiated the rebalancing of its portfolio in 2012 with the objective of diversifying and strengthening its growth and resilience, and optimizing potential to create value over the long term.

This transformation has been achieved through a significant portfolio rotation. Since 2012 disposals and acquisitions have totaled nearly EUR 30 billion. This has led to a substantial shift from high-yielding cyclical assets in the energy and utilities sectors into growth assets in the consumer goods, industry, business services and health sectors.

GBL seeks to invest in high-quality companies with a leading position in their sector, primarily investment grade (listed companies) and with robust business models.

In addition, GBL is seeking to further diversify its portfolio and dividend contributors by expanding GBL Capital, its alternative asset activity, and Sienna Investment Managers, its platform for third-party management.

	Sector ranking ⁽¹⁾	Issuer's credit rating (S&P/Moody's) ⁽²⁾⁽³⁾
 Pernod Ricard <i>Créateurs de convivialité</i>	#2	BBB+ / Baal
 SGS	#1	Unrated / A3
 adidas	#2, #1 in Europe	A- ⁽⁴⁾ / A3 ⁽⁵⁾
 IMERYS	#1	BBB- / Baa3
 umicore	A global leader	Unrated
 HOLCIM	#1	BBB+ / Baal
 GEA	Top 3	Unrated / Baa2
 MQWI	#1	Unrated
 Ontex	Top 5	B / B3
 Webhelp	#1 in Europe	Unrated
 affidea	#1 in Europe	Unrated
 Sanoptis	#2 in Europe	Unrated
 CANYON	#1 ⁽⁶⁾	Unrated
 Parques Reunidos	#2 in Europe	Unrated
 Voodoo	Top 10 ⁽⁷⁾	Unrated

Note: as of December 31, 2022

(1) Source: GBL

(2) Credit ratings may be subject to suspension, revision or withdrawal at any time by credit rating agencies

(3) Source: Bloomberg

(4) As of February 21, 2023

(5) As of February 17, 2023










(6) Direct-To-Consumer distribution ("DTC")

(7) In terms of downloads

Portfolio review

Portfolio management strategy







GBL HAS BEEN INFLUENTIAL IN ENACTING AND ACCELERATING KEY DECISIONS FOR LISTED AND PRIVATE ASSETS

Listed assets										
GBL focus area	Actions in last 4 years ⁽¹⁾									
Strategy	Medium-term plan communicated	√	√	√	√	√	√	√	√	√
	Bolt-on M&A	√	√	-	√	√	√	-	√	√
	Sizeable M&A ⁽²⁾	√	√	-	-	√	√	-	-	-
Nominations	New Chairman	-	√	√	√	-	-	√	-	√
	New CEO	-	-	√	√	√	-	√	⁽³⁾	√
Capital allocation	Asset disposals	√	√	√	√	-	√	√	-	√
	Share buybacks	√	√	√	-	-	-	√	-	-
	Dividend at all-time high	√	√	-	√	√	-	√	-	-
ESG	ESG KPI in remuneration	√	√	√	√	√	√	√	√	√
	Sustainable finance issuance	√	√	√	√	√	√	-	√	-

(1) Information from January 1, 2019 through December 31, 2022

(2) > EUR 200 million of enterprise value

(3) Before GBL joined the Board of Directors

Private assets							
GBL focus area	Actions in last 4 years ⁽¹⁾						
Strategy	Medium-term plan communicated	-	-	-	√	-	-
	Bolt-on M&A	√	√	√	-	√	√
	Sizeable M&A ⁽³⁾	√	-	-	-	√	√
Nominations	New Chairman	-	√	-	-	-	√
	New CEO	-	√	-	√	-	√

(1) Information from January 1, 2019 through December 31, 2022

(2) Key decisions made during the acquisition year 2022

(3) EUR 200 million of enterprise value

Portfolio review

Portfolio management strategy

Management



Ian Gallienne

See biography page 32.



Bernard Delpit

Born on October 26, 1964, of French nationality

Bernard Delpit, a graduate of Sciences Po (Paris) and the École Nationale d'Administration ("ENA"), has spent his career in the public and private sectors and has held various general management positions in enterprises ranging from automotive to banking and in aerospace. Before joining GBL, he was CFO, also in charge of strategy and M&A, and then Deputy CEO of Safran group.

In January 2022, he joined GBL as Deputy CEO. He is a member of the Board of Directors of Imerys in his capacity of representative of GBL.



Xavier Likin

Born on June 24, 1968, of Belgian nationality

Xavier Likin is a commercial engineer and has certificates in taxation from the Solvay Brussels School of Economics and Management (ULB).

He began his career in Central Africa in the car distribution sector, where he held a number of administrative and financial positions at MIC. He joined PwC in 1997, where he became a senior manager and was appointed as a Statutory Auditor (CPA) by the Institut des Réviseurs d'Entreprises.

In 2007, he joined Ergon Capital Partners as Chief Financial Officer. Then, in June 2012, he was appointed Group Controller at GBL. He has been Chief Financial Officer since August 1, 2017.



Priscilla Maters

Born on April 26, 1978, of Belgian nationality

Priscilla Maters has law degrees from the Université Libre de Bruxelles and the London School of Economics (LLM).

She began her career in 2001 with law firms in Brussels and London (including Linklaters), where she specialised in M&A, capital markets, financing and business law.

She joined GBL in 2012 and currently holds the positions of General Counsel and General Secretary. She has also been Compliance Officer since January 1, 2021.

Portfolio review

Portfolio management strategy

Organization

FROM LEFT TO RIGHT AND FROM TOP TO BOTTOM

- Laurent Raets - Investment Team
- Céline Depris - Legal and administrative affairs
- Benjamin Termonia - Finance
- Hervé Loterie - IT
- Jonathan Rubinstein - Investment Team
- Philippe Tacquenier - Finance
- Julius Ringlstetter - Investment Team
- Nina Schaerlaekens - Investment Team
- Michal Chalaczkiwicz - Investment Team
- Yves Croonenberghs - Human Resources
- Martin Doyen - Investment Team



Portfolio review

Portfolio management strategy



FROM LEFT TO RIGHT AND FROM TOP TO BOTTOM

Nicolas Gheysens - Investment Team
Céline Loi - Finance
Serge Saussoy - Finance
François Perrin - ESG
Frederik Vermeersch - Investment Team
Michael Bredael⁽¹⁾ - Investment Team
Rein Dirx - Investment Team
Céline Donnet - Finance
Jimmy Piron - Investment Team
Pascal Reynaerts - Finance
Nicholas Van Paeschen - Investment Team

(1) Representative of SM Advisory SRL

Portfolio review

Portfolio management strategy

FROM LEFT TO RIGHT AND FROM TOP TO BOTTOM

Benjamin Martin - Finance
 Arnaud Bouyer - Investment Team
 Xavier Magnus - Investment Team
 Simon Zenner - Investment Team
 Alison Donohoe - Investor Relations
 Pierre-Guillaume le Hodey - Legal and administrative affairs
 Jens Riedl - Investment Team
 Sophie Gallaire - Finance
 Guglielmo Scodrani - IT



OTHER EMPLOYEES

Prisca Biansomba
 Philippe Debelle
 Carine Dumasy
 Noëline Dumbi
 Silvia Espinoza
 Bénédicte Gervy
 Kim Grandjean
 Valérie Huyghe
 Christelle Iurman

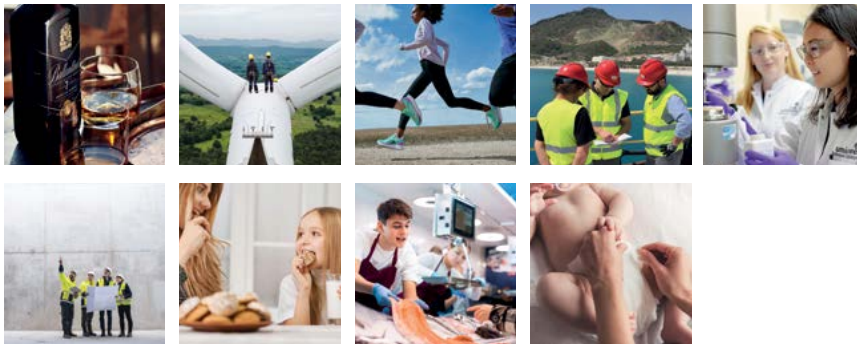
Philippe Lorette
 Lydia Papaioannou
 Dominique Stroeykens
 Sara Taghzout
 Victoria Thommen
 Laetitia Vandendriessche
 Viviane Veevaete
 Serge Walschaerts

Delivering meaningful growth

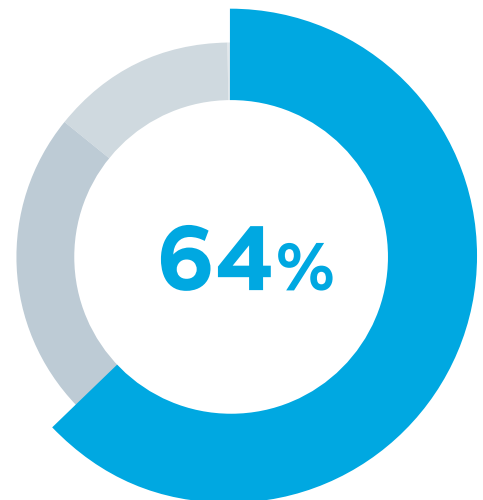
4.2 LISTED ASSETS

Listed

ASSETS



Pernod Ricard	84
SGS	86
adidas	88
Imerys	90
Umicore	92
Holcim	94
GEA	96
Mowi	98
Ontex	100



% of
GBL's portfolio



Pernod Ricard

Créateurs de convivialité

Pernod Ricard, the world's number two player in Wine & Spirits, holds a leading position globally

Since its inception in 1975, Pernod Ricard has built up the most premium portfolio in the industry and has become the world's number two player in the Wine & Spirits market through organic growth as well as transformational and tuck-in acquisitions. The portfolio includes strategic international and local brands along with specialty brands that the group produces and distributes through its own worldwide distribution network.

Distribution in more than **160** countries

Approximately **19,480** employees

#2 in Wine & Spirits worldwide

GBL's representation in the statutory bodies **1** OUT OF **14**⁽¹⁾

Capital held by GBL **6.9%**



(1) of which two employee representatives

Portfolio review

Listed assets

INVESTMENT CASE

The spirits market is supported by favorable long-term trends, in particular:

- Expanding urban population, especially in emerging markets
- Growing market share compared to beer
- Premiumization by consumers.

Pernod Ricard has a steady and diversified growth and profitability profile:

- Number two player worldwide with one of the industry's most complete brand portfolios
- Systematic trading up thanks to its superior-quality and innovative products
- Numerous high-potential brands, including from recent compelling acquisitions
- Leading positions in categories such as cognac, whisky and rum
- Unique geographical exposure with twin engines of growth in China and India.

After several years of focus on deleveraging, Pernod Ricard has increased its shareholder returns through an increased payout ratio and a share buyback program.

Market data and information on GBL's investment

Stock market data	2022	2021	2020
Number of shares issued (in thousands)	257,947	261,877	261,877
Market capitalization (in EUR million)	47,398	55,387	41,062
Closing share price (in EUR/share)	183.75	211.50	156.80

GBL's investment	2022	2021	2020
Percentage of share capital (in %)	6.9	7.6	7.6
Percentage of voting rights (in %)	11.5	12.6	12.7
Market value of the investment (in EUR million)	3,266	4,207	3,119
Dividends collected by GBL (in EUR million)	82	62	53
Representation in statutory bodies	1	1	1

Annualized TSR (%)	1 year	3 years	5 years
Pernod Ricard	(11.2)	6.8	8.8
STOXX Europe 600 Food & Beverage	(12.4)	0.9	4.4

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Portfolio review

Listed assets



SGS is the world leader in inspection, verification, testing and certification

SGS provides tailored inspection, verification, testing and certification solutions to its customers to make their commercial activities faster, simpler and more efficient. Its worldwide network consists of 97,000 employees at 2,650 offices and laboratories.

Over **CHF 1.0 BN** in adjusted operating income

#1 worldwide

2,650 offices and laboratories

GBL's representation in the statutory bodies **2 OUT OF 9**

97,000 employees

Capital held by GBL **19.1%**



Portfolio review

Listed assets

INVESTMENT CASE

The testing and certification industry is characterized by high barriers to entry, fragmentation and attractive fundamentals:

- Global need across industries for safety and traceability
- Expansion and ageing of infrastructure
- Outsourcing of control activities
- Development of regulations and compliance demands
- Growing complexity of products
- New digital growth areas including e-commerce
- Consolidation in multiple sectors.

In this sector, SGS offers a particularly attractive profile:

- World leader
- Best in class profitability, returns and cashflow generation
- Diversified portfolio
- Ideally positioned to take advantage of growth opportunities
- Resilient across economic cycles
- Solid balance sheet in support of M&A and attractive shareholder remuneration.

Market data and information on GBL's investment

Stock market data	2022	2021	2020
Number of shares issued (in thousands)	7,495	7,495	7,566
Market capitalization (in CHF million)	16,114	22,837	20,201
Closing share price (in CHF/share)	2,150	3,047	2,670

GBL's investment	2022	2021	2020
Percentage of share capital (in %)	19.1	19.1	18.9
Percentage of voting rights (in %)	19.1	19.1	18.9
Market value of the investment (in EUR million)	3,127	4,223	3,539
Dividends collected by GBL (in EUR million)	110	104	108
Representation in statutory bodies	2	2	3

Annualized TSR (%) ⁽¹⁾	1 year	3 years	5 years
SGS	(23.8)	(0.7)	3.2
STOXX Europe 600 Industrial Goods & Services	(18.2)	4.0	6.0

(1) TSR calculated in euros

FINANCIAL COMMUNICATION

Toby Reeks
Senior Vice President
Investor Relations, Corporate
Communications & Sustainability

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adidas

adidas is the European leader in sporting goods

adidas is a global leader specialized in the design, development, production and distribution of sporting goods (footwear, clothing and equipment). Distribution is done through its own stores retail network, e-commerce and independent distributors.

More than **EUR 22.5 BN** in net sales

#1 in Europe in sporting goods

20% of sales through e-commerce

GBL's representation in the statutory bodies **1 OUT OF 16⁽¹⁾**

More than **59,250** employees

Capital held by GBL **7.6%**



(1) of which eight employee representatives

Portfolio review

Listed assets

INVESTMENT CASE

The sporting goods industry is expected to grow at + 6-7% per year over the next few years, driven by secular trends:

- Athleisure: a global fashion trend toward casual dress
- Health & wellness: growing awareness on improving health and quality of life, further increased by the radical changes within global society resulting from the Covid-19 pandemic.

adidas is a strong brand in the design and distribution of sporting goods, (i) number 1 in Europe and number 2 worldwide and (ii) supported by strong innovation capability throughout multiple sponsorship agreements.

There is potential for growth in sales, mainly supported by:

- Digital: strong increase in e-commerce sales accelerated by the transformation of the economy and further adoption of online shopping and remote working under the effects of the Covid-19 lockdowns
- Omni-channel approach: strong sales dynamics from both e-commerce and own stores (Direct-to-Consumer model)
- The increasing share of sport-inspired lifestyle products in adidas' product range
- Balanced growth across all geographies outside of China (reduced exposure to China and strong growth in markets that represent more than 80% of the business)
- The US market, where further market share gains are possible
- Speed initiatives: clear objectives to reduce the time-to-market of products.

Potential for EBIT margin improvement is driven by (i) channel mix optimization (shift to Direct-to-Consumer and e-commerce model), (ii) cost efficiency/overhead optimization mainly through economies of scale and (iii) increased profitability in the US. The current focus of adidas lies on margin preservation/recovery in the current inflationary environment and after the termination of the Yeezy partnership.

adidas builds on a solid balance sheet with a strong cash conversion.

Market data and information on GBL's investment

Stock market data	2022	2021	2020
Number of shares issued (in thousands)	180.000	192.100	200.416
Market capitalization (in EUR million)	22.943	48.640	59.704
Closing share price (in EUR/share)	12746	253.20	29790

GBL's investment	2022	2021	2020
Percentage of share capital (in %)	7.6	7.1	6.8
Percentage of voting rights (in %)	7.6	7.1	6.8
Market value of the investment (in EUR million)	1.748	3.473	4.086
Dividends collected by GBL (in EUR million)	38	35	-
Representation in statutory bodies ⁽¹⁾	1	1	1

Annualized TSR (%)	1 year	3 years	5 years
adidas	(48.7)	(23.2)	(4.2)
STOXX Europe 600 Consumer Products and Services	(18.2)	5.2	8.6

(1) Deputy Chairman of which is a GBL representative

FINANCIAL COMMUNICATION

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IMERYS

Imerys is the world leader in mineral-based specialty solutions for industry

Imerys extracts, transforms, develops and combines a unique range of minerals to provide functionalities that are key to its customers' products and production processes. These specialties have a very wide range of uses and are becoming increasingly common in growing markets.

40
countries where Imerys is based

#1
global leader in mineral-based solutions for industry

Approximately
30,000
clients

GBL's representation in the statutory bodies
3 OUT OF 12⁽¹⁾

14,000
employees

Capital held by GBL
54.6%



(1) of which two employee representatives

Portfolio review

Listed assets

INVESTMENT CASE

The growing market for mineral-based specialty solutions is benefiting from structural advantages:

- Attractive long-term growth underpinned by key megatrends: green mobility & renewable energy, sustainable construction and natural solutions for consumer goods
- Specialty mineral solutions which add key properties to customers' products
- Strong pricing power, enabling fluctuations in input costs to be passed through
- Limited substitution risk, notably as these specialties only represent a small fraction of customers' total costs.

Imerys is a worldwide leader with an attractive profile:

- Leader in its sector: #1 or #2 in almost all its markets
- Transformation toward a more customer-centric organization, aiming to accelerate organic growth and improve profitability (through portfolio rotation & strategic growth projects)
- Potential to become one of the primary European lithium suppliers over the medium term, making it equipped to become a key player in the energy transition
- Resilience of the business model, further augmented by GBL's support as a stable reference shareholder with a long-term investment horizon
- Diversity in terms of geographies and customers' end-markets
- Strong cashflow generation in support to external growth.

Market data and information on GBL's investment

Stock market data	2022	2021	2020
Number of shares issued (in thousands)	84,941	84,941	84,941
Market capitalization (in EUR million)	3,087	3,104	3,284
Closing share price (in EUR/share)	36.34	36.54	38.66

GBL's investment	2022	2021	2020
Percentage of share capital (in %)	54.6	54.6	54.6
Percentage of voting rights (in %)	68.1	67.4	67.6
Market value of the investment (in EUR million)	1,686	1,696	1,794
Dividends collected by GBL (in EUR million)	72	53	89
Representation in statutory bodies	3	3	3

Annualized TSR (%)	1 year	3 years	5 years
Imerys	4.0	3.2	(10.6)
STOXX Europe 600 Construction & Materials	(18.8)	2.4	4.7

FINANCIAL COMMUNICATION

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Umicore is a leader in materials technology and recycling of precious metals and batteries

Umicore is a global leader in materials technology, as well as the recycling of precious metals and batteries. It is focused on application fields where its expertise in materials science, chemistry and metallurgy is widely recognized. Umicore is centered on three business groups: Catalysis, Energy & Surface Technologies and Recycling.

44
production sites

More than
EUR 315 M
of R&D expenditure

15
R&D - technical centers

GBL's representation in the statutory bodies
2 OUT OF 10

11,565
employees

Capital held by GBL
15.9%



Portfolio review

Listed assets

INVESTMENT CASE

Umicore operates in industries with high barriers to entry, underpinned by favorable long-term trends: (i) automotive (electric vehicles, battery recycling, catalysts for combustion engines) and (ii) precious metals' recycling:

- Mobility transformation and vehicle electrification
- Global focus on improving air quality and more stringent emission controls
- Resource scarcity and battery recycling.

Within these fields, Umicore is a world leader, leveraging the following key strengths:

- Solid know-how with pioneering technologies and world-class processes
- High-quality and increasingly diversified production global footprint
- Sustainability champion with a recognized leadership in ESG matters, including responsible sourcing of precious metals
- A solid balance sheet to finance ambitious development projects.

Market data and information on GBL's investment

Stock market data	2022	2021	2020
Number of shares issued (in thousands)	246,400	246,400	246,400
Market capitalization (in EUR million)	8,456	8,809	9,681
Closing share price (in EUR/share)	34.32	35.75	39.29

GBL's investment	2022	2021	2020
Percentage of share capital (in %)	15.9	15.9	18.0
Percentage of voting rights (in %)	15.9	15.9	18.0
Market value of the investment (in EUR million)	1,347	1,403	1,744
Dividends collected by GBL (in EUR million)	31	31	11
Representation in statutory bodies	2	2	2

Annualized TSR (%)	1 year	3 years	5 years
Umicore	(1.8)	(6.2)	(1.1)
STOXX Europe 600 Chemicals	(14.2)	6.3	6.8

FINANCIAL COMMUNICATION

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Holcim is a leading global construction materials and solutions company

Holcim is a world leader in construction materials and solutions. The company offers the most innovative solutions for cement, concrete, aggregates and other building materials to meet its customers' needs. The group employs approximately 60,000 people and has a balanced presence in developing and mature markets.

More than **CHF 2,700M⁽¹⁾** in free cashflow in 2022

19% of sales from the *Solutions & Products* branch

35% of sales from North America

GBL's representation in the statutory bodies **0 OUT OF 11**

60,000 employees

Capital held by GBL **2.1%⁽²⁾**



(1) After leases
(2) In 2022, GBL entered into forward sales (expiring May 31, 2023) for its remaining stake

Portfolio review

Listed assets

INVESTMENT CASE

The building materials industry is supported by:

- Increasing urbanization
- Demand for sustainable construction
- Rising living standards driving quality housing and infrastructure needs.

Holcim is well positioned to address those megatrends:

- The company is a leader in the building materials and solutions sector
- It aims to position itself in the most attractive segments of the construction value chain, diversifying its product portfolio through M&A (e.g., roofing business)
- It has been strengthening its balance sheet through a series of divestments of emerging market cement assets (e.g., Brazil, India)
- It prioritizes sustainability, focusing on circular construction and offering a strong portfolio of green building solutions.

However, the group is facing the following challenges:

- Industry dynamics have been challenging in selected regions and may continue to be
- Increasing ESG requirements will require significant investments.

Market data and information on GBL's investment

Stock market data	2022	2021	2020
Number of shares issued (in thousands)	615,929	615,929	615,929
Market capitalization (in CHF million)	29,491	28,647	29,946
Closing share price (in CHF/share)	47.88	46.51	48.62

GBL's investment	2022	2021	2020
Percentage of share capital (in %)	2.1	2.1	7.6
Percentage of voting rights (in %)	2.1	2.1	7.6
Market value of the investment (in EUR million)	567 ⁽¹⁾	592	2,100
Dividends collected by GBL (in EUR million)	28	65	88
Representation in statutory bodies	0	1	1

Annualized TSR (%) ⁽²⁾	1 year	3 years	5 years
Holcim	13.1	4.0	5.0
STOXX Europe 600 Construction & Materials	(18.8)	2.4	4.7

(1) The amount corresponds to the proceeds of forward sales *cum* dividend

(2) TSR computed in euros

FINANCIAL COMMUNICATION

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Portfolio review

Listed assets



GEA is one of the largest global suppliers of process technology to the food & beverage and pharmaceutical industries

GEA is a world leader in the supply of equipment and project management for a wide range of processing industries. Its technology and services focus on components and manufacturing solutions for various markets, particularly in the Food & Beverage and Pharmaceutical sectors. The company employs more than 18,200 people worldwide.

EUR 712 M
EBITDA before
restructuring costs

GBL's representation
in the statutory bodies

1 OUT OF 12⁽¹⁾

+ 9%
increase in order
intake

Capital held
by GBL

6.3%

Over
18,200
employees
worldwide



Portfolio review

Listed assets

INVESTMENT CASE

The Processing Equipment sectors in which GEA is present combine favorable long-term trends with consolidation opportunities:

- Growing Food & Beverage end markets
- Pharmaceutical end markets driven by ageing population and increasing health awareness
- Continuing focus on safety and quality in both Food & Beverage and Pharmaceuticals
- Greater interest in energy-efficient automation
- Fragmented market with smaller specialty players.

GEA is a global leader offering significant upside potential:

- #1 or #2 positions in most of its markets
- Unique technology, know-how, innovation (e.g., in “new food”) as well as leadership in ESG
- Proven management team focusing on accelerating organic growth and improving profitability
- Solid cash generation and balance sheet
- Well positioned to seize consolidation opportunities.

Market data and information on GBL's investment

Stock market data	2022	2021	2020
Number of shares issued (in thousands)	180,492	180,492	180,492
Market capitalization (in EUR million)	6,895	8,680	5,285
Closing share price (in EUR/share)	38.20	48.09	29.28

GBL's investment	2022	2021	2020
Percentage of share capital (in %)	6.3	6.3	8.5
Percentage of voting rights (in %)	6.3	6.3	8.5
Market value of the investment (in EUR million)	434	455 ⁽¹⁾	450
Dividends collected by GBL (in EUR million)	10	13	13
Representation in statutory bodies	1	1	1

Annualized TSR (%)	1 year	3 years	5 years
GEA	(18.6)	12.1	1.9
STOXX Europe Industrial Engineering	(23.0)	4.7	5.1

(1) As of December 31, 2021, the value of the shares underlying the bonds exchangeable into GEA shares had been capped at the exchange price, i.e. EUR 40.00 per share

FINANCIAL COMMUNICATION

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MOWI®

Mowi is the world's largest producer of Atlantic salmon

Mowi is the world's largest producer of Atlantic salmon and one of the world's leading seafood companies. With approximately 13,650 people and a presence in 25 countries, Mowi fulfills approximately one fifth of global demand for farm-raised Atlantic salmon and is constantly driven by innovation and the desire to achieve the highest standards of sustainability.

25 COUNTRIES
where Mowi is active

#1
worldwide in Atlantic salmon production

464
kilotons of salmon harvested in 2022

GBL's representation in the statutory bodies
1 OUT OF 10

Approximately
13,650
employees

Capital held by GBL
1.9%



Portfolio review

Listed assets

INVESTMENT CASE

The salmon farming industry is well positioned to benefit from:

- Increasing need for proteins driven by (i) world population growth and (ii) a growing middle class
- Resource-efficient production, with farmed salmon as a climate-friendly protein source compared to other animal proteins
- Health awareness (salmon is rich in omega-3 fatty acids, vitamins and minerals)
- Supply chain and traceability, with farm-raised salmon ranking well overall compared to other proteins
- Shift towards aquaculture as supply from wild catch is stagnating.

As the world's largest producer of salmon, **Mowi is uniquely positioned** to benefit from the industry's growth prospects and is characterized by:

- Comparatively better resilience and predictability due to its unmatched scale and diversification
- Unique know-how and expertise, with demonstrated innovation capabilities
- Best-in-class ESG profile.

Market data and information on GBL's investment

Stock market data	2022	2021	2020
Number of shares issued (in thousands)	517,111	517,111	517,111
Market capitalization (in NOK million)	86,461	107,921	98,768
Closing share price (in NOK/share)	167	209	191

GBL's investment	2022	2021	2020
Percentage of share capital (in %)	1.9	7.0	5.8
Percentage of voting rights (in %)	1.9	7.0	5.8
Market value of the investment (in EUR million)	157	757	552
Dividends collected by GBL (in EUR million)	19	16	1
Representation in statutory bodies	1	1	0

Annualized TSR (%) ⁽¹⁾	1 year	3 years	5 years
Mowi	(21.2)	(9.7)	6.1
STOXX Europe 600 Food & Beverage	(12.6)	0.8	4.4

(1) TSR computed in euros

FINANCIAL COMMUNICATION

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Portfolio review

Listed assets



Ontex is an international personal hygiene solutions provider

Ontex is an international group specialized in hygiene products for baby, adult and feminine care. Ontex products are distributed in more than 110 countries under the company's own brands and retailer brands. The main sales channels are retail trade, medical institutions and pharmacies.

More than
30
brands

17
Production facilities

7
R&D centers

GBL's representation
in the statutory bodies
2 OUT OF 9

About
9,000
employees

Capital held
by GBL
19.98%



Portfolio review

Listed assets

INVESTMENT CASE

The industry benefits from supportive trends:

- Resilience due to the essential nature of the products (hygiene basics), further augmented in the case of white label products in times of recession
- Ageing population in western countries, benefitting the Adult Incontinence segment
- Population growth and increasing adoption of hygienic products in emerging markets.

Ontex could benefit from these trends thanks to a further repositioning of its business:

- Increase market share of both white label brands (mainly in Europe, resilient in a recession) and own brands (to capture growth outside of recessions)
- Premiumization of its products through innovation
- Greater exposure to growing products and categories (including adult incontinence, baby pants and digital)
- Opportunity to enter new geographies (including North America).

The group has potential to increase its margin, through efficiencies and savings programs.

Market data and information on GBL's investment

Stock market data	2022	2021	2020
Number of shares issued (in thousands)	82,347	82,347	82,347
Market capitalization (in EUR million)	514	576	906
Closing share price (in EUR/share)	6.24	6.99	11.00

GBL's investment	2022	2021	2020
Percentage of share capital (in %)	19.98	19.98	19.98
Percentage of voting rights (in %)	19.98	19.98	19.98
Market value of the investment (in EUR million)	103	115	181
Dividends collected by GBL (in EUR million)	-	-	-
Representation in statutory bodies	2	3	2

FINANCIAL COMMUNICATION

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Annualized TSR (%)	1 year	3 years	5 years
Ontex	(10.8)	(30.7)	(24.9)
STOXX Europe 600 Personal & Household Goods	(10.2)	5.0	5.7

4

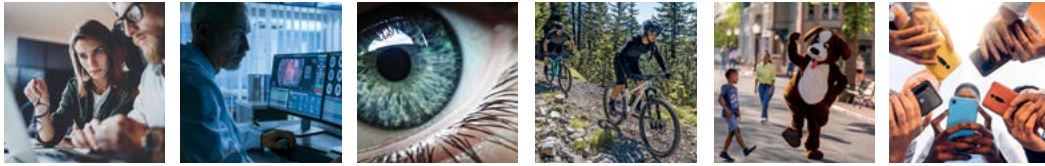
Portfolio review

Private assets

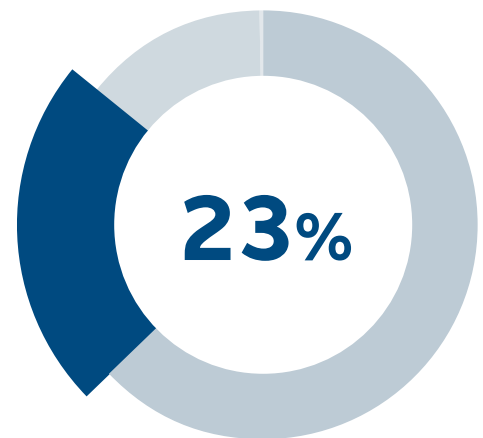
4.3 PRIVATE ASSETS

Private

ASSETS



Webhelp	104
Affidea	106
Sanoptis	108
Canyon	110
Parques Reunidos	112
Voodoo	114



% of
GBL's portfolio



Webhelp is the European leader in CRM-BPO

Webhelp is a global business process outsourcer (“BPO”), specializing in customer experience, sales and marketing services and payment services. Services are delivered across all channels including voice, social media and digital channels. From over 60 countries with a strong team of over 120,000 employees, Webhelp’s focus is on engineering performance improvements and delivering a lasting transformation in its clients’ operating models to further enhance customer experience and drive efficiency gains.

#1
in Europe

Knowledge in over
80
LANGUAGES

Global coverage in over
60
COUNTRIES

GBL’s representation in the statutory bodies
3 OUT OF **6**

Over
120,000
employees

Capital held by GBL
61.5%

PERFORMANCE IN 2022

Webhelp enjoyed another year of robust sales growth driven by the continued digitalization of the economy and high demand for customer experience (“CX”) transformation services. Financial services (fintech) as well as a recovery in certain sectors, such as hospitality and online travel that suffered during the Covid-19 crisis, helped fuel Webhelp’s 2022 growth.

The recent acquisitions of Uitblingers in the Netherlands (April 2022) and Grupo Services in Brazil (June 2022) also made a significant contribution to the group’s expansion in the second half of 2022.

Over the year, Webhelp entered roughly 10 countries, further diversifying its customer base and end-market exposure, and added approximately 20,000 employees.

Sales reached EUR 2,485 million, up +19% compared with the prior year, driven by existing clients and strong commercial momentum. Like-for-like growth was particularly strong when adjusting the negative but expected impact of the change in sales from Covid-19 support contracts (down EUR - 40 million compared with full-year 2021). Adjusted for this non-recurring impact, like-for-like growth stood at +13%.

Webhelp made significant investments in sales and IT/security, but thanks to robust organic growth, the integration of Uitblingers and Grupo Services and operational excellence, EBITDA increased +19%.

Key metrics

	Evolution since GBL’s entry in 2019	2022	2021
Sales (in EUR million)	+1,029	2,485	2,081
Growth (in %)	71	19	27
Organic growth (in %)	51	11	20
EBITDA growth (in %)	91	19	32
Number of countries	+25	> 60	> 50
Number of employees (000s)	c. +70	> 120	> 100

Source: non-audited company reporting

Portfolio review

Private assets

INVESTMENT CASE

Webhelp operates in an attractive industry:

- Long-term growth in customer engagement driven by a combination of:
 - overall volume growth as a result of the digitalization of the economy as well as the ongoing development of e-commerce and digital services
 - increased penetration of outsourcing due to technology and scale requirements as well as the increasing complexity of the service (multichannel, etc.)
- High degree of fragmentation providing scope for further consolidation for international leaders.

Webhelp is the European leader with a comprehensive product offering and affirmed strategy:

- Solid track record with a demonstrated success story of profitable growth creating a European champion over the past 20 years
- Strong market position in Europe and growing presence in the Americas, with potential for further international expansion
- Leading position supported by a high-quality and well-diversified portfolio of client relationships, a strong and differentiated delivery platform and best-in-class capabilities and expertise (analytics, consulting, etc.)
- Multiple growth opportunities in a still largely-fragmented market, in terms of development in existing businesses, as well as in new services and geographies
- Robust management team, led by co-founder Olivier Duha
- Unique entrepreneurial culture (structured by regions and activities).



GBL's investment	2022	2021	2020
Percentage of share capital (in %)	61.5	59.2	61.4
Percentage of voting rights (in %)	61.5	59.2	61.4
Value of the investment (in EUR million)	1,721	1,553	1,044
Dividends collected by GBL (in EUR million)	-	-	-
Representatives in statutory bodies ⁽¹⁾	3	3	3

(1) Chairman of which is a GBL representative

Portfolio review

Private assets



Affidea is Europe's leading provider of advanced diagnostics and outpatient services

Affidea is Europe's leading provider of advanced diagnostic imaging, outpatient and cancer care services. The company has a strong track record for patient safety and is recognized by the European Society of Radiology as the continent's most awarded diagnostic imaging provider.

#1
in Europe

GBL's representation
in the statutory bodies

4 OUT OF 7

328
locations

Capital held
by GBL

99.6%

27.5 M
examinations

PERFORMANCE IN 2022

Sales grew +26% (+15% organically) in 2022, driven by a post Covid-19 rebound in diagnostic imaging volumes and clinic acquisitions. All channels (outpatient services, diagnostic imaging, lab testing excl. Covid-19 and cancer care) contributed to growth.

EBITDA grew +34% in 2022, driven by strong momentum in the underlying business – despite the inflationary environment – as well as by M&A. Affidea is continuously exploring ways to mitigate cost inflation, by, amongst others: focusing on diagnostic imaging, enhanced productivity and operational improvements.

The number of locations increased by +13 to 328, driven mainly by acquisitions as well as greenfields. The portfolio was further optimized through the closure of 5 centers and the subsequent merging of their activity with surrounding centers. Affidea completed 27.5 million examinations over the year vs. 26.8 million per year at GBL's entry.

Highlights in the second half of 2022 included the strengthening of the management and Board with Guy Blomfield (Chairman & CEO), Charles Niehaus (Board member and Executive Director) and Dimitris Moulavasilis (external Board member, CEO of Diaverum and former CEO of Affidea). Guy and Charles each have 25 years of experience in healthcare services (Guy as former CEO and Charles as former COO and CMO of Alliance Medical). In the second half of 2022, the group completed 9 acquisitions.

Key metrics

	Evolution since GBL's entry (July 2022)	2022
Sales ⁽¹⁾ (in EUR million)	+47	745
Growth (in %)	7	26
Organic growth ⁽²⁾ (in %)	6	15
EBITDA growth ⁽³⁾ (in %)	9	34
Number of locations ⁽⁴⁾	+13	328
Number of examinations ⁽⁵⁾ (in million)	+0.7	27.5

Source: non-audited internal reporting

(1) Pro forma for acquisitions in 2022

(2) Excludes impact of acquisitions made in 2022 and contribution of Covid-19 testing

(3) Pro forma for acquisitions made in 2022, excluding contribution of Covid-19 testing and equipment leases

(4) Pro forma for acquisitions

(5) Examinations excluding Covid-19 testing

Portfolio review

Private assets

INVESTMENT CASE

Affidea is the leading pan-European player in a large, resilient and attractive market, driven by solid fundamentals:

- Demand driven by long-term structural tailwinds, including rising demand from an ageing population and increased focus on prevention through diagnostics to reduce the total cost of healthcare
- Undersupplied market resulting in longer public waiting times for diagnostic services
- Economy of scale from: (i) sticky long-term contracts with the public sector, (ii) high capital intensity requirements, (iii) complex imaging regulations and licenses required and (iv) radiologist shortage.

In addition, the European market remains largely fragmented, offering numerous M&A opportunities.

Affidea is well positioned with a scalable platform diversified across countries and payors with multiple growth avenues:

- Local market leadership in the majority of its 15 countries, with exposure to more complex modalities as well as the faster growing private segment
- Opportunity to further expand service offering and provide outpatient care in a community setting through Affidea's more than 300 clinics, the majority of which are stand alone
- Track record of successfully executing and integrating M&A, with 40+ companies acquired since 2014
- Margin improvement potential from best practice sharing as well as from productivity gains of medical staff
- Well positioned to benefit from teleradiology and artificial intelligence opportunities

Driving medical excellence and providing quality care have always been at Affidea's core. Its long-term track record has resulted in Affidea becoming the most awarded diagnostic imaging provider in Europe by the European Society of Radiology.

More recently, the Board and management have been strengthened with new appointments.



GBL's investment	2022
Percentage of share capital (in %)	99.6
Percentage of voting rights (in %)	100.0
Value of the investment (in EUR million)	996
Dividends collected by GBL (in EUR million)	-
Representatives in statutory bodies	4

Sanoptis

Sanoptis is a European leader in ophthalmology services

Sanoptis is the second largest ophthalmology services provider in Europe with 300 facilities across its core markets: Germany and Switzerland. The company offers both conservative ophthalmology consultations as well as surgical treatments including cataract surgeries, intravitreal operative medicine injections (“IVOM”), corrective laser surgeries and retina surgeries, while adhering to the highest standards of healthcare.

#1
in key geography

2.2 M
treatments⁽¹⁾

300
locations

GBL's representation
in the statutory bodies
3 OUT OF 4

Close to
600
doctors

Capital held
by GBL
83.8%

PERFORMANCE IN 2022

The European ophthalmology market saw sustained growth in 2022, driven by resilient demand for eye care services despite the continued challenges posed by the pandemic. Sanoptis successfully navigated these challenges and achieved strong double-digit growth across all countries and services.

Sales grew + 56% (+ 10% organically) in 2022, and EBITDA grew + 59%. Organic sales growth was fueled by investments in people, training and state-of-the-art equipment. Sanoptis performed 2.2 million surgical and conservative (e.g., diagnostic) treatments in 2022, + 20% compared to LTM volumes at GBL entry, driven by higher volume at existing locations and M&A. Over 2022, the company further expanded its partnerships with leading doctors, adding 14 surgical clinics across Germany and Switzerland to its network and increasing its scope to 300 locations (+ 21 since GBL entry) and 597 doctors (+ 82 since GBL entry). To support future growth, the company reinforced its shared functions over the second half of 2022. As part of this reinforcement, a dedicated team has been set up to drive entry into attractive markets, with initial success.

Key metrics

	Evolution since GBL's entry (July 2022)	2022 ⁽²⁾
Sales (in EUR million)	+ 106	456
Growth (in %)	30	56
Organic growth ⁽³⁾ (in %)	2	10
EBITDA growth (in %)	30	59
Number of locations	+ 21	300
Number of doctors	+ 82	597
Number of treatments ⁽¹⁾ (000s)	+ 372	2,248

Source: non-audited internal reporting

(1) Surgical and conservative (e.g., diagnostic) treatments

(2) All periods include annualization of closed clinic M&A and clinic M&A projects with signed SPAs at the end of the period except for organic growth

(3) Organic growth uses the 2021 perimeter annualized for clinic M&A closed in 2021

Portfolio review

Private assets

INVESTMENT CASE

Sanoptis operates in a large and resilient sector with steady annual growth driven by structural tailwinds:

- Ageing population increasing age-related ophthalmological conditions
- Proven resilience (as illustrated by limited Covid-19 impact) due to the non-discretionary and typically urgent nature of most treatments
- Healthcare consumerization leading to an increase in out-of-pocket payments (e.g., corrective laser surgeries, presbyopia correcting intraocular lenses).

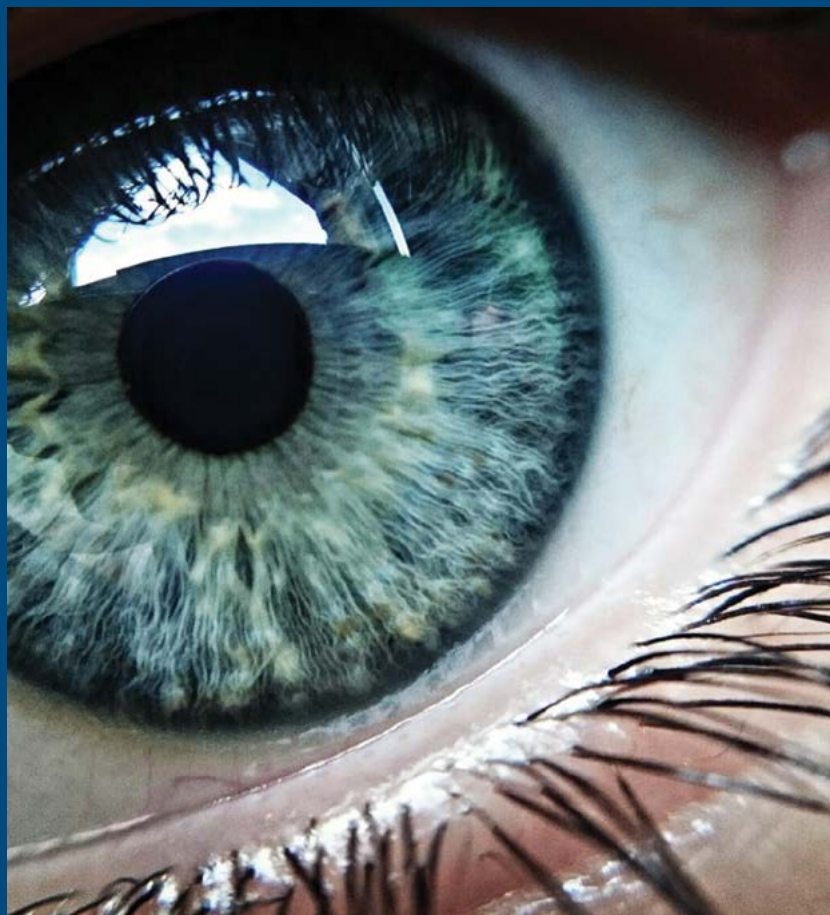
Sanoptis is the #2 player in Europe (#1 in Germany) through its unique business model built on (i) partnerships with its doctors and (ii) a persistent focus on medical quality:

- The company targets active partnerships with leading doctors who remain shareholders of their clinics after joining the group, while preserving their entrepreneurial spirit and responsibility. This makes Sanoptis a preferred partner for both renowned and up-and-coming doctors wanting to sell a stake in their clinics and practices while benefitting from future growth, which enables the company to consistently outperform in M&A
- In its network, Sanoptis drives growth and efficiency through sharing best practices and implementing cutting-edge medical innovations through investments in systems, people and equipment.

The company has significant upside potential through:

- Continuing consolidation of the German and Swiss markets
- Entering other European countries.

GBL's investment in Sanoptis was carried out in partnership with the existing management team which has significantly reinvested in the new transaction.



GBL's investment	2022
Percentage of share capital (in %)	83.8
Percentage of voting rights (in %)	63.0
Value of the investment (in EUR million)	711
Dividends collected by GBL (in EUR million)	-
Representatives in statutory bodies	3

Portfolio review

Private assets

CANYON

Canyon is the world's largest DTC manufacturer of premium bicycles

Canyon is the world's largest direct-to-consumer ("DTC") manufacturer of premium bicycles thanks to its early adoption of this distribution model and its industry-leading German design and engineering capabilities. The company is active in three segments (conventional, e-bikes, parts and accessories). Its core markets are the DACH region, France, Benelux, the UK, and the US.

#1
DTC distributor of premium bicycles

Approximately
1,470
employees

Active in
3
segments

GBL's representation in the statutory bodies
3 OUT OF 5

Greater than
20%
sales CAGR
2017-2022

Capital held by GBL
48.2%⁽¹⁾

PERFORMANCE IN 2022

Sales grew + 37% in 2022 and + 50% in the second half of 2022, driven by continued high demand for premium bicycles, market share gains and strong performance of recent product launches. Growth was exclusively organic, driven by higher volumes and average selling prices. All categories (road, mountain, gravel, urban) and most of the 90+ countries where Canyon is active contributed positively, despite industry-wide supply chain challenges. EBITDA grew + 45% in 2022. Performance in the second half of 2022 was mainly driven by continued strong underlying business growth and a favorable base for comparison (bike shortages in the second half of 2021).

Successful bike launches in 2022 included Spectral:ON, Ultimate and LUX Worldcup. The media called Spectral:ON "the best E-MTB on the market". It has set a new industry benchmark with its 900Wh battery. The Ultimate launch was successful, generating the highest order value within a single day. The LUX Worldcup was referred to as a "zero compromise XC Race machine" by Singletrack World magazine and has won a high number of races since launch.

In 2022, 164 Canyon service points were added, as was one Canyon Factory Service in Belgium, allowing Canyon owners to get their bikes serviced more efficiently.

In March, Nico Ros de Wallace joined as CEO, bringing experience from the sports and marketing worlds, and in October, Alison Jones joined as COO, bringing experience from Philips and GE Healthcare.

In July, basketball superstar LeBron James joined the Canyon family as a minority investor.

Key metrics⁽²⁾⁽³⁾

	Evolution since GBL's entry in 2021	2022	2021
Sales (in EUR million)	+238	646	475
Growth (in %)	58	37	17
Organic growth (in %)	58	37	17
EBITDA growth (in %)	39	45	17
Number of employees	+ 479	1,469	1,149

Source: non-audited company reporting

(1) GBL's ownership in Canyon, excluding shares held by GBL Capital (additional indirect ownership of 1.32% as of December 31, 2022 and 1.45% as of December 31, 2021)

(2) At yearly average FX rates: local GAAP, pre IFRS

(3) Financial years 2021 and 2020 with a 12-month closing date of 9/30; as of financial year 2022, the financial year end is 12/31

Portfolio review

Private assets

INVESTMENT CASE

Canyon operates in the attractive premium bike market with double-digit annual growth, driven by long-term structural tailwinds:

- Increasing popularity of bicycles, especially in Canyon's premium segment, as an environmentally-friendly mobility solution and to support healthy, active lifestyles
- Continuous customer adoption of e-bikes supported by technological advancement and an ongoing shift toward e-bikes as a lifestyle or athletic product
- Continued focus on online Direct-To-Consumer channel ("DTC"), with advantages in terms of price and choice, but also in response to consumers' growing adoption of e-commerce.

Canyon has become a true trademark for sports and performance bikes, supported by its drive for innovation:

- Strong positioning in its core European markets such as Germany, UK and Benelux that have grown at high double digits in the last years
- Renowned performance heritage through successful partnerships with sports personalities such as Mathieu van der Poel and Fabio Wibmer
- Outstanding track record of the leadership team, with founder Roman Arnold remaining invested as a significant shareholder alongside GBL and continuing his involvement as Chairman of the Advisory Board.

Canyon has embarked on new journeys with significant upside potential:

- High demand for Canyon bikes outside of the large European bike countries
- Good traction in the US, driven by increasing brand awareness and a unique DTC offering
- Promising start into e-bikes, with a focus on sports and urban categories
- Improved customer journey through omnichannel experience
- Further opportunities to grow the sports gear offering.



GBL's investment	2022	2021
Percentage of share capital (in %)	48.2	51.9
Percentage of voting rights (in %)	48.2	51.9
Value of the investment (in EUR million)	439	349
Dividends collected by GBL (in EUR million)	-	-
Representatives in statutory bodies	3	3

Portfolio review

Private assets



Parques Reunidos is a leading operator of leisure parks with a global presence

Since its inception in 1967 as a small-sized Spanish operator, Parques Reunidos has become one of the leading operators of leisure parks in Europe and the US, through organic growth and multiple acquisitions, including Bobbejaanland (Belgium, 2004), Mirabilandia (Italy, 2006), Warner (Spain, 2007), Palace Entertainment (US, 2007), Tropical Islands (Germany, 2018) and Adventureland (US, 2021). The company operates amusement, animal and water parks through a portfolio of regional and local parks, which have strong local brands.

Over **50** parks worldwide

10 countries where Parques Reunidos is active

#2 European operator of theme parks

GBL's representation in the statutory bodies **1 OUT OF 9**

55 YEARS of experience

Capital held by GBL **23.0%**

PERFORMANCE IN 2022

Parques Reunidos delivered a robust performance in 2022, exceeding 2021 revenues as well as pre-Covid 2019 revenues. Growth came from all key countries and park types, with spend per capita above 2019 levels (ticket per capita and in-park spend per capita), yet visitation remains below 2019 as a result of lower discounts and fewer groups (e.g., schools).

Adventureland, a theme park in Iowa, US, which the group acquired in December 2021, contributed positively and its performance under Parques Reunidos is encouraging

Under the leadership of CEO Pascal Ferracci, Parques Reunidos continues to execute its key strategic initiatives, including enhancing the visitor experience and further optimizing revenue and cost management.

The company also continues to prioritize sustainability, with a key focus on animal welfare.

Key metrics

	2022	2021
Sales (in EUR million)	821	585
Growth (in %)	40	nm ⁽¹⁾

(1) Not meaningful due to Covid-19

Portfolio review

Private assets

INVESTMENT CASE

The local and regional leisure park market benefits from structural factors, including:

- Appeal of experience
- “Staycation”⁽¹⁾ effect providing resilience during downturn
- High industry fragmentation with build-up potential.

Parques Reunidos is uniquely positioned:

- Large and well-diversified portfolio of parks in multiple countries with well-known local brands
- Multiple avenues of organic and external growth, and operational improvements
- Strong M&A track record with the ability to transfer best practices to newly-acquired parks.

(1) Vacation where one returns home each night



GBL's investment	2022	2021	2020
Percentage of share capital (in %)	23.0	23.0	23.0
Percentage of voting rights (in %)	23.0	23.0	23.0
Value of the investment (in EUR million)	291	236	106
Dividends collected by GBL (in EUR million)	-	-	-
Representatives in statutory bodies	1	1	1

Voodoo

Voodoo is one of the world's leading mobile game publishers by downloads

Voodoo develops and publishes mobile games in partnership with over 2,000 studios worldwide. With 300 million monthly active players and mobile games available for free on App Store and Google Play, Voodoo boasts a compelling position as a leader in hypercasual and (hybrid-) casual games. Voodoo has launched internationally-renowned games such as Helix Jump, Aquapark.io and Collect Em All.

TOP 10
mobile game publisher
globally by downloads

Over
200
games launched

300 M
monthly users

GBL's representation
in the statutory bodies
1 OUT OF 6

Partnerships
with more than
2,000
studios worldwide

Capital held
by GBL
16.2%

PERFORMANCE IN 2022

In 2022, Voodoo continued to diversify its revenue base with an increased share of hybrid casual gaming, pure casual gaming (Beach Bum) and consumer apps, while continuing to optimize its back catalog of hypercasual games.

Sales growth was driven mainly by the acquisition and strong growth of Beach Bum. The challenging environment for the hypercasual segment was impacted by headwinds from Apple's IDFA ("Identifier for Advertisers") policy and more intense competition.

Gaming profitability improved due to better return on advertising spend and cost optimization initiatives.

The company also announced several investments in the blockchain gaming and tech space, including Volt Games and Polygon.

In May 2022, Voodoo exceeded 6 billion downloads, becoming the world's most downloaded mobile game maker.

Key metrics

	2022 ⁽¹⁾	2021 ⁽²⁾
Sales (in EUR million)	478	361
Growth (in %)	33	- 3

(1) Non-audited figures

(2) Audited figures

Portfolio review

Private assets

INVESTMENT CASE

The mobile gaming market is growing strongly, driven by structural trends, including:

- Increasing time spent on mobile
- Growing popularity of mobile games
- Shift from offline to mobile, in-app advertising
- Increasing internet and infrastructure access.

Voodoo, a winning ecosystem, enjoys a key competitive edge and attractive growth opportunities thanks to:

- Its position as one of the leading mobile game publishers by downloads globally
- A robust business model relying to a large extent on its extensive network of external studios, allowing for repetitive test & learn on multiple games at low cost
- Strong data-driven culture, enabling the company to rapidly identify hit games
- Deep expertise in user acquisition and ad monetization
- Multiple avenues for organic and external growth.



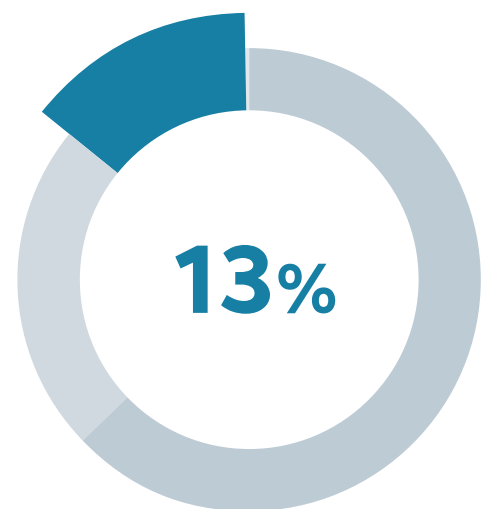
GBL's investment	2022	2021
Percentage of share capital (in %)	16.2	16.2
Percentage of voting rights (in %)	16.2	16.2
Value of the investment (in EUR million)	273	266
Dividends collected by GBL (in EUR million)	-	-
Representatives in statutory bodies	1	1

4.4 GBL CAPITAL

GBL | CAPITAL

GBL Capital (formerly known as Sienna Capital), the group's alternative assets activity, provides additional sources of diversification to GBL's portfolio

Introduction	118
Net asset value evolution	118
Key figures	119
External funds and co-investments	120
Digital external funds and co-investments	125
Sienna funds and co-investments	129



**% of
GBL's portfolio**

Portfolio review

GBL Capital

4.4.1 Introduction

At year-end 2022, GBL Capital's NAV represented approximately EUR 2.5 billion and comprised mainly investments in external funds (including private equity, hedge funds and venture capital) as well as direct investments and co-investments in companies for amounts up to EUR 250 million.

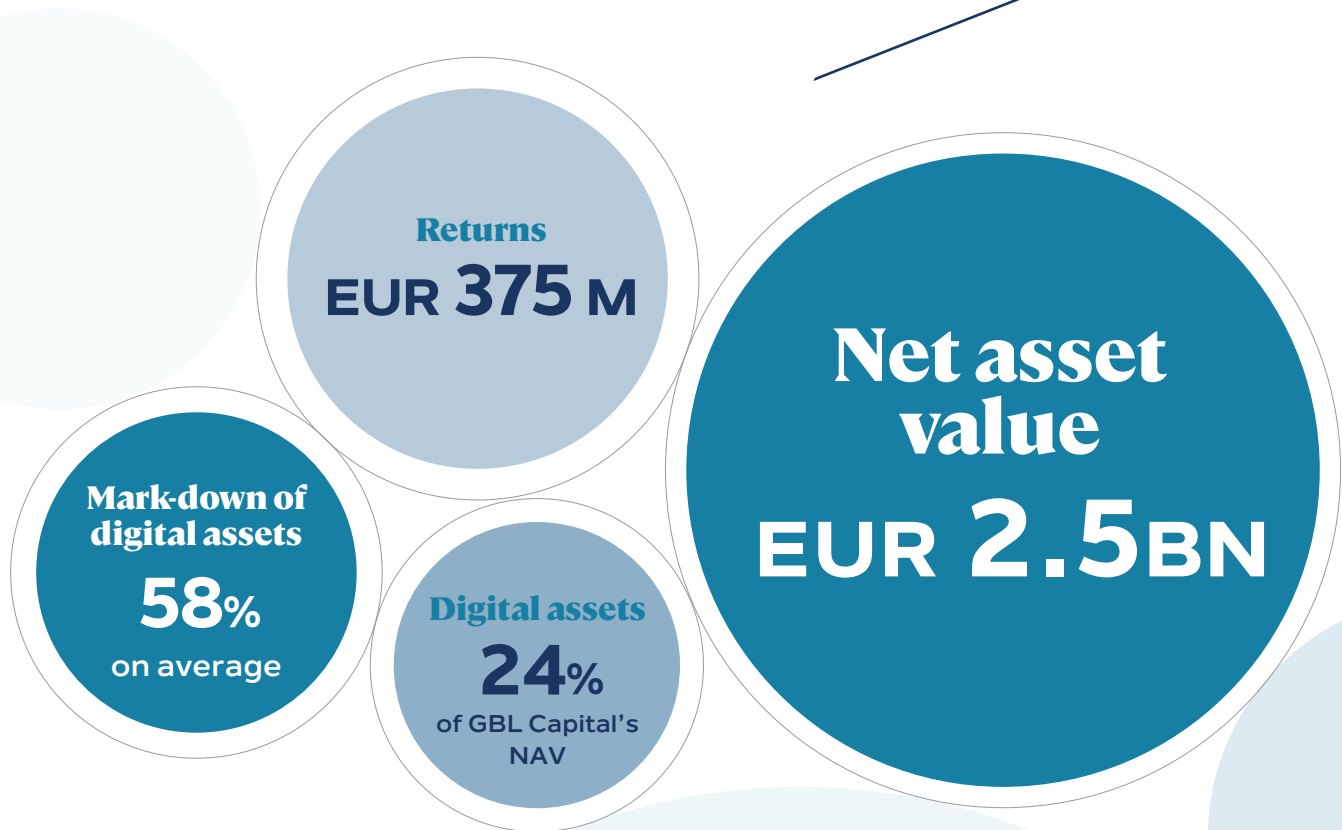
Since its creation in 2013, this activity has grown rapidly and contributed to GBL's cash earnings. At year-end 2022, GBL Capital's NAV was impacted by the conservative mark-downs of digital assets in the second and third quarters. Other asset classes remained resilient, with investments in both external funds and direct/co-investments contributing to value creation. During the year, capital was deployed in new opportunities after several successful exits.

Over the next two years, GBL Capital intends to support Sienna Investment Managers' initiatives and funds with total seeding of EUR 800 million.

4.4.2 Net asset value evolution

IN EUR MILLION	NAV December 31, 2022	Value creation	Returns	Investments	NAV December 31, 2021
External fund managers and direct/co-investments	1,790	115	(372)	109	1,937
Digital external fund managers and direct/co-investments	603	(836)	(3)	245	1,196
Sienna funds and co-investments	143	(1)	(0)	144	0
TOTAL	2,535	(722)	(375)	498	3,134

4.4.3 Key figures



Portfolio review

GBL Capital

4.4.4 External funds and co-investments

												Total external funds & co-investments
Year of initial investment	2005	2018	2002	2013	2019	2015	2020	2020	2015	2014	2020	2002-2022
Share in GBL Capital's portfolio	16%	16%	12%	7%	5%	5%	3%	3%	2%	2%	0%	71%
IN EUR MILLION												
In 2022												
New commitment	1	-	25	-	-	-	-	-	-	-	-	26
New capital invested	37	-	53	0	12	1	5	-	-	1	0	109
Returns	73	-	140	66	10	17	(0)	7	34	24	-	372
Value creation	26	0	35	36	19	2	2	10	(11)	1	(5)	115
IN EUR MILLION												
As of December 31, 2022												
Total commitment	965	250	573	293	163	105	96	50	150	75	7	2,726
Total capital invested	918	250	473	277	116	105	70	50	150	66	7	2,482
Remaining commitment	106	-	99	16	46	-	26	-	-	9	0	303
Total returns	1,094	-	522	300	19	44	-	7	168	54	-	2,208
NAV as of December 31, 2022	408	400	308	169	132	127	81	66	58	41	-	1,790
NAV as of December 31, 2021	418	400	360	199	111	140	74	64	104	63	5	1,937
AuM	514	400	408	185	178	127	107	66	58	50	0	2,093

ERGON
CAPITAL

Funds

Profile

- Created in 2005, Ergon Capital Partners (“ECP”) is a private equity fund operating in the mid-market segment. It makes equity investments from EUR 25 million up to EUR 75 million in leading companies with a sustainable competitive position in attractive niche markets located in Benelux, Italy, Iberia, France, Germany, and Switzerland.

GBL Capital & Ergon

- ECP I was founded in 2005 with shareholders consisting of GBL and Parcom Capital, a former subsidiary of ING, and with EUR 150 million in assets under management. In 2007, these same shareholders backed a second fund, ECP II, in the amount of EUR 275 million. GBL also supported a third fund of initially EUR 350 million, which was later successfully increased to EUR 500 million.
- Ergon closed its fourth fund, ECP IV, at EUR 581 million with a diverse and high-quality LP base, of which GBL Capital for EUR 200 million.
- GBL Capital receives certain preferential financial terms in relation to its support of ECP IV.

Valuation

- Valuation is based on the International Private Equity and Venture Capital Valuation Guidelines (“IPEV Guidelines”).

Financial year 2022

- ECP III closed the sale of Indo to Apax-owned Rodenstock. Indo is a manufacturer of ophthalmic lenses and distributor of optical equipment.
- GBL Capital received EUR 56 million in returns from ECP III in 2022.
- ECP IV is 98% invested and currently has 11 portfolio companies, including the most recent acquisition of Dental Services Group, a market-leading dental chain with a strong regional footprint in North Rhine-Westphalia, Western Germany.
- ECP IV called a further EUR 36 million from GBL Capital in 2022 bringing the total invested to EUR 194 million.
- GBL Capital received EUR 17 million in returns from ECP IV.

Portfolio review

GBL Capital

Co-investments

- opseo: a leading German ambulant care provider. GBL Capital has committed a total of EUR 45 million in opseo, of which EUR 39 million has been called. The NAV of GBL Capital's investment in opseo stands at EUR 61 million.
- svt: a leading player in the European Passive Fire Protection ("PFP") products market. GBL Capital has committed a total of EUR 47 million in svt, of which EUR 35 million has been called. The NAV of GBL Capital's investment in svt stands at EUR 39 million.
- Telenco: a French player in telecom equipment for copper and fiber optic networks. GBL Capital has committed a total of EUR 5 million in Telenco, fully called. The NAV of GBL Capital's investment in Telenco stands at EUR 9 million.
- Palex: the largest distributor of MedTech equipment and solutions for hospitals and laboratories. GBL Capital committed a total of EUR 5 million in Palex. During 2021, Palex was exited and distributed EUR 16 million to GBL Capital, implying a 3.2x net MoIC.



Co-investment

Profile

- Founded in 1871, Upfield is a global leader in plant-based nutrition owning brands, including Becel, Flora, Country Crock, Blue Band, I Can't Believe It's Not Butter, Rama and ProActiv. The company operates in 95 countries around the globe and is the number one global producer of plant-based spreads. Upfield's six business units cover Northwest Europe, Southwest Europe, Central/Eastern Europe, North America, Middle/Latin America and Asia/Africa.

GBL Capital & Upfield

- In July 2018, GBL Capital invested EUR 250 million alongside KKR and other co-investors into Upfield, its first co-investment. GBL Capital is represented on the Board of Upfield by a member of GBL's investment team.

Valuation

- The valuation is based on industry-accepted valuation methodologies, primarily consisting of an approach based on projected results and market multiples. The valuation of GBL Capital in Upfield is EUR 400 million.

Financial year 2022

- Upfield has performed strongly through the introduction of price increases which have negated most of the inflation of raw materials and logistics costs.



Funds

Profile

- Created in 2002 on the initiative of Power Corporation of Canada, Sagard invests in companies valued at more than EUR 100 million that are leaders in their markets, primarily in French-speaking European countries.
- Sagard enables entrepreneurs to sustainably expand into new geographies or markets.

GBL Capital & Sagard

- GBL agreed to invest in the first Sagard fund (Sagard 1) for EUR 50 million. During 2006, GBL committed an initial EUR 150 million in the fund's successor, Sagard 2, reduced to EUR 102 million at year-end 2021.
- In 2013, GBL Capital participated in the launch of Sagard 3 by committing EUR 218 million, reduced to EUR 192 million at year-end 2021.
- In 2020, GBL Capital committed EUR 150 million to support the launch of Sagard 4 (mid-cap strategy).
- GBL Capital receives certain preferential financial terms in relation to its support of Sagard funds.

Valuation

- Valuation is based on IPEV Guidelines.

Financial year 2022

- Sagard 4 closed with EUR 825 million of commitments, above its target of EUR 800 million, and recently closed the acquisition of Audensiel, a leading French IT services company.
- Sagard distributed EUR 140 million to GBL Capital following, among others, the disposals of Climater and Safic-Alcan.

Co-investments

- Ceva: a French multinational veterinary pharmaceutical company created in 1999. GBL Capital has committed a total of EUR 25 million in Ceva, of which EUR 25 million has been called. The NAV of GBL Capital's investment in Ceva stands at EUR 36 million.
- Ginger: a French leader in prescription engineering, specializing in soil and environmental engineering, materials testing, and the health of structures and buildings. GBL Capital has committed a total of EUR 25 million in Ginger, of which EUR 24 million has been called. The NAV of GBL Capital's investment in Ginger stands at EUR 26 million.
- ADIT: a leading player in strategic intelligence. GBL Capital has committed a total of EUR 25 million, of which EUR 25 million has been called. The NAV of GBL Capital's investment in ADIT stands at EUR 25 million.

Portfolio review

GBL Capital



Funds

Profile

- Kartesia offers liquidity and credit solutions to mid-sized European companies, while providing a higher stable return to its investors. More generally, Kartesia wishes to facilitate the participation of institutional investors and major individual investors in the European LBO debt market, by offering them exposure to highly-rated, resilient and diversified credit through primary, secondary or rescue financing operations carried out with duly selected mid-sized companies.

GBL Capital & Kartesia

- KCO III closed at EUR 508 million while KCO IV closed at EUR 870 million. GBL Capital committed EUR 150 million to each of these funds. Since GBL Capital's first investment, the team has raised over EUR 3.4 billion.
- In exchange for providing Day 1 capital to support the launch of Kartesia, GBL Capital receives certain preferred economics.

Valuation

- Assets are valued by an external expert with an internal valuation committee reviewing and approving the valuation to ensure the most appropriate fair market value for each investment.

Financial year 2022

- Both funds are in harvesting mode. They returned a total of EUR 66 million and did not call any capital during the period.

CARLYLE (CIEP II)

Funds

Profile

- Carlyle International Energy Partners ("CIEP II") is part of Carlyle's Natural Resources group. CIEP II is headed by Marcel Van Poecke, a prominent and successful energy entrepreneur and investor. The primary aim of the fund is to invest in energy assets outside of North America at attractive entry multiples.

GBL Capital & CIEP II

- In 2019, GBL Capital committed USD 55 million into CIEP II alongside its investment in CEPSA.

Valuation

- Investments which are quoted, listed or traded on or under the rules of a recognized market are valued at the closing price. The fair market value of any non-marketable investments shall be calculated not less frequently than annually and shall initially be determined by the AIFM in good faith and in accordance with GAAP.

Financial year 2022

- CIEP II acquired Altadia, the largest global manufacturer of intermediate products for the production of ceramic tiles.
- The fund continues to perform well and GBL Capital received EUR 4 million in returns from CIEP II during the year, due to distributions from Sierra Col and CEPSA.



Co-investment

Profile

- CEPSA is a privately-owned Spanish, fully-integrated energy company. The company operates in many European countries (headquartered and mainly operated in Spain) as well as globally. CEPSA is involved in activities across the full supply chain of energy production, from exploration and production to refining and selling the product through its petrol stations. The investment is one of The Carlyle Group's largest buyouts and is split across multiple funds.

GBL Capital & CEPSA

- GBL Capital committed USD 110 million alongside The Carlyle Group into CEPSA and USD 55 million into their second energy fund, CIEP II.

Valuation

- In accordance with Luxembourg law, the valuation of the assets is performed at fair value according to international market standards and validated by the AIFM, with the support of external agents as required.

Financial year 2022

- CEPSA had a robust performance in 2022.
- CEPSA distributed EUR 6 million to GBL Capital.

Portfolio review

GBL Capital



Funds

Profile

- BDT Capital Partners has raised over USD 23 billion across its investment funds and has created and manages more than USD 10 billion of co-investments from its global limited partner investor base.
- The firm's affiliate, BDT & Company, is a merchant bank that works with family- and founder-led businesses to help them achieve their objectives.
- BDT & Company provides solutions-based advice and access to a world-class network of business owners and leaders.
- Founded in 2009 by Byron Trott, BDT serves as a trusted advisor to closely-held companies and owners with world-class capabilities across a variety of areas, including M&A, capital structure optimization, strategic and financial planning, family office, philanthropy and social impact and next generation transition and development.

GBL Capital & BDT Capital Partners

- In 2015, GBL Capital committed USD 108 million to BDT Capital Partners Fund II ("BDTCP II").

Valuation

- Investments are valued in a manner consistent with U.S. generally accepted accounting principles ("GAAP"), considering the Fair Value and Disclosure Topic of ASC 820, Fair Value Measurement.

Financial year 2022

- BDTCP II acquired a stake in Culligan, a global water treatment services provider, and closed its acquisition of Waterlogic, with the combined entity generating USD 2.4 billion of annual revenues.
- BDTCP II also exited its position in JDE Peet's, providing EUR 17 million in returns for GBL Capital.

C2 CAPITAL PARTNERS

Funds

Profile

- C2 Capital Global Export-to-China Fund is the first fund of C2 Capital Partners, with anchor investment by the Alibaba Group.
- The fund invests mainly in companies focused on the production of consumer goods with a high export demand potential to China.

GBL Capital & C2 Capital

- GBL Capital committed USD 110 million to the fund in 2020.

Valuation

- Listed securities are valued at their last traded prices.
- Private investments are valued based on various methodologies including public company comparables, precedent transaction multiples and discounted cashflow analysis.

Financial year 2022

- C2 Capital Global Export-to-China Fund has total investor commitments of USD 410 million, of which USD 290m has been invested in 5 portfolio companies.
- C2 Capital invested in Eat Just, a manufacturer of plant-based egg products and government-approved cultured meat products.

4

Portfolio review

GBL Capital

KKR – others

Co-investments

GBL Capital has co-invested in several deals (beyond Upfield) alongside KKR:

- Wella: a global hair and nail care business. GBL Capital has committed a total of EUR 25 million in Wella, fully called. The NAV of GBL Capital's investment in Wella stands at EUR 33 million, with EUR 7 million returned to GBL Capital;
- Elsan: a group of private hospitals in France. GBL Capital has committed a total of EUR 25 million in Elsan, fully called. The NAV of GBL Capital's investment in Elsan stands at EUR 33 million.

PrimeStone

Funds

Profile

- PrimeStone was established in 2014 by three former Partners from The Carlyle Group, specializing in buy-outs, and who have worked and invested together across Europe for more than 20 years. PrimeStone has a strategy of constructive and active management in mid-sized, listed, European companies that have significant value creation potential through strategic, operational or financial improvement. PrimeStone creates value by taking a long-term perspective, adopting an active approach and having a significant influence over its underlying investments through a constructive dialogue with Boards and management teams.

GBL Capital & PrimeStone

- GBL Capital invested EUR 150 million in February 2015.

Valuation

- Investments which are quoted, listed, or traded on or under the rules of a recognized market are valued at the closing price.

Financial year 2022

- PrimeStone distributed EUR 34 million in 2022, following the partial redemption of GBL Capital's investment in the fund.



Funds

Profile

- Mérieux Equity Partners is an AIFM management company owned by Mérieux Développement, an affiliate of Institut Mérieux, and by the management team and it is dedicated to venture capital and growth/buy-out equity investments within the healthcare and nutrition sectors. The companies in its portfolio benefit from privileged access to the industrial, commercial and scientific networks of Institut Mérieux's subsidiaries in France and worldwide in compliance with the regulatory authorities. Institut Mérieux is an established industrial holding with global network in the healthcare and nutrition sectors.

GBL Capital & Mérieux Equity Partners

- In 2014, GBL Capital committed EUR 75 million dedicated to the two funds managed by Mérieux Equity Partners, Mérieux Participations and Mérieux Participations 2. GBL Capital benefits from certain favorable financial terms for its support of Mérieux Participations and Mérieux Participations 2.

Valuation

- Valuation is based on IPEV Guidelines.

Financial year 2022

- Mérieux Participations 2 has completed a total of 15 investments to date, for an aggregate amount of EUR 133 million.
- Mérieux Participations 2 has exited 6 companies. GBL Capital received EUR 24 million in returns in 2022.

Portfolio review

GBL Capital

4.4.5 Digital external funds and co-investments

	Human Capital	B A C K E D	MARCHO PARTNERS	SAGARD New Gen	PROALPHA	ILLUMIO	468 Capital	STRIPES	COMMUNE	Globality	Q pollen	Other digital direct co-investments	Other digital funds	Total digital external funds & co-investments
Year of initial investment	2021	2017	2019	2020	2022	2021	2021	2022	2021	2021	2019	2021	2021	2017-2022
Share in GBL Capital's portfolio	7%	5%	3%	2%	2%	1%	1%	1%	0%	0%	0%	1%	1%	24%
INEUR MILLION in 2022														
New commitment	158	-	-	-	43	-	-	94	-	-	-	-	141	435
New capital invested	118	10	-	1	43	-	16	17	-	-	24	-	15	245
Returns	-	2	-	1	-	-	-	0	-	-	-	-	-	3
Value creation	(18)	(10)	(308)	2	-	1	0	(2)	2	(97)	(236)	(171)	0	(836)
INEUR MILLION As of December 31, 2022														
Total commitment	248	90	175	50	43	23	50	94	10	100	91	180	203	1,356
Total capital invested	189	74	175	40	43	23	16	17	10	100	91	180	20	979
Remaining commitment	58	16	-	10	-	-	34	76	-	-	-	-	183	377
Total returns	-	8	16	1	-	-	-	0	-	-	-	-	-	25
NAV as of December 31, 2022	183	139	69	44	43	25	17	15	12	10	-	24	20	603
NAV as of December 31, 2021	83	142	378	41	-	24	-	-	10	107	212	195	5	1,196
AuM	241	156	69	54	43	25	50	91	12	10	-	24	203	980

Human Capital

Funds

Profile

- Human Capital is a hybrid organization combining an engineering recruitment agency and a VC Fund. The firm was founded by two Stanford University students who identified a significant demand for high-quality engineers in high-growth startups.
- The fund invests mainly in US technology companies sourced through its ecosystem and VC talent agency.

GBL Capital & Human Capital

- GBL Capital committed USD 59 million to Human Capital IV in 2021 and USD 150 million to Human Capital V in 2022.
- Human Capital V has deployed 61% and Human Capital IV has deployed 100% of the fund.

Valuation

- Listed securities are valued at their closing price. For securities which are actively traded over the counter but not on a national securities exchange or comparable foreign national market, the value shall be deemed to be the mean between the last bid and asked prices. If there is no active public market, the valuation will be performed based on alternative valuation methods taking into consideration any factors relating to the company and the markets deemed appropriate.

Financial year 2022

- GBL Capital committed USD 150 million to Human Capital V, of which USD 94 million has been called in 2022 to fund investments that the fund made during the period.

Co-investments

- Commure: a San Francisco-based company building tools for developers to accelerate healthcare software innovation. GBL Capital has invested a total of EUR 38 million in Commure. The NAV of GBL Capital's investment in the company stands at EUR 31 million.
- Transcarent: a consumer-directed health and care experience for employees of self-insured employers and their families. GBL Capital has invested a total of EUR 17 million in Transcarent. The NAV of GBL Capital's investment in the company stands at EUR 18 million.

Portfolio review

GBL Capital

BACKED

Funds

Profile

- Backed LLP is a technology-focused venture capital fund manager based in London.
- The investment team of millennials backs a new generation of European entrepreneurs. They have developed a founder support model, providing teams with leadership training.
- Backed LLP currently manages three funds, with Backed 1 LP and Backed 2 LP initially investing in seed stage deals whilst Backed Encore 1 LP invests in later stage follow-on rounds of more established companies already invested in via Backed 1 LP and/or Backed 2 LP.

GBL Capital & Backed

- As part of a long-term agreement, GBL Capital committed (i) EUR 25 million in September 2017 into Backed 1 LP; and in 2019 (ii) EUR 25 million into Backed 2 LP and (iii) EUR 25 million into Backed Encore 1 LP.
- Additionally, in 2021, GBL Capital increased its commitment to Backed 2 LP by EUR 5 million and to Backed Encore 1 LP by EUR 10 million.

Valuation

- Valuation is based on IPEV Guidelines. It is audited on a yearly basis by an internationally-recognized audit firm.

Financial year 2022

- Backed 1 is no longer deploying capital and is focusing on building its portfolio.
- Backed 2 is almost fully invested following the position taken in LadderTX (a biotech research company) and DXOS (a developer of the first decentralized corporate cloud).
- Backed Encore 1 invested in FabricNano (designer of artificial cells) and BCB Group (Europe's leading crypto business banking partner).

MARCHO PARTNERS

Funds

Profile

- Marcho Partners is a technology-focused investment firm that targets companies outside the US and China. Launched in 2019, by a Silicon Valley entrepreneur with almost 20 years of investing experience, the first fund takes both long and short positions on public technology equities over two- to five-year time horizons. Marcho Partners believes that technology companies in the “rest of world” have the highest growth potential over the next decade.

GBL Capital & Marcho Partners

- As part of a long-term agreement, GBL Capital committed EUR 150 million in a long-short fund in July 2019. In 2020, GBL Capital committed a further EUR 25 million in a long-only fund launched by Marcho Partners.
- In exchange for its support of Marcho Partners, GBL Capital benefits from certain favorable financial terms.

Valuation

- Investments which are quoted, listed or traded on or under the rules of a recognized market are valued at the closing price.

Financial year 2022

- Both of Marcho Partners' funds suffered as a result of the global sell-off in technology growth stocks sparked notably by rising interest rates and concerns over rising inflation.



Funds

Profile:

- Sagard NewGen aims to support the development of leaders in the technology and healthcare sectors. Sagard NewGen targets small-cap companies that are dedicated to healthcare and well-being, information technologies and ecological transition.

GBL Capital & Sagard NewGen

- GBL Capital committed EUR 50 million to Sagard NewGen in 2020.

Valuation

- Valuation is based on IPEV Guidelines.

Financial year 2022

- Sagard NewGen had a new closing in December which brought total commitments to EUR 231 million with a final closing expected early in 2023.
- Sagard NewGen invested in DiliTrust, a leading EU SaaS publisher for enterprise legal management, and Horizon Software, a SaaS publisher that enables banks to automate and customize their electronic trading strategies.

Portfolio review

GBL Capital



Co-investment

- ProALPHA is a German company that provides enterprise resource planning (“ERP”) and adjacent software to SMEs with a focus on the manufacturing and wholesale sectors in the DACH region.
- GBL Capital has invested alongside ICG. GBL Capital invested a total of EUR 43 million. The NAV of GBL Capital’s investment in the company stands at EUR 43 million.

Illumio

Co-investment

- Illumio is a pioneer in zero trust segmentation, isolating cyberattacks and preventing breaches from spreading across any data center or endpoint. GBL Capital has invested a total of EUR 23 million in Illumio. The NAV of GBL Capital’s investment in the company stands at EUR 25 million.

468 Capital

Funds

Profile

- 468 Capital is a German leader in early-stage tech investing. 468 Capital invests in all sectors and seeks companies with innovation capacity and strong growth potential. They have a focus on investments in emerging technologies, but also dynamic and innovative companies from the “old” economy.
- Additionally, 468 Capital “co-creates” or incubates tech and digital companies by bringing together financing, business models, and talents, leveraging its extensive network.

GBL Capital & 468 Capital

- GBL Capital committed EUR 50 million to 468 Capital Fund II in 2021. As an anchor investor in the fund, GBL Capital was able to negotiate preferred terms.

Valuation

- Valuation is based on the IPEV Guidelines. It is audited on a yearly basis by internationally-recognized audit firm.

Financial year 2022

- The fund had its final closing in November 2022.
- 468 Capital Fund II made 22 investments in 2022.

Stripes

Funds

Profile

- Founded by Ken Fox, Stripes is a fund which invests in growth stage consumer and software companies. Its philosophy consists of investing in companies which have “amazing products” with long-term growth potential.
- Stripes’ unique focus and expertise in consumer and software companies complement each other and create a highly differentiated lens to select and invest in future market leaders.
- Each fund invests in approximately 25 core positions and approximately 10 holds (i.e., winners in which they continue to reinvest).

GBL Capital & Stripes

- GBL Capital committed USD 100 million to Stripes VI in the first quarter of 2022. As a significant investor in the fund, GBL Capital makes up part of Stripes VI’s LP Advisory Capital.

Valuation

- Listed securities are valued at their closing price. For securities which are actively traded over-the-counter but not on a national securities exchange or comparable foreign national market, the value shall be deemed to be the average of the closing bid and ask prices. If there is no active public market, the valuation will be performed based on alternative valuation methods taking into consideration any factors relating to the company and the markets deemed appropriate.
- Digital assets that are tradeable on exchanges shall be valued at the last sale price on such exchanges and/or industry data sources. Other digital assets shall be valued at their last sales prices at their respective exchange or industry data sources. Digital assets for which market quotations are not readily available shall be valued at fair value as determined in good faith by or under the General Partner’s direction.

Financial year 2022

- GBL Capital has committed USD 100 million to Stripes VI, of which USD 18 million has been called.
- The fund has invested in six portfolio companies in 2022.

Portfolio review

GBL Capital

CANYON

Co-investment

- Canyon is the world's largest DTC manufacturer of premium bicycles. GBL Capital has invested a total of EUR 10 million in Canyon. The NAV of GBL Capital's investment in the company stands at EUR 12 million.
-

Globality

Co-investment

Profile

- Globality is a Silicon Valley-headquartered tech company co-founded by Joel Hyatt and Lior Delgo to connect global companies with the best suppliers at the right price for sourcing services.
- Through its AI-powered Platform and Smart Sourcing technologies, Globality is bringing digital transformation to the sourcing industry. Globality's AI digital solution replaces the archaic analog request for proposal, efficiently and effectively scoping needs, managing demand, matching companies with outstanding suppliers that meet their specific service needs and cutting the sourcing process from months to hours while delivering savings of at least 20%.

GBL Capital & Globality

- GBL Capital committed EUR 100 million in a Series E round of funding of Globality to fuel its rapid growth by investing in additional AI technology capabilities. It also directly supports the company's efforts to increase its global scale and capacity, add world-class talent to the engineering, product and client teams, and expand its marketing and sales programs to acquire additional enterprise customers and channel partners.

Valuation

- Depending on the circumstances, the valuation is based on the latest cost of investment, the latest fundraising round if it is a more recent valuation, or even the expected realized value in function of market data and operational and financial projections specific to the company.

Financial year 2022

- The valuation of the investment in Globality was reduced by 91% to EUR 10 million.
-

Other direct digital investments

GBL Capital invested in two digital companies:

- Klarna: a Swedish fintech company providing online financial services such as payments for online storefronts, direct payments, and Buy-Now-Pay-Later. GBL Capital has invested a total of EUR 12 million in Klarna, and the NAV of its investment in the company stands at EUR 3 million;
 - Cosmetics company (identity undisclosed), in which GBL Capital invested EUR 168 million, and is valued at EUR 22 million, (i.e. an 88% mark-down from year-end 2021).
-

Other investments in digital funds

GBL Capital invested in several other digital funds, including:

- Griffin Gaming Partners: a venture capital firm that focuses on early- and late-stage investments in the gaming sector;
 - South Park Commons ("SPC"): a technology-focused fund manager that incubates and invests in seed and Series A+ opportunities;
 - Innovius Capital: a growth stage fund based in California with a focus on fintech and B2B software companies;
 - ICONIQ Capital: founded in 2011 as a family office for Silicon Valley families and entrepreneurs, it has grown to over USD 80 billion in AuM as of year-end 2022. GBL Capital has committed USD 150 million to ISP VII which allows "entrepreneurs to back entrepreneurs" in the enterprise software, fintech and healthcare IT sectors.
-

Portfolio review

GBL Capital

4.4.6 Sienna funds and co-investments

Sienna Private Equity							Total Sienna funds & co-investments
EightAdvisory	ECT	Sienna Private Credit Funds	Sienna Multistrategy Opportunities Fund	Sienna Venture Capital	Other Sienna Branded Funds		
Year of initial investment	2022	2022	2022	2022	2022	2021	2021-2022
Share in GBL Capital's portfolio	3%	0%	1%	1%	0%	0%	6%
IN EUR MILLION in 2022							
New commitment	85	65	94	40	10	-	294
New capital invested	85	-	27	20	10	1	144
Returns	-	-	-	-	-	-	-
Value creation	-	-	(0)	(0)	(1)	(0)	(1)
IN EUR MILLION As of December 31, 2022							
Total commitment	85	65	94	40	10	15	310
Total capital invested	85	-	27	20	10	1	144
Remaining commitment	-	65	67	20	-	14	166
Total returns	-	-	-	-	-	-	-
NAV as of December 31, 2022	85	-	27	20	9	1	143
NAV as of December 31, 2021	-	-	-	0	-	-	0
AuM	85	65	94	40	9	15	309

GBL Capital has invested in Sienna Investment Managers' funds and co-invested alongside these funds, thereby contributing to the development of Sienna Investment Managers' activity, with, in particular:

- two investments under Sienna Private Equity: Eight Advisory and ECT;
- investments in several funds under Sienna Private Credit;
- investments in Sienna Venture Capital.



EightAdvisory

Profile

- Eight Advisory is a consulting firm specialized in transaction services, restructuring advisory, transformation, and financial engineering. Started in France, Eight Advisory is now a pan-European business with 13 offices, 82 Partners and more than 720 employees.
- Eight Advisory ambitions to double size in five years.

Sienna Private Equity & Eight Advisory

- The investment in Eight Advisory closed in July 2022.
- Sienna Private Equity has 3 representatives on the Board of Eight Advisory.

Valuation

- Valuation is based on IPEV guidelines.

Financial year 2022

- Results were robust and in line with budget.



Profile

- ECT is a leader in storage of inert soils procured by the construction industry mainly during excavation.
- ECT, founded in 1998, initially operated in Île-de-France and is now developing in several other regions in France as well as in other countries. The group pursues geographical expansion under the brand Landify.

Sienna Private Equity & ECT

- Sienna Private Equity, together with CNP ("Compagnie Nationale à Portefeuille"), entered into exclusive negotiations to acquire a majority stake in the capital of ECT in October 2022. The transaction was closed in February 2023.
- Sienna Private Equity and CNP will control 100% of ECT's Board.

4.5 SIENNA INVESTMENT MANAGERS

**Delivering innovative
solutions with purpose**

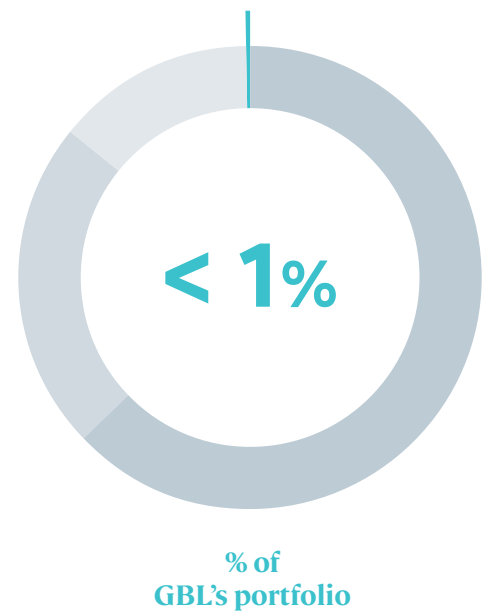


Sienna Investment Managers is a multi-expertise asset manager with a long-term perspective, offering a full range of investment strategies with a strong ESG focus



4

Introduction	132
Highlights 2022	133
Key figures	134
Net economic result	135
Areas of expertise	135



4.5.1 Introduction

Thanks to the support and experience of GBL, Sienna Investment Managers ambitions to become a European leader in alternative third-party asset management. In doing so, Sienna Investment Managers would expand GBL's value creation perspectives given the sector's strong expected growth. Its product range spans multiple asset classes to provide investors (institutional, retail, wealth management and private) relevant solutions in any market environment. Over the next two years, Sienna Investment Managers intends to seed various initiatives and funds with a total of EUR 800 million from GBL Capital.

In early 2022, Sienna Investment Managers integrated the teams of L'Etoile Properties, Acofi Gestion and Malakoff Humanis Gestion d'Actifs (now known as Sienna Real Estate, Sienna Private Credit and Sienna Gestion) and passed the EUR 30 billion mark in assets under management. The first half of the year was also marked by the arrival of two investment teams offering complementary expertise in private equity and venture capital, as well as other market-leading talents.

In the second half of the year, Sienna Investment Managers' teams made their first deals, in private equity and venture capital, in particular. Separately, Sienna Investment Managers further expanded its range of expertise with the launch of Sienna Multi-Manager Private Equity, dedicated to investment in funds of funds, primaries, secondaries and direct co-investments.

At the end of the year, Sienna Investment Managers had 280 employees and a presence in Luxembourg, London, Paris, Hamburg, Frankfurt, Madrid, Amsterdam, Seoul and Zurich.

4.5.2 Highlights 2022

March

Sienna Investment Managers completes the acquisition of a majority stake in Malakoff Humanis Gestion d'Actifs ("MHGA"), renamed Sienna Gestion, as part of the long-term strategic partnership established with Malakoff Humanis in the field of retirement and employee savings in France.

Sienna Investment Managers acquires Acofi Gestion (renamed Sienna Private Credit), a player in specialized financing for companies, professional real estate, public infrastructure and energy transition.

Sienna Investment Managers passes the **EUR 30 billion** mark in assets under management

July

Sienna Private Equity, a newly-created expertise, takes a minority stake in Eight Advisory, a leading financial and operations advisory firm specializing in transactions, restructuring, transformation and financial engineering.

September

Sienna Venture Capital, founded in July 2022, makes its first investment with a minority stake in Hourly, an insurtech offering payroll and workers' compensation insurance services for small businesses with hourly workers. **1**

October

Sienna Private Equity and CNP announce that they have entered into exclusive negotiations to acquire a majority stake in the capital of ECT, a player in the circular economy, from Chequers Capital. The transaction closed in February 2023. **2**

Paul de Leusse is appointed CEO of Sienna Investment Managers.

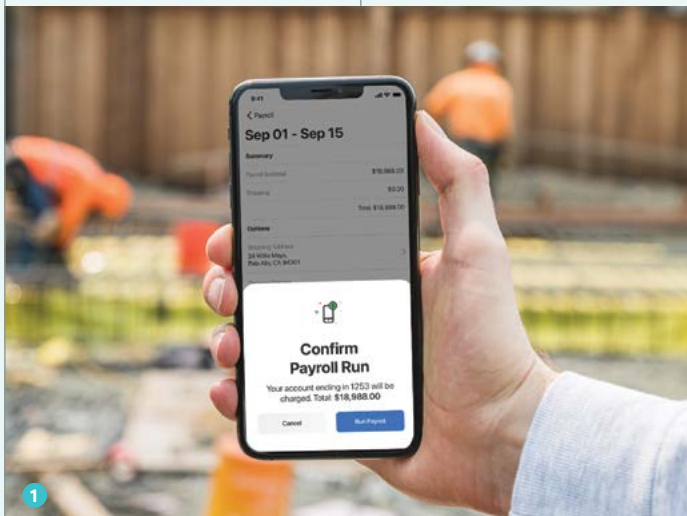
Sienna Investment Managers provides to its clients SALT, a new innovative portal to centralize their digital interactions with the management company.

November

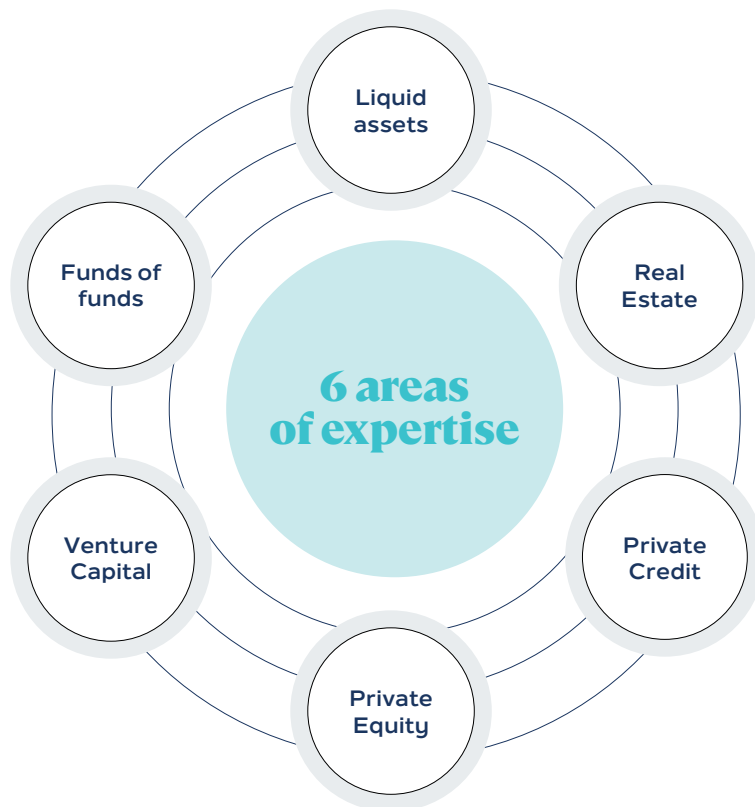
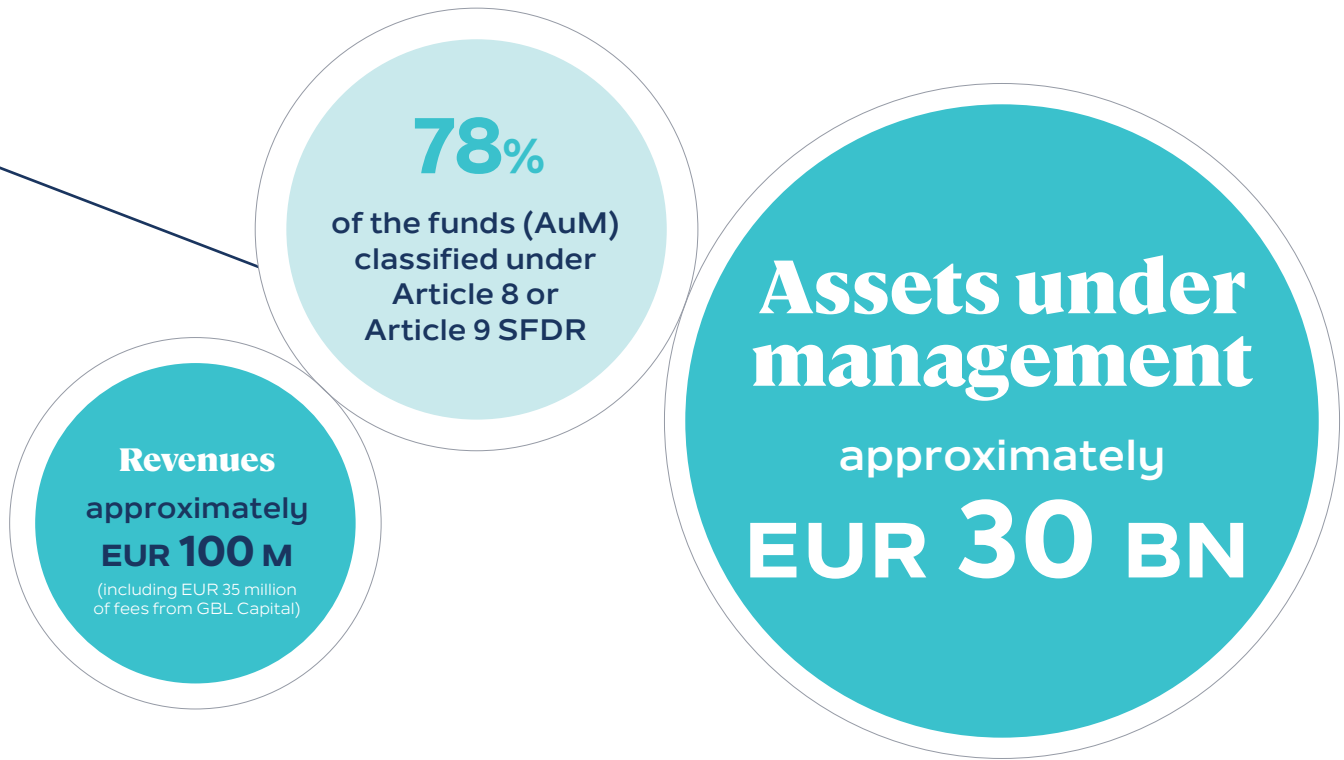
Sienna Venture Capital makes its second investment by acquiring a minority stake in an Israeli foodtech company that has developed a patented technology capable of enhancing the sweetness of sugars, resulting in a substantial reduction in sugar consumption of up to 50%. The ESG impact is significant, given the link between sugar and type 2 diabetes.

December

The ESG policy is put in place. It confirms Sienna Investment Managers' ambitions on social, climate and biodiversity issues as well as the SFDR Article 8 positioning for all new investment products.



4.5.3 Key figures



Portfolio review

Sienna Investment Managers

4.5.4 Net economic result

IN EUR MILLION	December 31, 2022
Revenues	99 ⁽¹⁾
Operating expenses	(115)
Deal expenses	(2)
EBITDA	(18)
Financial results	(0)
Other	(22) ⁽²⁾
NET ECONOMIC RESULT	(40)

(1) Including EUR 35 million of fees from GBL Capital
(2) Includes a EUR 15 million impairment

In 2022, Sienna Investment Managers pursued the development of new strategies and significantly increased its revenues from EUR 35 million in 2021. Exceptional items linked to the setup and ramp-up of Sienna Investment Managers as a third-party asset manager, together with an impairment, impacted the net economic result.

4.5.5 Areas of expertise

Sienna Investment Managers is now structured around six areas of expertise: Sienna Gestion, Sienna Real Estate, Sienna Private Credit, Sienna Private Equity, Sienna Venture Capital and Sienna Multi-Manager Private Equity.

Sienna Gestion

Sienna Gestion, formerly Malakoff Humanis Gestion d'Actifs ("MHGA"), a long-standing player in third-party asset management, offers multi-asset investment solutions (e.g., money market, bonds, equities) aimed at promoting environmental and social impact investment for private and institutional investors. At end 2022, Sienna Gestion managed approximately EUR 19 billion and had approximately 60 employees. Sienna Gestion joined Sienna Investment Managers in March 2022.

Sienna Real Estate

Sienna Real Estate, formerly L'Etoile Properties, is a pan-European investment manager with offices in Amsterdam, Hamburg, Paris, Madrid, London, and Seoul. For over 30 years, Sienna Real Estate has been a long-term partner to international investors, accompanying them through the entire real estate investment cycle. Sienna Real Estate currently manages real estate assets valued at approximately EUR 7 billion, supported by the expertise of nearly 125 employees. Sienna Real Estate joined Sienna Investment Managers in 2021.

Sienna Private Credit

Sienna Private Credit, formerly Acofi Gestion, designs and structures investment solutions to meet the needs of institutional investors. Its initiatives focus mainly on financing real assets and direct lending to actors in four sectors of activity: commercial real estate, collateralized corporate financing, infrastructure (primarily renewable energy) and the public sector with local authorities and public health institutions (excluding the French state). At end December 2022, Sienna Private Credit was managing nearly EUR 2.6 billion in assets with over 45 employees. Sienna Private Credit joined Sienna Investment Managers in March 2022.

Sienna Private Equity

Sienna Private Equity, the entity dedicated to direct investments in private equity, targets mid-market European companies operating in the leisure, business services, healthcare/well-being, operational real estate and niche industrials sectors. This activity was launched in May 2022.

Sienna Venture Capital

Sienna Venture Capital invests in early-growth companies and startups that are transforming their sectors and society at large by following their vision "Tech for Purpose." The team is based in Paris, with an international network in the major technology hubs in Europe, the US, China and Tel Aviv. This activity was launched in July 2022.

Sienna Multi-Manager Private Equity

Sienna Multi-Manager Private Equity brings together Sienna Investment Managers' expertise in funds of funds (primary and secondary) and co-investments. The main focus of this activity is to support investment strategies in line with long-term trends or sector consolidation. This activity was launched in the second half of 2022.

Portfolio review

Portfolio reconciliation with IFRS consolidated financial statements

4.6 PORTFOLIO RECONCILIATION WITH IFRS CONSOLIDATED FINANCIAL STATEMENTS

Portfolio review

Portfolio reconciliation with IFRS consolidated financial statements

As of December 31, 2022, GBL's portfolio included in the net asset value amounted to EUR 19,535 million (EUR 22,713 million as of December 31, 2021). The table below details its components in relation to GBL's consolidated financial statements:

IN EUR MILLION	December 31, 2022	December 31, 2021
Portfolio value as presented in:		
Net asset value	19,535.1	22,712.5
Segment information (Holding) - pages 221 to 226	11,200.4	15,878.9
<i>Investments in associates and joint ventures</i>	90.2	89.7
<i>Other equity investments</i>	11,110.2	15,789.2
Reconciliation items	8,334.6	6,833.6
Fair value of GBL Capital and Sienna Investment Managers, consolidated in the Sienna segment	2,654.6	3,181.9
Fair value of Imerys, consolidated using the full consolidation method in IFRS	1,686.5	1,695.8
Fair value of Webhelp, consolidated using the full consolidation method in IFRS	1,720.8	1,553.2
Fair value of Canyon, consolidated using the full consolidation method in IFRS	439.1	348.6
Fair value of Affidea, consolidated using the full consolidation method in IFRS	995.6	-
Fair value of Sanoptis, consolidated using the full consolidation method in IFRS	711.2	-
Valuation difference of Parques Reunidos between net asset value (fair value) and IFRS (equity method)	200.8	146.3
Valuation difference of GEA between net asset value (capped at the exchange price for the shares underlying the exchangeable bonds) and IFRS (fair value)	-	(91.0)
Holcim valuation difference between net asset value (valued at forward sales proceeds, cum dividend) and IFRS (fair value)	(72.7)	-
Reclassification of ENGIE shares, included in gross cash in 2016 and shown under other equity investments	(1.2)	(1.2)

4

CHAPTER 5

An aerial photograph of a rowing team in a long, narrow boat on dark water. The boat is yellow and black. Five rowers are visible, wearing white tank tops and blue shorts. They are all pulling their oars, which have white blades with red and blue stripes. The water is dark green, and the boat leaves a white wake. The text 'ESG' is overlaid in the bottom left corner.

ESG

5.1	Our approach	140
5.2	A responsible company	144
5.3	GBL ACT	148
5.4	A responsible investor	150
5.5	Notes to the ESG section	157
5.6	PwC reasonable assurance report	182



5.1 OUR APPROACH

5.1.1 Our commitment

GBL is an established investment holding company, with over sixty years of stock exchange listing. As a leading European investor, focusing on long-term and sustainable value creation and relying on a stable and supportive family shareholder base, GBL maintains a diversified high-quality portfolio composed of global companies, leaders in their sector, to which it can contribute to value creation by being an engaged professional investor.

Over our long investment horizon, environmental, social and governance (“ESG”) factors, including climate change, resource management or diversity, have the potential to be significant drivers of risks or opportunities to profitability and shareholder value. A comprehensive investment strategy which accounts for long-term trends requires management to rigorously engage in reconciling short term versus long term risks and opportunities.

In our view, shareholder value is inextricably linked to the proactive integration of ESG factors into company culture and strategy. GBL believes that organizations that are agile and able to anticipate, manage and integrate ESG factors into their strategy are more likely to create and to preserve value over the long term.

As a patrimonial and engaged investor, GBL believes that responsible management is key to ensure the best interests for its shareholders and stakeholders, as it supports sustainable growth of portfolio assets and long-term value creation.

In that context, ESG considerations are fundamental to the way GBL conducts business, mainly in its investment activities, but also notably as a company, an employer and a contributor to the communities in which it operates.

5.1.2 Our responsible management approach

As an investment holding company, GBL has adopted a **twofold approach to its responsible management**:

- **GBL as a responsible company:** GBL promotes ESG responsibility and awareness among its teams and has a non-significant (or “non-material”) direct social and environmental impact, as presented in section 5.1.4;
- **GBL as a responsible investor:** GBL’s material impact is primarily indirect, i.e. through the companies composing its portfolio. Incorporating ESG factors into its investment analysis, within both the acquisition process and portfolio monitoring, enhances performance over the long term.

GBL’s responsible management approach has thus been structured on each of these levels through the identification of the most relevant stakeholders and the materiality assessment of ESG factors.

GBL’s mid-term ESG objectives and related key performance indicators have been defined similarly, as presented in the following sections.

5.1.3 Stakeholders

GBL’s stakeholders have been identified based on their impact on the group’s activities. GBL has an ongoing dialogue with them, notably through the following interactions.

GBL as a responsible company	GBL as a responsible investor
<ul style="list-style-type: none"> – Employees: day-to-day relationships – Reference shareholders: meetings of the Board of Directors and its Committees – GBL’s shareholders: general assembly meetings – Analysts: primarily meetings held after the communication of annual and half-year results – Institutional investors: roadshows – Community: direct engagement through philanthropic actions – Regulator: compliance with regulations in force and applicable to GBL 	<ul style="list-style-type: none"> – Portfolio companies: meetings of corporate governance bodies, general meetings

5.1.4 Materiality assessment

In 2019, GBL conducted a materiality assessment, notably based on the group's continuous engagement and interactions with its key stakeholders and their expectations, to identify the material areas of ESG focus.

Through this materiality assessment, risks were mapped. In 2022, GBL reviewed this materiality assessment. No changes have been made and GBL will continue to review it on a tri-annual basis.

GBL as a responsible company				GBL as a responsible investor		
Materiality	Environmental	Social	Governance	Environmental, Social and Governance		
			<ul style="list-style-type: none"> - Board and Management diversity - Corporate governance - Ethics & Integrity 	Subsection 5.2.1	As a patrimonial and engaged investor focused on long-term value creation in a sustainable manner, GBL embedded ESG responsibilities at all stages of the investment process	Subsection 5.4
		Employee-related matters: <ul style="list-style-type: none"> - Diversity and inclusion - Training and development 	Subsection 5.2.2			
	GBL considers its impact on the environment non-material as a result of: <ul style="list-style-type: none"> - No production or distribution activities - A limited headcount of around 60 people 	Subsection 5.2.3 <ul style="list-style-type: none"> - Community involvement - Human rights 	Subsection 5.2.2			
High risk/Prioritize	Medium risk/Manage	Low risk/Monitor				

5.1.5 Reporting framework

GBL's choice of reporting frameworks mirrors the twofold responsible management approach described in section 5.1.2.

GBL as a responsible company

The non-financial reporting is inspired by the United Nations Global Compact framework ("UNGC"), to which GBL formally committed in 2018. Adhering to the UNGC and its 10 principles (covering human rights, labor, environment and anti-corruption) allowed GBL to cover all general areas that could be impacted by its activities. This report covering FY2022 has been prepared in accordance with the Global Reporting Initiative Standards ("GRI"): Core Option (refer to pages 178-179 for the GRI content index) and Sustainability Accounting Standards Board's ("SASB") Financial Sector - Asset Management & Custody Activities (refer to page 180 for the SASB content index). GBL's climate achievements are reported under the Task Force on Climate-related Financial Disclosures requirements ("TCFD") (refer to page 181).

GBL as a responsible investor

Having a long-term and through-the-cycle approach to investing, GBL recognizes the importance of ESG factors in its investment decisions and portfolio monitoring. Since 2020, GBL licenses and applies the SASB Materiality Map® General Issue Categories to develop its responsible investment strategy and its process for integrating ESG into investment practices. GBL has been a signatory of the Principles for Responsible Investment ("PRI") since 2018 and has been reporting annually under this framework on its ESG integration practices.

GBL’s statutory auditor, PwC, performed a review of the non-financial information as disclosed in the ESG report and verified that it includes all the information required by article 3:32, §2 of the Code on companies and associations, and is in accordance with the consolidated financial statements for the financial year ended December 31, 2022. PwC does not however express an opinion on compliance with the international frameworks mentioned in the directors’ report on the consolidated financial statements.

PwC has provided ISAE 3000 reasonable assurance on selected environmental and social KPIs, marked with a Greek small letter beta (β) in the Annual report 2022 and presented in accordance with the reporting scope, definitions and methodology outlined in this chapter.

5.1.6 Key performance indicators

GBL’s management approach entails the measurement and monitoring of its ESG actions through key performance indicators (“KPIs”). ESG KPIs are derived from the group’s key areas of achievements (or “ESG Objectives”).

Since 2018, ESG KPIs have been deployed over a three-year period and approved by GBL’s Board of Directors. New KPIs related to the implementation of the ESG Policy have been approved by the Board of Directors of March 11, 2021 and reviewed by the Board of Directors of March 9, 2023. They will be reviewed annually and in case of changes in the ESG Policy.

These mid-term objectives follow the twofold approach presented in section 5.1.2. The KPIs monitored by GBL as a responsible company and as a responsible investor are presented in the Notes to the ESG section on page 157. The ESG KPIs retained as part of the variable compensation scheme are presented in the corporate governance chapter on page 42 to 45.

5.1.7 Responsibilities

Board of Directors and CEO

GBL’s Board of Directors reviews and approves the ESG strategic orientations, ESG Policy, projects, resources, performance, reporting and related processes.

The CEO is responsible for the monitoring of the compliance with ESG Policy through a yearly assessment of the performance and efficiency of actions undertaken to pursue GBL’s long term commitments and objectives.

The Governance and Sustainable Development Committee, in addition to its traditional tasks, reviews and assesses ESG issues related to GBL acting as a “company” (see section 5.2).

The Audit Committee reviews and assesses on a yearly basis the risks inherent to GBL, including an ESG-specific risk assessment performed as part of the portfolio monitoring process (see section 5.4).

ESG Lead

The direct responsibility for ESG matters has been delegated to the Head of ESG. GBL believes however that, in addition to giving the tone at the top, proper ESG integration requires widespread workforce engagement, as corporate culture is key to ensure alignment with the group’s strategy.

All corporate functions are therefore involved, primarily:

- the investment team in charge of deploying GBL’s ESG approach as a responsible investor at each stage of the investment cycle;
- the Head of Communication; and
- the General Secretary and the legal and human resources departments in charge of social and governance matters at the GBL level.

5.1.8 Policies

As a long-term and listed investor, GBL has developed (i) an ESG Policy (“ESG Policy”), (ii) a Diversity & Inclusion Policy (“D&I Policy”), (iii) a Code of Conduct & Ethics (the “Code”), (iv) a Corporate Governance Charter (the “Charter”), (v) a Code of Conduct for Suppliers (the “Supplier Code”) and (vi) a Philanthropy Policy (“Philanthropy Policy”).

Policies	Purpose
ESG Policy	The ESG policy reflects the core values that guide GBL on environmental, social and governance issues. It presents the commitments and implementation guidelines for the teams.
D&I Policy	The D&I Policy supports and facilitates a diverse and inclusive environment that embraces differences and recognizes their benefits. These differences can be notably age, gender, sexual identity and orientation, disability, ethnicity, cultural and religious backgrounds.
Code of conduct & ethics	The Code provides guidance in conducting business activities in accordance with the highest legal, ethical and professional standards. It is made available to all employees and the Directors, and notably covers compliance, responsible management, conflicts of interest, anti-corruption and anti-bribery, relations with third parties, respect at work and non-discrimination.

ESG

Our approach

Policies	Purpose
Corporate Governance Charter	The Charter brings together all of the company's corporate governance rules and particularly the principles governing the conduct of GBL's Directors and its Committees, as well as these bodies' operating rules. This document also includes the Dealing Code, which defines the rules applicable to transactions in GBL shares.
Supplier Code	The Supplier Code set out the obligations of suppliers of products and services, intermediaries and independent contractors, as well as their employees and representatives, when dealing with GBL or is wholly owned subsidiaries, Directors, employees and authorized representatives.
Philanthropy Policy	The Philanthropy Policy offers the framework for GBL's philanthropic activities and articulates GBL's community involvement around three key pillars: education, health and environment.

GBL is committed to responsible and transparent communication toward its stakeholders. The ESG Policy, the D&I Policy, the Code, the Charter, the Supplier Code and the Philanthropy Policy are available on its website and form the reference framework applicable to GBL and its holdings. GBL employees are regularly updated on the group's policies.

GBL has also developed its ESG reporting protocol, which defines the methodology, scope and coverage of non-financial data communicated in the ESG report. It includes the definition of KPIs and describes how data is collected, aggregated and reported to ensure consistent, accurate, complete and balanced reporting from year to year.

5.1.9 Scope

The ESG Policy scope of application ("ESG Scope") applies to GBL and its direct and indirect wholly-owned subsidiaries ("GBL as a responsible company").

GBL's portfolio companies identify and address their ESG impacts and associated risks within the framework of their own internal controls and of their governance. We invite our stakeholders to refer to the institutional ESG communication of these companies for more information, in particular on their main commitments in terms of sustainable development and their long-term vision and strategy. The companies within GBL's portfolio are included in the ESG Scope under the "GBL as a responsible investor" approach.

The table below summarizes the ESG Scope.

GBL as a responsible company	GBL as a responsible investor
GBL and its direct and indirect 100%-owned subsidiaries	Listed assets: – adidas, GEA, Holcim, Imerys, Mowi, Ontex, Pernod Ricard, SGS, Umicore
	Private assets: – Affidea, Canyon, Parques Reunidos, Sanoptis, Voodoo, Webhelp
	GBL Capital
	Sienna Investment Managers

Moreover, the Directive 2014/95/EU on non-financial reporting (the "Non-Financial Reporting Directive") (transposed into the Belgian law of September 3, 2017) covers GBL and its consolidated operating activities (detailed in pages 215-216) listed in the table below.

Imerys	"Our Commitments" on www.imerys.com
ECP III	www.ergoncapital.com/responsibility/
Webhelp	www.webhelp.com/esg/
Sienna Investment Managers	www.sienna-im.com/about/
Canyon	www.canyon.com
Affidea	www.affidea.com
Sanoptis	www.sanoptis.com

For the consolidated companies included in the table above that are subject to the Non-Financial Reporting Directive (i.e. Imerys) or the Regulation (EU) 2019/2088 on sustainability-related disclosures in the financial services sector (the "Sustainable Finance Disclosure Regulation") (i.e. ECP III), please refer to the non-financial information disclosed by these companies under applicable regulations.

For the consolidated companies included in the table above and that are not subject to the Non-Financial Reporting Directive or the Sustainable Finance Disclosure Regulation, a description of ESG risks and ESG risk management strategies can be found in the Notes to the ESG Section on pages 166 to 177 as well as on their respective websites.

5.2. A RESPONSIBLE COMPANY

5.2.1. Governance

a) Board and Management diversity

Commitment

GBL is committed to the proper application of corporate governance provisions. GBL strives to apply diversity to the composition of its governance bodies and this notwithstanding the presence of a controlling shareholder. Therefore, with regards to the selection of new Directors and Management, GBL does not tolerate discrimination of any kind in accordance with the D&I Policy.

Implementation

To strengthen its governance, GBL has reduced the number of members of its Board of Directors in recent years, which currently stands at 13. In addition, GBL has gradually strengthened the presence of women on its Board of Directors, which now counts five women. GBL respects the quota of a third of its Directors of a different gender from the rest of the Board required by the law of July 28, 2011, which aims at ensuring diversity within the Boards of Directors of listed companies.

The company strives to ensure that members of the Board of Directors and the Management have various complementary backgrounds in the financial, industry and services sectors and from the international academic world. The composition of the Board of Directors and the profiles of its members are detailed in the Governance section on pages 29 to 37.

In addition, the Board of Directors ensures the presence and contribution of independent Directors in sufficient number and quality, thus ensuring all shareholders' interests.

The average age of Directors fell from 64 years (end of 2013) to 59 years (end of 2022).

b) Corporate governance

Commitment

GBL believes that sound corporate governance is essential to generate long-term sustainable returns and is committed to the highest standards of governance. Responsibilities for ESG are described in section 5.1.7.

The rules of conduct for the members of GBL's Board of Directors and of its Committees, as well as the rules governing the functioning of these bodies, are laid out in the Charter (see page 37).

Implementation

The Board of Directors assesses its own performance every three years based on an individual questionnaire. This questionnaire concerns the size, composition and collective performance of the Board of Directors, as well as the actual contribution of each Director and the Board of Directors' interaction with the CEO. Furthermore, the non-executive Directors meet annually, in the absence of the CEO, to review their interaction with the Management.

c) Ethics & Integrity

Commitment

GBL is committed to carrying out its business ethically and in accordance with all applicable laws. This includes the prohibition on the use of illegal practices, including bribery, corruption and market abuse to obtain or retain a commercial advantage.

GBL's core values and business principles are specified in the Code which further indicates to whom all employees can refer should any question or insecurity arise. The Code indicates limits and elements to be considered for the full compliance to local regulations as well as anti-corruption practices supported by the group.

Implementation

Ethics and integrity are embedded into GBL's day-to-day activities as reflected by the following actions:

- all employees and Directors are given access to the ESG Policy, the D&I Policy, the Code, the Charter and the Supplier Code;
- yearly training courses are organized for all employees to (i) raise their awareness of GBL's corporate values and related anti-corruption practices and (ii) require them to comply with these policies. In 2022, no incidents related to corruption were reported with regard to GBL and its employees;
- a whistleblowing process is in place within GBL. All employees can exercise their right to report in a secure manner a violation (actual or potential) of the Code. The reporting is confidential and without any retaliation risk;
- with regard to conflicts of interests, GBL's policy is detailed on pages 38 and 48 of the Governance section;
- any invitation or gift offered or received should remain within acceptable limits in accordance with the Code;
- GBL refrains from making any contribution of a political nature and is not involved in lobbying activities;
- GBL complies with the General Data Protection Regulation, a dedicated European Union regulation entered into force on May 24, 2018. GBL ensures that personal data is protected and that employees receive periodic training.

ESG

A responsible company

d) IT security & cybersecurity

Commitment

Due to the current trend of digitization including but not limited to cloud computing, it is critical for GBL to ensure that access to network, IT systems and data is assured at all times and that GBL is well prepared to prevent IT systems failure and/or major information security or cybersecurity incidents.

Implementation

The group has established procedures for all employees to handle potential IT security and cybersecurity threats:

- a clear escalation process is implemented which employees can follow in the event that an employee notices suspicious facts;
- continuity plans for data restoration are in place and tested on a regular basis;
- any potential information and/or cybersecurity breaches and incidents with high impact (potential or actual) are reported to the relevant governance and supervision entities as well as regulatory authorities.

5.2.2. Social

a) Employee-related matters

Commitment

GBL has a headcount of 60 full-time equivalents. This size allows dialogue to be based on proximity and trust between Management and associates.

As an employer, GBL acknowledges that value creation derives, among other things, from its ability to establish a pool of skilled talents adhering to GBL's ethical values without gender or background bias.

These talents are a major asset for GBL as an investment company.

GBL commits to the following principles:

- creating a positive and long-term working relationship with its employees;
- providing a diverse and inclusive workplace in which people are treated with respect and dignity as well as fairly;
- providing equal opportunities in employment, appointment and advancement based on appropriate qualifications, requirements and performance;
- ensuring a safe and healthy workplace environment, free from all forms of discrimination.

GBL's D&I Policy develops these principles and further indicates to whom all employees can refer should any question or doubt arise.

Implementation

GBL's commitment is overseen by the CEO and the Head of Human Resources. The group creates an environment where people are valued, supported and empowered to be successful both personally and professionally. This involves conducting annual and semi-annual assessments where the development opportunities and career objectives of each employee are discussed and reviewed. Furthermore, GBL gives all individuals the resources to develop their expertise and leadership skills, by supporting and providing training opportunities for their professional development. In 2022, GBL ensured that each employee's satisfaction is measured at least monthly. All GBL's employees are covered by a collective bargaining agreement.

b) Community involvement - GBL ACT

Commitment

GBL is convinced that it can be successful and create shareholder value only if it seeks to serve all of its stakeholders. This involves conducting business in a way that benefits the communities where GBL is established.

Implementation

In 2020, GBL updated its Philanthropy Policy, targeting projects developed in Belgium and articulated around the following three pillars:

- education;
- health;
- environment.

To complement this, GBL created a Philanthropy Committee in 2019 to select the supported projects. GBL employees have the opportunity to present projects that are then analyzed and reviewed by the Philanthropy Committee as described in the Philanthropy Policy.

2019	2022 EUR 2.0 million allocated for the year	2022 40 focused projects
Launch of GBL's new Philanthropy Policy and Committee	vs. EUR 3.8 million in 2021	vs. 42 in 2021

More details on GBL ACT projects carried out in 2022 can be found in the dedicated section of this report, page 148.

c) Human rights

Commitment

Under its commitment to the United Nations Global Compact initiative, GBL recognizes in particular the provisions offered by the United Nations Guiding Principles on Business and Human Rights and the Organisation of Economic Co-operation and Development (“OECD”) Guidelines for Multinational Enterprises.

GBL’s commitment to respect human rights is defined in its ESG Policy, D&I Policy and Code, and includes compliance with all applicable laws. The group endeavors to support and respect internationally proclaimed human rights.

Implementation

GBL believes that respecting and protecting human rights is fundamental to creating long-term sustainable value.

Human rights’ direct and indirect impacts are taken into account when dealing with business partners, if material and relevant.

Implementation efforts at the group level include raising awareness of all employees with regard to corporate values and related human rights aspects, including freedom of speech and opinion, access to fair compensation and absence of discrimination.

5.2.3. Environment

Commitment

As highlighted in the materiality assessment section (detailed on page 141), GBL has a non-material direct environmental impact.

In spite of this non-material environmental footprint, GBL recognizes its role in:

- promoting environmental values in its operations and in limiting any negative impact within its own scope of intervention; and
- acting as a professional investor by embedding in its investment cycle all ESG aspects and notably that regarding the environment, as described in section 5.4.

GBL is committed to complying with applicable environmental laws and regulations, and to addressing and assessing, where relevant and applicable, the foreseeable environmental impacts associated with its activities.

Implementation

As a responsible company, GBL is committed to continually reducing its already low direct impact on the environment and to minimizing its carbon footprint. At the level of its portfolio companies, GBL supports environmental management initiatives as described in section 5.4. Please refer to section 5.4.7 for a detailed insight on GBL’s climate commitments and implementation.

In its head office, GBL promotes leading energy efficiency, clean mobility, waste management practices and resources conservation.

- GBL’s head office building is currently being renovated with the aim to achieve HQE (“Haute Qualité Environnementale”), BREEAM Outstanding and CO₂ Neutral certifications. The renovation works are expected to be completed during 2023, and combined with the switch to 100% renewable energy sourcing, these initiatives will strongly contribute to reduce GBL’s energy consumption and its direct and indirect greenhouse gas emissions.
- From 2021 onwards, GBL has ruled out internal combustion engine vehicles from employees’ newly-acquired fleet of vehicles in favor of hybrid or electric vehicles. So far, 11 vehicles out of 38 have been converted from thermal to hybrid power engines.
- Finally, all GBL employees are expected to be mindful of the company’s environmental impact and to respect the commitments made in this area. Through its commitment to the environment, the group raises its employees’ awareness by promoting ecological gestures at the office such as the use of water fountains and paper reduction and/or recycling.



ESG

A responsible company

5.2.4. ESG competence building efforts

GBL ensures an adequate level of training and competence building efforts for the different functions involved in the implementation of its ESG Policy. Beyond the regular interaction with the Board of Directors on ESG topics as described before, a yearly ESG session is organized for the Board of Directors while GBL's executives and workforce benefit from periodic training sessions and presentations during their weekly meetings.

GBL strongly encourages its investment professionals to strengthen their ESG skills in understanding the link between financially-material sustainability information and a company's ability to create value. In that process, and beyond the internal trainings, GBL actively supports them to acquire the Fundamentals of Sustainability Accounting Credentials certification.

In order to promote ESG best practices and knowledge sharing, GBL aims to organize on a yearly basis an "ESG Day" gathering ESG professionals and executives from GBL and its portfolio of participations.

5.3. GBL ACT

In 2022, GBL ACT continued its involvement in civil society, contributing EUR 2.0 million to 40 projects in the fields of education, health and the environment.

Giving meaning to growth and paying it forward are key parts of our DNA.

These values also underpin our commitment to civil society and guide our sponsorship decisions.

By actively accompanying and supporting a number of projects in the fields of education, health and the environment, we want to make an impact and help build a better world for future generations.

This Philanthropy Policy is organized around four main themes, which determine both our choice of projects and how we support them.

- Firstly, our commitment starts at home: most of the projects we support are Belgian and have a positive effect on our society and everyone that lives here. Today and tomorrow.
- It is then translated there into concrete action. Our aim is not to interfere in how the projects are run. We simply want to support them financially and help them achieve their goals. We are, however, thrilled to participate and witness these good works in action when possible.
- We are in it for the long haul. Similar to our investment approach, we have a multi-generational perspective. While we know the importance of making an immediate impact, we prioritize sustainable projects with a long-term vision.
- Finally, our commitment takes shape through agile, coherent and responsible management. Because when we make a commitment, we are fully involved: resolutely, at all times, and by promoting direct contact, exchange and proximity.

GBL | A C T

**Acting today
for a better
tomorrow**

GOODPLANET

Raising awareness of water issues among elementary school children

Because water is a vital and fragile resource, the non-profit organization GoodPlanet created Water Classes in order to raise awareness of water issues among elementary school children and train them to become, at the end of the course, "responsible hydro-citizens". In 2020, GBL ACT decided to accompany GoodPlanet Belgium in this endeavor and was thus able to help train hydro-citizens in Wallonia, Brussels and Flanders. In 2022, among the 6,550 primary school students who have been trained, 1,650 primary six students have received their hydro-citizen diploma. For 2023, the goal of this project, supported by GBL, is to increase the number of hydro-citizens, seek new partnerships and make the existing partnerships in the three regions more sustainable.

www.goodplanet.org/en



CAFÉ JOYEUX

Promoting the integration of people with mental or cognitive disabilities and changing the way people look at disability

Café Joyeux is the first family of cafés and restaurants that employs people with mental or cognitive disabilities and whose profits are entirely reinvested in the cause. Café Joyeux's ambition is to put mental disability in the center of our daily lives, and to demonstrate that the Joyeux team members (employees on apprenticeships and permanent contracts) are capable of working in a typical environment and earning a living from it.

Supervised by specially-trained staff, the Joyeux team members are integrated into a “non-specific” work environment where they are in contact with the standard clientele of downtown cafés. This approach considerably favors their integration and autonomy and positively modifies customers' view of disability.

The vocation of Café Joyeux can be summarized as follows:

- daring to work together, with one's frailties;
- encouraging encounters, with their differences;
- cooking, serving and sharing with joy;
- opening hearts.

The economic model is also based on the roasting and sale of coffee beans, ground coffee or capsules and allows Café Joyeux to reach profitability and financial autonomy after three years, thanks to the team members' added value. All profits are used to finance subsequent operations.

GBL supported the first Belgian Café Joyeux which opened in Woluwé-Saint-Lambert in January 2023.

www.cafejoyeux.com/en



FONDS ERASME

Helping young infertile women realize their desire to become pregnant

The teams at Erasmus Hospital take care of more than a thousand infertile patients every year at the Fertility Clinic to help them realize their dream of having a child. The Laboratory of Medically Assisted Procreation (“MAP”) of Erasmus Hospital and the Faculty Laboratory of Research in Human Reproduction of the Université Libre de Bruxelles (“ULB”) join their efforts to offer the most innovative and adapted techniques to each future parent. They excel, in particular, in oncofertility techniques. As such, the Fertility Clinic was one of the first in the world to allow young women with infertility after cancer treatment to realize their dream of becoming pregnant.

GBL's support in 2021 and 2022 set in motion plans for a complete overhaul of the MAP lab and its relocation. The purchase of new incubators equipped with cameras to monitor the evolution of fertilized ovocytes and advances in genetics enable the selection of embryos that offer the best chance of a healthy child. The introduction in the near future of artificial intelligence at the heart of the laboratory offers great hope for further progress in predicting the potential of each embryo. Oncofertility treatments will be fully integrated into the new laboratory, which will be equipped with the most advanced technologies.

The new Fertility Clinic and its laboratory will move into their new premises at the beginning of 2024 at the Day Center of the Erasmus Academic Hospital.

www.erasme.ulb.ac.be/fr

Fonds
Erasmus
POUR LA RECHERCHE MÉDICALE



5.4. A RESPONSIBLE INVESTOR

5.4.1. Commitment

As a long-term investor, understanding ESG issues leads GBL to seek to reduce risks, to capture opportunities in portfolio management and to enhance GBL's investment performance over the long term. GBL believes that the integration of ESG factors into the investment analysis and management of its participations supports better risk-adjusted returns for its portfolio.

ESG integration is primarily carried out by the investment department. In coordination, the CEO, the Deputy CEO, the Investment Partners and the Head of ESG support investment analysis on the impact of ESG factors and conduct research on industry standards and best practices.

In that regard, we view the materiality framework developed by SASB as a key supporting framework to structure and develop GBL's proprietary approach of ESG risk analysis. Since 2020, GBL licenses and applies the SASB Materiality Map® General Issue Categories.



The Head of ESG and the investment team support GBL's role as an active and engaged owner. Paramount to its asset owner positioning, GBL seeks to build core shareholding positions with adequate governance. The potential to become a reference shareholder and exercise influence, the potential to gain Board representation and the ability to leverage a strong management team are clear and undisputed investment criteria for GBL that support directly its ability to work on ESG in a unique way alongside its portfolio of participations.

Considering the nature of its core business and its long-term investment horizon, GBL's ESG integration process encompasses all of the following key steps in the investment process:

- investment universe definition;
- pre-investment phase ESG risk identification;
- post-investment ESG integration and on-going portfolio monitoring;
- voting and stewardship;
- transparency and reporting.

5.4.2. Exclusion policy

GBL acts in accordance with domestic and international laws, bans, treaties and applicable embargoes to define its investment universe. Beyond these legal requirements, GBL will also consider the following exclusion criteria when assessing potential investments (please refer to the ESG Policy published on GBL's website for more details):

- controversial behavior and legally-required exclusions: as a signatory of the UNGC, and recognizing the provisions included in the United Nations Guiding Principles for Business and Human Rights and the OECD Guidelines for Multinational Enterprises, GBL will assess the behavior of organizations in accordance with these frameworks and exclude investments in organizations involved in severe breaches of these principles;
- controversial weapons: GBL excludes investments in organizations directly involved in the development, production, maintenance and trading of controversial weapons;
- pornography: GBL does not wish to be associated with any business where human rights are violated. GBL excludes direct investments in organizations involved in the pornography, prostitution and sex industries;
- tobacco: considering public health concerns associated with tobacco, but also human rights abuses, poverty impact, environmental consequences, and the substantial economic cost associated with tobacco, GBL excludes direct investments in organizations involved in the production, supply and sale of tobacco products;
- fossil fuels: as coal is the biggest contributor to climate change derived from human activity, GBL excludes direct investments (i) in organizations involved in the development of new thermal coal capacities in mining, production, utilities or transportation infrastructure, (ii) in organizations deriving more than 25% of their revenues in thermal coal transportation or thermal power generation without a climate strategy in line with the Paris Agreement. Considering the environmental damages, social cost and carbon profile associated with non-conventional oil and gas exploration and production and in particular oil sands, GBL excludes investments in organizations deriving more than 5% of their revenues from exploration and production, trading, storage or transportation of non-conventional oil and gas products.

The compliance of the existing portfolio of participations with the GBL Exclusion Policy is reviewed on an annual basis. We expect the management team and governance entities of our portfolio of participations to carefully assess their direct and indirect exposures to such controversial activities and to take appropriate actions in order to protect their reputation, license to operate, access to financial markets and shareholder returns.

ESG

A responsible investor

5.4.3. Pre-investment phase ESG risk identification

ESG integration starts with the identification and recognition of ESG risks at the early stage of the investment process. Potential investment targets are therefore initially screened for compliance with the exclusion policy described above and then potential eligible investment targets are screened under a two-step approach:

1. Initial ESG risk assessment using the GBL Proprietary ESG rating framework;
2. In-depth ESG risk assessment and due diligence.

ESG rating

The proprietary ESG rating framework supports ESG integration.

It leverages automated ESG rating production methodology to validate the relevance of an investment opportunity and potential further resource allocation. It opens the path to constructive discussions internally and with the targeted companies in the second stage of the ESG risk assessment and due diligence process.

This proprietary rating is structured around four dimensions to capture the different insights offered by ESG analysis: potential publicly-available external ratings, trends in external ratings, controversies and ESG materiality (structured around the SASB Materiality Map® General Issue Categories).

The GBL proprietary ESG rating gives direct access to key risks and achievements in the most critical part of the ESG spectrum such as corporate governance, controversies, climate and diversity risks or SASB Materiality Map® General Issue Categories related metrics.

GBL stands out for its strong focus on controversies (in absolute number and in severity) and the fact that since 2020, GBL licenses and applies the SASB Materiality Map® General Issue Categories in its assessment of ESG operational performance and of materiality.

The initial ESG risk assessment is produced in-house. It provides the investment team with a proprietary ESG risk rating on a scale from AAA (highest rating) to CCC (lowest rating). Companies with an ESG rating at B or CCC are excluded from the investment universe.

In-depth ESG due diligence

On the basis of the initial findings, the CEO can make the decision to further allocate resources and to conduct in-depth ESG due diligence on a potential investment. This analysis will be carried out internally by GBL's Investment team and GBL's Head of ESG with potential support from third-party specialists.

The scope of the due diligence and the nature of the work will be defined in reference to the SASB Materiality Map® General Issue Categories and industry knowledge. They typically include the following:

- **from an environmental perspective:** resource efficiency, pollution prevention and management, ecosystems and biodiversity, climate change, environmental supplier and procurement standards, environmental product responsibility, etc.;
- **from a social and governance perspective:** labor rights and working conditions, human rights and livelihoods, social supplier and procurement standards, business ethics and governance, customer and product responsibility, protection of sensitive data, etc.

The results of the in-depth ESG due diligence are integrated in the investment analysis, financial modelling and equity valuation process. The CEO submits to GBL's Board of Directors for decision the investment memo summarizing his recommendation and covering the ESG risk assessment.

5.4.4. Post-investment ESG integration

GBL has an engaged ownership approach in the companies in which it invests and ensures through direct engagement with their governance bodies that they are managed in a manner consistent with its responsible management philosophy, including its Code and ESG Policy.

Publicly-listed assets

In the case of listed assets, the findings of the ESG due diligence support the engagement with the governance bodies and the management of the invested company on potential ESG risks and opportunities.

Privately-owned assets

In the case of privately-owned assets, the ESG due diligence findings are taken into account in developing the action plan of the acquired asset. Particular attention is given to ESG responsibilities in the newly acquired entities. GBL ensures that the ESG responsibilities are clearly defined at the Board of Directors level and across the organization in order to ensure successful implementation of the ESG component of the action plan.

The ability of GBL's investment team to execute the action plan, including the ESG strategy, is paramount to the investment decision.

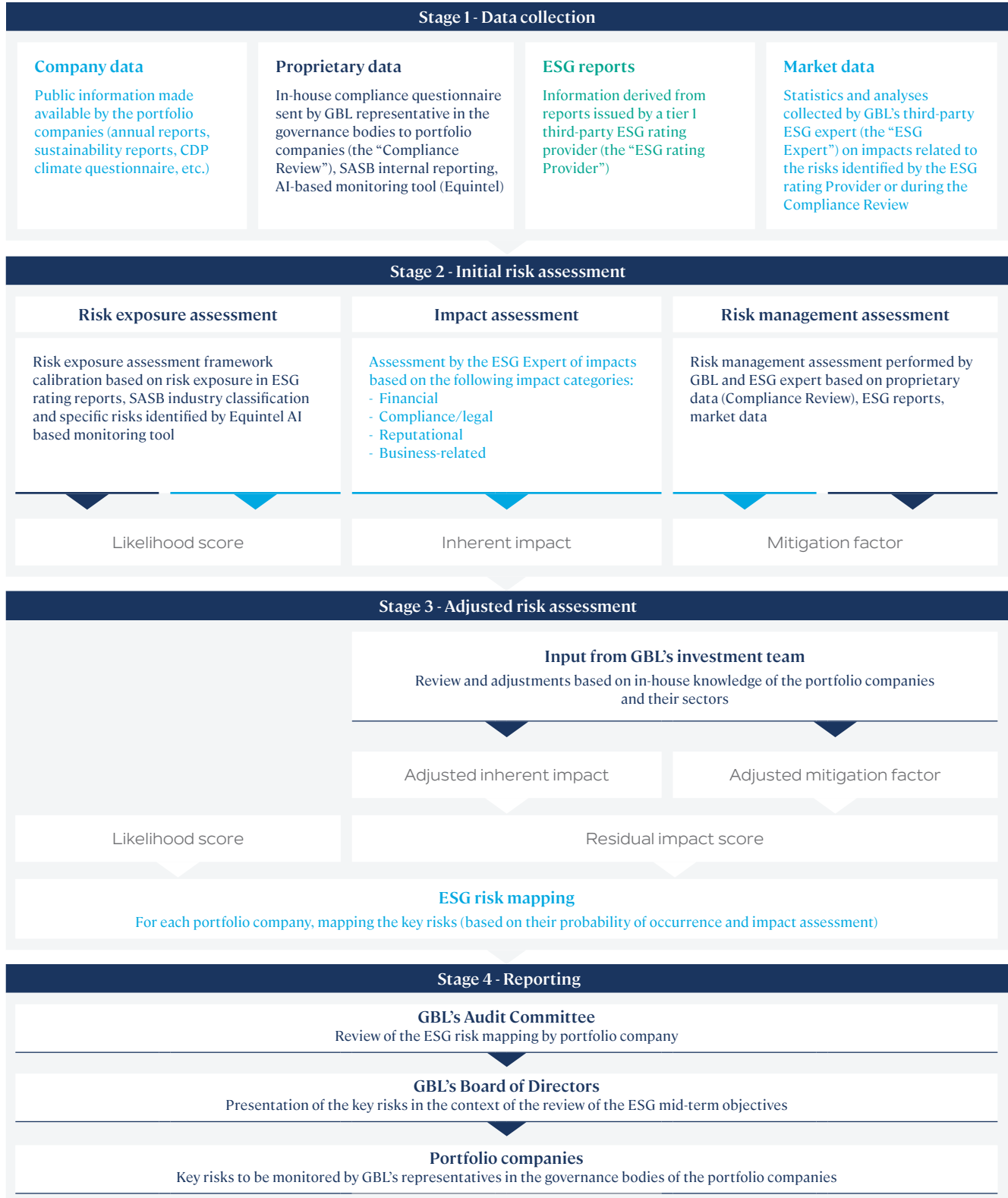
GBL Capital

The ESG integration approach is following similar key steps aligned with GBL's ESG integration policy. Each portfolio company and fund invested in by GBL Capital remain responsible for developing their own ESG policies, programs and KPIs.

GBL Capital's approach is highly dependent on GBL Capital's position in the transaction. For example, for direct investments, GBL Capital's influence is exerted directly on the company, yet depends on the shareholding position of GBL Capital (minority with or without a seat at the Board of Directors) while for co-investments, GBL Capital's involvement is exerted through the transaction's sponsor.

ESG
A responsible investor

ESG risk assessment



- Actions and analyses performed by GBL
- Analysis performed by the ESG Expert
- Assessment extracted from the ESG rating reports

ESG

A responsible investor

Ongoing ESG engagement with portfolio companies

Each portfolio company is responsible for developing its own ESG policies, programs and key performance measures. This is monitored by GBL's investment team as part of asset rotation guidelines. GBL believes that it is necessary to promote common or at least coherent and convergent guidelines on responsible management within its various participations.

In that respect, special attention will be given to key areas of achievements retained by GBL under its 2025-2030 ESG Commitments: governance, climate, diversity, transparency and access to sustainable finance. Beyond these core themes, company-specific situations will be identified and monitored via the periodic review of ESG risks and the resulting engagement activities.

In the case of an incident arising at a portfolio company and being reported to GBL through its governance bodies, monitoring will be ensured by GBL's representative(s) within the relevant governance body, with the assistance of the relevant advisers. Any significant incident will be discussed, reviewed and monitored by the relevant reporting levels at GBL (including the CEO, Deputy CEO, Chief Legal Officer, Investment Partners and Head of ESG).

Periodic review of ESG risks

In order to monitor appropriately its portfolio from an ESG perspective, GBL annually conducts an in-depth risk assessment of its portfolio companies. This risk assessment, the process of which is described on page 152, has been structured by GBL to combine information from third-party ESG rating reports and market information with proprietary data derived from (i) the in-house Compliance questionnaire provided by GBL and (ii) the knowledge and expertise of GBL's investment team on the portfolio companies and, more generally, their sectors.

In order to strengthen the dynamic and real-time nature of its ESG risk identification capabilities, GBL has also strengthened its periodic ESG risk review process with the development of an artificial intelligence natural language processing tool.

On that basis, and using the SASB Materiality Map® General Issue Categories in its work, GBL's ESG risk assessment covers a wide scope of ESG factors including:

- **from an environmental perspective:** efficiency in the use of resources, pollution prevention and management, ecosystems and biodiversity, climate change, environmental supplier and procurement standards, environmental product responsibility, etc.;
- **from a social and governance perspective:** labor rights and working conditions, human rights and remuneration standards, social supplier and procurement standards, business ethics and governance, customer and product responsibility, data protection and privacy, etc.

This assessment aims at identifying for each portfolio company key ESG risks, and, if assessed as material, (i) translating them into potential adjustments to the investment theses, (ii) reporting them to GBL's Audit Committee and ultimately to GBL's Board of Directors, and (iii) ensuring their monitoring by GBL's representatives through the governance bodies of the portfolio companies.

5.4.5. Voting and stewardship

As a long-term professional shareholder, GBL believes that promoting good corporate governance standards, social responsibility and environmental stewardship is an essential part of its ownership responsibilities.

Corporate governance relates to the functioning of the Board of Directors, supervision and control mechanisms, their inter-relationships and their relations with stakeholders. Good corporate governance creates the framework ensuring that a corporation is managed in the long-term interest of shareholders and of all stakeholders. Therefore, GBL expects all its participations to comply with high corporate governance standards.

Voting at the General Assembly is an integral part of this effort, and we intend to exercise our votes attached to all our investments. The analysis of the voting resolutions is carried out by the investment team considering the investment strategy for the portfolio company.

Considering our influence on our portfolio companies due to the relative size of our shareholding and our involvement in the various governance entities, we have the ability to preemptively assess, amend, adjust and validate in advance the content of the resolutions submitted for vote, and we will support them.

GBL management intends to participate physically in the shareholder meetings. However, depending on the conditions, GBL may also exercise its vote by mail, procuration or any electronic format compliant with the local regulation and legal dispositions.

5.4.6. Transparency and reporting

Transparency supported by leading international sustainability reporting frameworks

GBL complies with the relevant local and European regulatory requirements for non-financial disclosure in its financial communication. The disclosure of non-financial information under commonly accepted international frameworks supports an efficient allocation of capital.

GBL commits to produce transparent non-financial information under the Global Reporting Initiative ("GRI") Standards Core option, the Sustainability Accounting Standards Board ("SASB") standards and the Task Force on Climate-related Financial Disclosures ("TCFD") requirements.

GBL also expects its participations to disclose financially relevant and material ESG factors to allow investors to better understand, evaluate and assess potential risks and opportunities, including the potential impact of ESG factors on the company's performance. GBL supports the alignment of its participations' non-financial reporting practices with the SASB and TCFD requirements. Transparency shall also be enhanced by the implementation of an assurance process covering its data collection processes and the data quality.

ESG

A responsible investor

Beyond the non-financial information disclosure in regulatory filings and its annual report, GBL is also disclosing its achievements in responsible investment under the PRI annual reporting process and climate realization under the CDP annual reporting process. In the last PRI assessment (2021 reporting cycle released in November 2022), GBL obtained the following scores: 93/100 for the “Investment & Stewardship Policy” module, 100/100 for the “Direct - Listed equity - Active fundamental - incorporation” module, 97/100 for the “Direct - Private Equity” module and 58/100 for the “Direct - Listed equity - Active fundamental - voting” module.

GBL received an “A” score from the CDP (Climate) in 2022 (“C” in 2021). We encourage our stakeholders to refer to these submissions for more information on our practices and achievements.

Relationship with ESG rating companies and the role of sustainable finance

As a long-term institutional, patrimonial and engaged investor, GBL strives to build organizations that are agile and able to anticipate, manage and integrate ESG risks and opportunities into their strategy. We strongly believe in the ability of the financial markets to value such achievements.

GBL selectively focuses its interactions with rating agencies. In 2022, GBL has been rated “Negligible Risk” with an ESG rating of 9.4 by Sustainalytics and “A” by MSCI.

In 2022, S&P Global Ratings conducted the first ESG assessment of an investment holding company with GBL. GBL obtained a consolidated score of 82/100 with an ESG profile assessed at 75/100 and a “strong” opinion on the company’s preparedness to face ESG issues (+7 points).

Moody’s Investors Service has also granted GBL its highest Credit Impact Score “CIS-1” positive for the impact of ESG factors on credit rating in 2022 (“CIS-1” positive to “CIS-5” very highly negative).

We strongly encourage our participations to operate with such selectivity and to seek more direct pricing and validation of their ESG achievements by the financial markets via the issuance of sustainable finance products, in line with their financial needs and ESG capabilities. At the end of 2022, companies representing 61% of GBL’s portfolio value (excluding GBL Capital/ Sienna Investment Managers) had issued sustainable finance products (green bonds, sustainability bonds, sustainability-linked bonds, sustainability-linked credit facilities).

5.4.7. Climate change (TCFD)

Considering the challenges and threats of climate change, GBL publicly endorses the Paris Agreement under the United Nations Framework Convention on Climate Change (“UNFCCC”). GBL supports the adoption of the TCFD recommendations and the development of long-term adaptation and mitigation climate strategies for GBL and its portfolio of participations in order to progressively align financial markets with climate goals.

Governance

As part of the oversight of ESG risks and strategy, GBL’s Board of Directors is involved in the assessment of GBL’s and its portfolio of participations exposure to climate change risks and opportunities with a particular focus on the impact of GBL’s own operations on the climate, the impact of GBL’s investing activities on the climate and the climate-related risks and opportunities to GBL’s investment activities.

Considering the nature of climate risks, their structural impacts on the overall economy and potential impact on long-term asset valuations, GBL’s Board of Directors includes climate risk exposure and opportunities as a standard item in its overall assessment of the portfolio management strategy. The discussion of potential investments at Board of Directors’ meetings includes climate-related risks and opportunities. In that process, the Board of Directors is also supported by the annual review of ESG risks (cf. “ESG risk assessment”, pages 152-153), supervised by the Audit Committee. Finally, the most significant climate-related developments for GBL and its portfolio of participations are reported on average to the Board of Directors on a bi-monthly basis via the CEO’s letter to the Board.

Climate-related managerial responsibilities fall under a similar ESG organization as described in section 5.1.7 and in GBL’s ESG Policy document available on GBL’s website. Climate-related regulation monitoring, climate risk assessment in ESG due diligence prior to investment, portfolio companies’ engagement on climate risks and opportunities and climate achievements are an integral part of the ESG integration process supervised by GBL’s CEO, the Deputy CEO and the Head of ESG.

Strategy, business model, outlook

For GBL, as an investment holding company deploying permanent capital, the climate challenges and opportunities lie primarily in its ability to ensure alignment of its existing portfolio of participations to the long term carbon trajectory induced by the Paris Agreement and the investment in assets benefiting from this structural shift.

In 2012, GBL initiated the rebalancing of its portfolio with the objective of diversifying, reinforcing toward growth and resilience, and optimizing potential to create value over the long term. Over the last decade, GBL progressively exited its exposure to fossil industries (e.g., energy or utilities) to focus on sectors benefiting from mega trends shaping our economy: health, consumer experience, technology and sustainability.

ESG

A responsible investor

This rebalancing has made a significant contribution to the decarbonization of the portfolio, with the carbon intensity of GBL's portfolio divided by a factor of 10 between 2012 and 2022 (greenhouse gas emissions from scope 1 and scope 2 investments in relation to the NAV).

In 2021, as part of its ESG Policy, GBL adopted an exclusion policy to support the identification of climate-resilient investment opportunities. Under this exclusion policy, GBL typically excludes direct investments in the coal and non-conventional oil industries or in organizations active in the conventional oil industry and not benefiting from a clearly defined climate strategy aligned with the UNFCCC Paris Agreement (details on page 150, section 5.4.2).

Today, as described on pages 150 to 154, GBL's ESG integration approach to asset rotation is based on a continuous assessment of the potential of its portfolio to generate returns over the long term. From the pre-investment phase to the post-investment phase, climate risks and opportunities play a key role in the overall ESG assessment and investment decision:

- pre-investment phase: climate change risks and opportunities assessed as a standard risk through the due diligence process and the business case development;
- post-investment phase: monitoring of climate strategy and policy, transition risk assessment, physical risk assessment, ongoing engagement with the governance bodies of our investee companies on climate and Science Based Targets initiative ("SBTi") commitment, annual ESG risk review based in particular on the above-mentioned risk analyses (transition risk, physical risk) as well as biodiversity risk assessment, voting and stewardship, transparency and mandatory TCFD and CDP reporting requirements, and exit decision.

Due to the specific nature of its activities and its investment guidelines, GBL aims to hold reference shareholder positions in all its investee companies and will be actively engaged on these companies' Board of Directors, Strategic Committee, Audit Committee, Nomination & Remuneration Committee or Sustainability Committee. Through the governance bodies of its investee companies, GBL maintains a constant dialogue on climate risks and opportunities and ensures that they deliver on their commitments.

Illustrations

Some portfolio rotation decisions made over the past two years illustrate the integration of climate risks and opportunities in the portfolio rotation process and the evolution of GBL's model.

GBL reduced its stake in Holcim from 7.57% at the end of 2020 to 0% at the end of 2022⁽¹⁾. All other things being equal, this reduction in exposure to Holcim would result in an 85% decrease in GBL's emissions from investments scope 3 from 10.4 million tons of CO₂e (2020) to 1.6 million tons of CO₂e (May 2023e)⁽²⁾, and thus significantly supports the GBL portfolio's (overall carbon profile) and related climate mitigation risks.

In March 2021, GBL acquired a majority stake in Canyon, a leading and fast-growing German direct-to-consumer ("DTC") manufacturer of premium bicycles. Its strategic positioning in a growth sector is aligned with GBL's strategy of investing notably in companies that deliver growth whilst contributing to clean mobility and health and wellbeing solutions. Following initial discussions with Canyon's team, the development and implementation of an ambitious climate strategy for Canyon were quickly identified as a key initiative to support Canyon's future growth and access to new market segments. As a result of the progress made in 2022 in calculating its carbon footprint and identifying potential sources of GHG reductions, Canyon has committed to SBTi in December 2022. As part of this commitment, Canyon will refine its GHG reduction targets over the next 24 months.

Risk management

As highlighted in the materiality assessment section (detailed on page 141), due to the nature of its activity as an investment holding company, GBL has a non-material direct climate impact. In addition, GBL also committed to SBTi.

Therefore, for GBL as a responsible company and a listed issuer, climate-related risks and opportunities and their potential impact are almost negligible in the short term.

Overall, however, GBL as a responsible company and listed issuer does not expect a significant change in the potential impact of climate risks and opportunities on its own operations in the medium to long term.

For GBL as a responsible investor, climate risks are principally related to transition risk and the risk of physical impact on the assets operated by the participations.

The assessment and the monitoring of these risks are however an integral part of the overall ESG risk management process deployed by GBL along its investment process.

As highlighted above and in the graph on page 152, GBL conducts an annual ESG risk assessment of its portfolio of participations. Leveraging portfolio companies' data, proprietary data (e.g., in-depth climate physical risk assessments or biodiversity risk exposure), ESG reports and market data (typically the CDP annual questionnaire), climate risk exposure including the physical risk, potential climate impact and climate risk management practices are assessed to determine a likelihood score, the inherent impact and mitigation factors for every asset in GBL's portfolio. The adjusted risk assessment integrates GBL's in-house knowledge of the portfolio companies as well as the carbon profiles of their peers and sectors.

The results of this assessment are reported yearly to the Board of Directors. In the case of material climate risks identified in the context of this assessment, they are monitored by GBL's representatives in the governance bodies of the portfolio companies.

(1) The remaining 2.14% stake in Holcim has already been sold through forward sales with a maturity date in May 2023

(2) Estimates based on ownership percentages at year-end 2022 including the forward sale of Holcim and GHG data for financial years 2020 and 2021

ESG

A responsible investor

In order to deepen and broaden its climate risk assessment, GBL's Board of Directors launched in 2020 an in-depth analysis focusing on the transition risk and physical impact risk on its portfolio of participations. This assessment notably aims to (i) map the climate impact, (ii) identify the portfolio's maturity on this matter and its exposure to carbon pricing mechanisms, (iii) understand the portfolio's exposure to physical and climate transition risks and ultimately (iv) feed GBL's ESG risk management process and investment strategies.

By the end of 2022, all participations included in the initial scope of the three-year climate risk analysis program have been covered in accordance with GBL's commitments. These participations represent 86% of NAV (FY2022, excluding GBL Capital/Sienna Investment Managers) and 99% of GBL Scope 3 – emissions from investments have been covered. The assessment of the four other portfolio companies acquired since 2020 (Canyon, Voodoo, Sanoptis and Affidea) will be covered in 2023. The results of these assessments are shared with GBL's portfolio companies.

Under the different climate scenarios considered in the medium and long term⁽¹⁾ and even under high impact scenarios, the weighted percentage of EBITDA at risk (climate transition) for GBL and its portfolio is very low as well as its weighted exposure to climate physical risks thanks to: (i) a well-diversified portfolio; (ii) the ongoing structural reduction of its exposure to carbon assets and; (iii) underlying companies demonstrating strong climate resilience.

In 2021, climate transition and physical risk analysis have been also supported by a dedicated biodiversity risk analysis confirming the overall limited biodiversity risk exposure for GBL and its portfolio.

Using a tool based on artificial intelligence and data processing, GBL assessed the absolute consumption of biodiversity expressed in terms of equivalent land use and Mean Species Abundance (MSA), as well as the relative consumption of biodiversity per unit of capital employed. On this basis, three different categories were identified: (i) companies with little or no exposure to biodiversity risks and which do not require a specific engagement program (36% of NAV excluding GBL Capital/Sienna Investment Managers); (ii) companies with low biodiversity impact and limited biodiversity risks, which require some level of engagement on these risks (31% of NAV excluding GBL Capital/Sienna Investment Managers); and (iii) companies primarily engaged in extractive activities, which are potentially more exposed to absolute biodiversity impacts and biodiversity risks, which should have specific monitoring of their biodiversity programs and commitments (21% of the NAV excluding GBL Capital/Sienna Investment Managers). The findings of the biodiversity risk review and potential impact have been incorporated into GBL's annual ESG risk review and have led to appropriate discussions in 2022, where appropriate, in the various governance bodies of portfolio companies. In 2023, GBL will conduct biodiversity risk analyses on the companies acquired in 2022 (Affidea and Sanoptis).

GBL will continue to actively monitor the exposure to climate risk and opportunities for its portfolio of participations and to engage with them through their governance bodies to ensure the resilience of their businesses to climate risks.

Metrics & targets

Under its 2025-2030 ESG commitments, GBL committed to SBTi in May 2021 and submitted its targets to SBTi. In January 2022, GBL became the first investment holding company to have climate targets aligned with a 1.5°C pathway approved by SBTi for both its own operations and its eligible portfolio of participations.

Under its SBTi commitments, GBL retained the following targets covering its operations as well as those of its participations under the portfolio coverage methodology:

- *Target 1:* 50% reduction of its greenhouse gas emissions scope 1 (direct emissions) and scope 2 (electricity-related emissions) by 2030 from a 2019 baseline⁽²⁾;
- *Target 2:* 100% of eligible portfolio positions with climate strategy and targets aligned with a 1.5°C pathway approved by SBTi by 2030 from a 2020 baseline. For this target, an intermediary target of 50% coverage by 2025 has been retained.

In 2022, 44% of the eligible portfolio had a climate strategy with targets aligned to a 1.5°C trajectory validated by SBTi, compared to 0% in 2020. For detailed reporting on our progress toward these targets, please refer to pages 159-160.

Under its 2025-2030 ESG commitments, GBL aims to maintain a climate-neutral company status. In FY2022, GBL achieved this by offsetting its carbon footprint (direct and indirect emissions excluding portfolio emissions). In line with GBL ACT's selected areas of intervention (please refer to page 148), two projects were selected to source carbon offset certificates: rehabilitation of boreholes for access to clean water in Rwanda and construction of safer and more efficient cooking stoves in Ghana.

GRI content index

GBL's ESG report has been prepared as part of the Annual report 2022 in accordance with (i) the Non-Financial Reporting Directive (transposed into the Belgian law of September 3, 2017) and (ii) the GRI Standards - Core option. This report covers the 2022 calendar year (i.e. from January 1, 2022 to December 31, 2022).

GBL's statutory auditor, PwC, performed a review of the non-financial information as disclosed in the ESG report and verified that it includes all the information required by article 3:32, §2 of the Code on companies and associations, and is in accordance with the consolidated financial statements for the financial year ended December 31, 2022. PwC does not however express any opinion on the question whether this non-financial information has been established in accordance with the internationally recognized frameworks mentioned in the directors' report on the consolidated financial statements.

PwC has provided ISAE 3000 reasonable assurance on selected environmental and social KPIs, marked with a Greek small letter beta (β) of the Annual report 2022 presented in accordance with the reporting scope, definitions and methodology outlined in chapter 5.

PwC's reasonable assurance opinion is available in section 5.6.

(1) Mainly Representative Concentration Pathway (RCP) 2.6, RCP 4.5 or RCP 8.5 for transition risk or IEA STEPS (STEPS, APS and SDS) for adaptation risk
(2) GBL Scope 1 (direct) and Scope 2 (indirect electricity-related), GHG emissions at 236 tCO₂e. Total baseline benefiting from PwC Bedrijfsrevisoren/ Reviseurs d'Entreprises SRL Limited assurance (document available upon request)

5.5. NOTES TO THE ESG SECTION

5.5.1 ESG KPI

5.5.1.1 A responsible company

UNGC Principles	SASB	KPI	2022	2021	2020	
		Governance				
		Objective				
a) Board and Management diversity						
		% of women on the Board of Directors	33	38	38	35
		Directors have various complementary backgrounds in the financial, industry and services sectors and from the international academic world	yes	yes	yes	yes
		# of independent members on the Board of Directors	4 ⁽¹⁾	4	4	5
		Average age of Directors		59	58	59
		% of Directors under 30 years old		0	0	0
		% of Directors between 30 and 50 years old		23	23	28
		% of Directors over 50 years old		77	77	72
b) Corporate governance						
		% of independent Directors on the Audit Committee	50	67	67	60
		The chair of the Audit Committee is held by an independent Director	yes	yes	yes	yes
		% of independent Directors on the Nomination, Remuneration and Governance Committee	50	60	60	60
c) Ethics & Integrity						
10 Business should work against corruption in all its forms, including extortion and bribery.		A yearly training course is organized for all employees	yes	yes	yes	yes
		# of confirmed incidents of corruption	0	0	0	0
		# of confirmed incidents in which employees were dismissed or disciplined for corruption	0	0	0	0
		# of confirmed incidents when contracts with business partners were terminated or not renewed due to violation related to corruption	0	0	0	0
		# of public legal cases regarding corruption brought against the organization or its employees	0	0	0	0
		# of reports received through the whistleblowing process	0	0	0	0
	✓	# of employees with record of investment-related investigations	0	0	0	0
	✓	Total amount of monetary losses as a result of legal proceedings associated with fraud, insider trading, anti-trust, anti-competitive behavior, market manipulation, malpractice, or other related financial industry laws or regulations	0	0	0	0

(1) Objective changed from 5 to 4 due to the reduction of the number of members in the Board of Directors in 2021 from 17 to 13

ESG

Notes to the ESG section

UNGC Principles	SASB KPI	2022	2021	2020
	Social			
	Objective			
	a) Employee-related matters ⁽²⁾			
3 Business should uphold the freedom of association and the effective recognition of the right to collective bargaining ⁽¹⁾ ;	Employees (full-time equivalents)	β 59.5	55.2	46.5
	✓ % of women (full-time equivalent) – Executive management position ⁽³⁾	β 25	25	25
	✓ % of women (full-time equivalent) – Management position ⁽⁴⁾	β 18	23	23
4 The elimination of all forms of forced and compulsory labor;	✓ % of women (full-time equivalent) – Workforce position ⁽⁵⁾	β 71	67	63
	% of permanent contracts at year-end	β 95	98	95.9
	Average number of training hours per employee	9.5	5.2	7.1
5 The effective abolition of child labor; and	% of employees receiving regular performance review	β 100	100	100
	% of employees with higher education (university/graduate level) background at year-end	β 95.5	95.1	84.9
6 The elimination of discrimination in respect of employment and occupation.	Employee turnover excluding retirements (in %)	β 6.5	12.4	8.8
	# of interns during the year (full-time equivalent)	β 2.6	1.9	2.0
	# of nationalities	β 10	8	8
	Average age of employees	β 42.5	42.7	42.3
	% of employees under 30 years old	β 15	20	18
	% of employees between 30 and 50 years old	β 59	52	56
	% of employees over 50 years old	β 26	28	26
	b) Community involvement			
	Total contributions (in EUR million)	2.0	3.8	1.9
	Number of supported projects	40	42	38
	c) Human rights			
1 Business should support and respect the protection of internationally proclaimed human rights; and	All employees and Directors have access to the ESG Policy, the Diversity & Inclusion Policy, the Code of Ethics, the Charter, the Suppliers Code and the Philanthropy Policy	yes	yes	yes
2 Make sure they are not complicit in human rights abuses.				
	Environment			
7 Business should support a precautionary approach to environmental challenges;	As a holding company without production or distribution activities and with a limited headcount of 60 people, GBL does not have a material direct environmental impact			
8 Undertake initiatives to promote greater environmental responsibility; and	EU Taxonomy on Sustainable Development	see page 161		
	GHG Emissions Scope 1 (direct emissions) - (in ktCO ₂ e) ⁽⁶⁾	β 0.1	0.1	0.1
	GHG Emissions Scope 2 (indirect emissions) - (in ktCO ₂ e) ⁽⁶⁾	β 0.05	0.04	0.04
9 Encourage the development and diffusion of environmentally friendly technologies.	GHG Emissions Scope 3 (business travel, energy and fuel, commuting) - (in ktCO ₂ e) ⁽⁶⁾	β 0.7	0.4	0.3
	GHG Emissions Scope 3 (emissions from investments) - (in ktCO ₂ e) ⁽⁷⁾	-	β 4,274.9	10,407.3

(1) GBL respects the right of employees to enter into an association. The group has no works council given that the regulatory thresholds are not met

(2) KPIs computed based on GBL and its subsidiaries as defined in section 5.1.9 Scope (see page 143 for more information). Employees (full time equivalents) do include independent people working exclusively for GBL

(3) Executive management: residing at the highest level of the organisation, individuals who plan, direct and formulate policies, set strategy and provide the overall direction for the development of the company within the parameters approved by the Board of Directors and other governance bodies

(4) Management positions include individuals who serve as managers other than those who serve in executive management positions

(5) Workforce positions include all individuals not in executive management or management positions

(6) Greenhouse gas emissions (GHG) reporting following GHG Protocol (2004). GHG considered: CO₂, CH₄, N₂O, HFCs, PFCs, SF₆, NF₃. Sources of emission factors: Ademe, IEA, DEFRA, MIVB, SNCB, SNCF

(7) GBL is consolidating its portfolio GHG emissions under the GHG Protocol equity share methodology. At the time of the Annual report completion, GHG emissions Scope 3 (emissions from investments) for FY2022 have not been publicly disclosed by most of our participations. GBL GHG emissions Scope 3 (emissions from investments) for FY2022 will be communicated under the annual CDP reporting process. For the years 2020 and 2021, Scope 1 and Scope 2 data used to calculate scope 3 are sourced publicly from the CDP (preferred source), Annual Sustainability reports or company's websites. Voodoo excluded from the scope (non-public GHG emissions)

ESG

Notes to the ESG section

5.5.1.2 A responsible investor

	Underlying rationale	SASB	Objective	Target	2022	2021	2020
ESG Integration	Incorporation of ESG factors in Investment Management & Advisory	✓	Assets under management, by asset class, that integrate ESG issues, sustainability themed investing, and screening		100% NAV	100% NAV	100% NAV
Training team	GBL believes in widespread workforce engagement to ensure proper integration of its ESG strategy	✓	Weekly ESG contribution submitted to Investment Committee		yes	yes	yes
Pre-investment analysis	GBL takes a prudent approach to risk and incorporates ESG analysis in pre-investment cycle	✓	% of company's portfolio compliant with exclusion policy	100	100	100	100
		✓	% of new investments in private assets covered by GBL's ESG Rating tool and ESG due diligence during the pre-investment phase	100	100	100	100
		✓	% of new investments in listed assets covered by ESG Rating tool and ESG due diligence during the pre-investment phase	100	-(¹⁾	-(¹⁾	100
Portfolio monitoring	GBL monitors ESG risk and mitigation programs on an ongoing basis with a specific focus on climate risk	✓	% of portfolio covered by the yearly ESG risk assessment	100	100	100	100
		✓	% of answers received from the portfolio companies with regards to the Compliance questionnaire	100	100	100	100
		✓	Review of ESG positioning of portfolio companies vs. peers phased over 2020-2022	100	100	100	100
		✓	% of ESG scope covered by a third party climate risk assessment (initial 3 years program 2020-2022) ⁽²⁾	100	100	68	39
		✓	% GBL greenhouse gas emissions - Scope 3 Investment - covered by climate impact & transition assessment by a third party (initial 3 years program 2020-2022) ⁽²⁾	100	100	98	98
	Calculation methodology: percentages calculated based on the portfolio value						
At portfolio companies' level	GBL believes that it is necessary to promote common guidelines on sustainable development and responsible management within its participations. ESG is part of key performance measures tracked by its investment team, alongside other traditional financial indicators	✓	% of portfolio companies for which efficient governance bodies are and remain in place, including the Audit Committee, through which GBL seeks appropriate ESG disclosure	100	100	100	100
		✓	% of portfolio companies having a Code of Ethics and/or Conduct in place	100	100	100	100
		✓	% of portfolio companies disclosing an anti-bribery and/or corruption policy	100	100	100	100
		✓	% of portfolio companies having a whistleblowing system	100	100	100	100
		✓	% of portfolio companies with ESG KPI in Short/Long term Incentive Plans	100	74	88	-
		✓	% of portfolio companies with a Diversity & Inclusion Policy in place and D&I KPIs included in incentive plans	100	60	67	-
		✓	% of portfolio companies for which an employee satisfaction survey is performed	100	100	100	100
		✓	% of portfolio companies with '1.5°C' SBTi in place ⁽³⁾	100	β 44	β 18	β 0
		✓	% of portfolio companies reporting under SASB	100	85	49	6
		✓	% of portfolio companies reporting on climate risks under TCFD requirements	100	75	62	56
		✓	% of portfolio companies reporting to CDP	100	84	96	99
		✓	% of portfolio companies with sustainable finance products		71	63	36
			Calculation methodology: percentages calculated based on the portfolio value excluding GBL Capital/Sienna Investment Managers				
GBL as investor of its portfolio companies	GBL Capital Being an engaged and responsible investor, GBL aims to influence the governance bodies and the General Shareholders' Meetings of its portfolio companies. GBL's representatives attend and actively participate in governance bodies' and General Shareholder's Meetings	✓	ESG Due diligence on external investment managers	100	100	100	100
		✓	% of participation (attendance and vote) by GBL representatives to the Board of Directors meeting of portfolio companies	100	>95	>95	100
		✓	% of participation (attendance and vote) by GBL representatives to the meetings of the Audit, Strategic and Nomination & Remuneration Committees of portfolio companies (if relevant)	100	>95	>95	100
		✓	% of participation (attendance and vote) by GBL representatives to the General Shareholders' Meeting of portfolio companies	100	100	100	100
	Calculation methodology: percentages calculated based on the portfolio value and excluding GBL Capital/Sienna Investment Managers and the companies into which GBL is not represented						

(1) No new listed investments

















(2) Excluding GBL Capital/Sienna Investment Managers

(3) Considering the revision of Science Based Target initiative commitment requirements announced in July 2021 and in line with GBL validated science-based targets, only '1.5°C' SBTi validated targets are accounted. Source: SBTi website. Companies with 1.5°C SBTi validated targets: SGS, adidas, Umicore, Holcim, GEA, Ontex

ESG

Notes to the ESG section

SBTi – Baseline, target coverage and current achievements of the portfolio of participations

Actions in last 3 years	Transparency		Climate		SBTi			
	SASB ⁽¹⁾	TCFD ⁽²⁾	CDP climate score 2022	Physical risk assessment ⁽³⁾	Year of commitment	Ambition	Next revision	GBL 2030 scope
Listed assets								
	Yes	Yes	B	2021	2019	Well below 2°C	2024	In scope
	Yes	Yes	A-	2021	2022	1.5°C	2027	In scope
	Yes	Yes	A-	2020	2021	1.5°C	2026	In scope
	Yes	Yes	B	2020	2019	2°C	2024	In scope
	Yes	Yes	B-	2020	2022	1.5°C	2027	In scope
	Yes	Yes	A	2020	2022	1.5°C	2027	In scope
	Yes	Yes	A	2022	2021	1.5°C	2026	In scope
	Yes	Yes	A-	2022	2019	Well below 2°C	2024	In scope
	-	Yes	A	2022	2022	1.5°C	2027	In scope
Private assets								
	Yes	-	B-	2022	2022	Committed	-	In scope
	-	-	Not in scope	2023e ⁽⁴⁾	-	-	-	In scope in FY2024 ⁽⁵⁾
	-	-	Not in scope	2023e ⁽⁴⁾	-	-	-	In scope in FY2024 ⁽⁵⁾
	-	-	Not in scope	2023e ⁽⁴⁾	2022	Committed	-	In scope in FY2023 ⁽⁶⁾
	Yes	Yes	Not rated	2022	2022	Committed	-	Out of scope ⁽⁷⁾
	-	-	Not in scope	2023e ⁽⁴⁾	-	-	-	Out of scope ^(6,7)
Alternative assets⁽⁸⁾								
	-	-	Not in scope	-	-	-	-	In scope

(1) Sustainability Accounting Standards Board. Assessment made on FY2021 disclosures

(2) Task Force on Climate-related Financial Disclosures. Assessment based on FY2021 disclosures

(3) Mainly Representative Concentration Pathway (RCP) 2.6, RCP 4.5 or RCP 8.5 for transition risk or IRENA for adaptation risk

(4) Post completion of the three-year physical risk assessment program (2020 - 2022), initiation of a new program to cover assets acquired in FY2021 and FY2022

(5) Affidea and Sanoptis acquired by GBL in FY2022

(6) Canyon and Voodoo acquired by GBL in FY2021

(7) SBTi, Private Equity Sector, Science-based target guidance, version 1.0, November 2021: companies below eligible level of ownership

(8) The distinction between GBL Capital and Sienna Investment Managers has been acted in 2023. The treatment of GBL Capital will be confirmed with SBTi in 2023

5.5.1.3 EU Taxonomy

Reporting scope and methodology

GBL supports the ambitions pursued at EU level by the establishment of the EU Taxonomy under the European Regulation 2020/852 of June 18, 2020, on the establishment of a framework to facilitate sustainable investment within the European Union (the “Taxonomy Regulation”). The EU Taxonomy aims at creating a classification system for the purposes of determining whether an economic activity can be qualified as environmentally sustainable.

In accordance with Article 8 of the Taxonomy Regulation, GBL has assessed how and to what extent its own activities and the activities of its consolidated companies are associated with economic activities that are considered to be environmentally sustainable under the EU Taxonomy.

Taking into account the existing status of the EU Taxonomy, the eligibility and alignment of GBL’s consolidated activities with the EU Taxonomy have been assessed only with respect to two of the six environmental objectives: climate change mitigation and climate change adaptation.

The Taxonomy Regulation requires GBL to disclose in this Annual report (i) the proportion of the revenue of GBL’s consolidated activities that are derived from products and services associated with environmentally sustainable activities in the sense of the EU Taxonomy and (ii) the proportion of the capital expenditure (Capex) and operating expenditure (Opex) of GBL’s consolidated activities that are related to assets or processes associated with environmentally sustainable activities in the sense of the EU Taxonomy. The Taxonomy related disclosures presented in this section cover the full array of GBL’s consolidated activities for the 2022 financial year.

The revenue, capital expenditure (Capex) and operating expenditure (Opex) resulting or associated with Taxonomy-eligible economic activities have been determined as per the definitions of Annex I and Annex II of the Delegated Regulation 2021/2178 supplementing Article 8 of the Taxonomy Regulation (the “Disclosures Delegated Act”).

These financial data are extracted from the financial statements so that the revenue and expenditure figures given in this section tie in with the consolidated financial statements (see section 7.1 of the Annual report 2022):

- (i) Revenue recognized in accordance with IFRS standard (IAS 1).
- (ii) Capital expenditure (Capex) constituting expenses related to eligible activities calculated based on the increases in tangible and intangible assets for the year before revaluation, depreciation and amortization and excluding changes in fair value and increases related to business combinations (IAS 16, IAS 38, IAS 40, IAS 41, IFRS 16).
- (iii) Non-capitalized direct costs related to research and development, building renovation measures, short-term leases, maintenance and repair and any other direct expenditures related to the day-to-day servicing of items of property, plant and equipment that are necessary to ensure the continued and effective functioning of such assets.

No individual capital expenditure other than those associated with the Taxonomy-eligible economic activities reported above have been identified as of December 31, 2022.

Market practice on the application and interpretation of certain terms under the Taxonomy Regulation and its delegated acts has not yet settled as the legislation is new. It may be that as market practice develops around this, and the Taxonomy is developed further, our disclosures may change.

Notwithstanding the uncertainties around the application in practice of the Taxonomy Regulation, GBL has made its best efforts to collect reliable data on the Taxonomy-eligibility and alignment of its consolidated activities with the EU Taxonomy. The Taxonomy related disclosures presented in this section are made on the basis of GBL’s best understanding of the terms and concepts used under the Taxonomy Regulation and its implementing acts (as the case may be, as clarified by the European Commission).

Taxonomy-eligibility of GBL’s consolidated activities

The analysis of the eligibility of GBL’s consolidated activities was carried out with regard to the Taxonomy Regulation, and the Disclosures Delegated Act.

According to those regulations, the group has identified that certain of its economic activities qualify as Taxonomy-eligible economic activities. Within the group:

- (i) Imerys manufactures carbon black (NACE code C20.13) which is eligible pursuant to section 3.11 of Annex I to Commission Delegated Regulation (EU) 2021/2139 (the “Climate Delegated Act”) and is a transitional activity in relation to the environmental objective of climate change mitigation if it complies with the relevant technical screening criteria set in the Climate Delegated Act (the “Technical Screening Criteria”).

The manufacturing of carbon black is indeed an essential component in the value chain to transition to electric vehicles for the mobile energy market. Transitioning to electric vehicles is a key priority in the fight against climate change and Imerys is a leading supplier of highly conductive carbon-based solutions for lithium-ion batteries used in electric vehicles. These value-added solutions contribute to the transition from fossil fuel based energy to sustainable energy, by providing crucial materials which boost energy density and shorten charging times of the lithium-ion batteries.

Pursuant to section 3.11 of Annex II to the Climate Delegated Act, carbon black manufacturing may also be eligible for the environmental objective of climate change adaptation. However, considering the intrinsic substantial contribution of this activity to climate change mitigation and industry practices, the eligibility of this activity to the environmental objective of climate change adaptation has not been retained.

- (ii) Imerys manufactures cement clinker, cement or alternative binder (NACE code C23.51) which is eligible pursuant to section 3.7 of Annex I to the Climate Delegated Act and is a transitional activity in relation to the environmental objective of climate change mitigation if it complies with the relevant Technical Screening Criteria.

The manufacturing of those products are part of Imerys’ Refractories, Abrasives and Construction business activity and they support the transition to sustainable construction by providing building chemicals solutions. Building chemicals are experiencing a strong growth today as they reduce the carbon footprint of cement and concrete. Imerys produces calcium aluminates for the building industry, wherein these additives improve the productivity of concrete in particular by accelerating their hardening. Imerys also manufactures calcium aluminate based mortar to protect sewer systems

ESG

Notes to the ESG section

against biogenic corrosion, offering an extended service life and as a consequence, lower consumption of raw material, reduced labor and less trucking needs reducing the utility owners CO₂ footprint, as well as reduced asset down time increasing productivity and lowering the risk for untreated water to be released into the environment.

Pursuant to section 3.7 of Annex II to the Climate Delegated Act, Imerys' cement clinker, cement or alternative binder may also be eligible for the environmental objective of climate change adaptation. However, considering the intrinsic substantial contribution of this activity to climate change mitigation and industry practices, the eligibility of this activity to the environmental objective of climate change adaptation has not been retained.

- (iii) Canyon manufactures bicycles (NACE code C30.9.2) which is eligible pursuant to section 3.3 of Annex I to the Climate Delegated Act and is an enabling activity in relation to the environmental objective of climate change mitigation if it complies with the relevant Technical Screening Criteria.

Mobility is an essential element of development strategies that aims to achieve sustainable development and meeting the needs of people who cycle is a critical part of the mobility solution for helping cities de-couple population growth from increased emissions, to improve air quality and road safety. Besides, cycling generates health and non-air polluting lifestyles.

Pursuant to section 3.3 of Annex II to the Climate Delegated Act, Canyon bicycle manufacturing activity may also be eligible for the environmental objective of climate change adaptation. However, considering the intrinsic substantial contribution of this activity to climate change mitigation and industry practices, the eligibility of this activity to the environmental objective of climate change adaptation has not been retained.

To the extent that GBL only retained the environmental objective of climate change mitigation across the Taxonomy-eligible economic activities identified above and given that these activities are all carried out independently from each other, there is no risk of double counting across the environmental objectives set out in the EU Taxonomy or in the allocation of revenues, Capex and Opex across the Taxonomy-eligible economic activities.

The table below summarizes GBL's Taxonomy-eligible activities to the environmental objective of climate change mitigation.

In 2022, GBL's Taxonomy-eligible activities represent 14.9% of the revenue, 14.6% of Capex and 2.3% of Opex as shown in the summarized table below.

Revenue, Capex and Opex of Taxonomy-eligible economic activities increased in 2022 compared to 2021. The increase in Capex associated with Taxonomy-eligible economic activities in 2022 compared to 2021 is mainly due to the increase of Imerys' investments in carbon black production capacity to meet the increasing demand for its special conductive additives, in particular for lithium-ion batteries.

Taxonomy-alignment of GBL's consolidated activities

The assessment of alignment of GBL's consolidated activities with the EU Taxonomy has been conducted using the Technical Screening Criteria set for the environmental objective of climate change mitigation.

The following tables show the results of the assessment of the Taxonomy-eligibility and the Taxonomy-alignment of GBL's consolidated activities. Their formats correspond to those of the templates for key performance indicators to be disclosed by non-financial companies as set out in Annex II of the Disclosures Delegated Act.

IN EUR MILLION AND IN %	2022						2021					
	Revenue		Capex		Opex		Revenue		Capex		Opex	
Taxonomy Non-Eligible activity	6,897	85%	541	85%	1,776	98%	6,096	88%	391	86%	1,728	98%
Taxonomy Eligible activity	1,212	15%	94	15%	42	2%	865	12%	63	14%	27	2%
TOTAL ALL ACTIVITIES ⁽¹⁾	8,109	100%	635	100%	1,818	100%	6,961	100%	454	100%	1,754	100%

(1) Imerys results for FY2021 and FY2022 have been restated to reflect the result from continuing operations excluding the High Temperature Solutions business area ("HTS") whose contemplated disposal was announced on July 28, 2022

ESG

Notes to the ESG section

Revenue	Substantial Contribution criteria										DNSH Criteria (Do No Significant Harm)						Minimum Safeguard (17)	Taxonomy Aligned proportion Turnover Year N (18)	Taxonomy Aligned proportion Turnover Year N-1 (19)	Category Enabling Activity/Transitional Activity (E/T)
	NACE Code (2)	Absolute Turnover (3)	Proportion of Turnover (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and Marine Resources (7)	Circular Economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate Change adaptation (12)	Water and Marine Resources (13)	Circular Economy (14)	Pollution prevention (15)	Biodiversity and ecosystems (16)					
Economic Activities (I)																				
A. Eligible Activities																				
A.1. Eligible Taxonomy Aligned																				
Manufacture of cement clinker, cement or alternative binder	C23.51	498.2	6.1%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	-	Y	Y	Y	Y	Y	Y	6.1%	-	T	
Manufacture of bicycles	C30.9.2	594.9	7.3%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	-	Y	Y	Y	Y	Y	Y	7.3%	-	T	
Turnover of eligible Taxonomy-aligned Activities (A.1)		1,093.1	13.5%														13.5%			
A.2. Eligible Not Taxonomy-aligned activities																				
Manufacture of cement clinker, cement or alternative binder	C23.51	6.9	0.1%														0.0%			
Manufacture of carbon black	C20.13	112.0	1.4%														0.0%			
Turnover of eligible not Taxonomy-aligned activities (A.2)		118.8	1.5%														0.0%			
Total Eligible activities (A.1+A.2)		1,212.0	14.9%														13.5%			
B. Non-Eligible Activities																				
Turnover of non-eligible activities (B)		6,896.6	85.1%																	
Total (A+B)		8,108.6	100.0%																	

CAPEX	Substantial Contribution criteria										DNSH Criteria (Do No Significant Harm)						Minimum Safeguard (17)	Taxonomy Aligned proportion CAPEX Year N (18)	Taxonomy Aligned proportion CAPEX Year N-1 (19)	Category Enabling Activity/Transitional Activity (E/T)
	NACE Code (2)	Absolute CAPEX (3)	Proportion of CAPEX (4)	Climate change mitigation (5)	Climate change adaptation (6)	Water and Marine Resources (7)	Circular Economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate Change adaptation (12)	Water and Marine Resources (13)	Circular Economy (14)	Pollution prevention (15)	Biodiversity and ecosystems (16)					
Economic Activities (I)																				
A. Eligible Activities																				
A.1. Eligible Taxonomy Aligned																				
Manufacture of cement clinker, cement or alternative binder	C23.51	35.2	5.5%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	-	Y	Y	Y	Y	Y	Y	5.5%	-	T	
Manufacture of carbon black	C20.13	1.2	0.2%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	-	Y	Y	Y	Y	Y	Y	0.2%	-	T	
Manufacture of bicycles	C30.9.2	3.7	0.6%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	-	Y	Y	Y	Y	Y	Y	0.6%	-	T	
CAPEX of eligible Taxonomy-aligned Activities (A.1)		40.1	6.3%														6.3%			
A.2. Eligible Not Taxonomy-aligned activities																				
Manufacture of cement clinker, cement or alternative binder	C23.51	0.6	0.1%														0.0%			
Manufacture of carbon black	C20.13	53.4	8.4%														0.0%			
CAPEX of eligible not Taxonomy-aligned activities (A.2)		54.0	8.5%														0.0%			
Total Eligible activities (A.1+A.2)		94.1	14.8%														6.3%			
B. Non-Eligible Activities																				
CAPEX of non-eligible activities (B)		540.9	85.2%																	
Total (A+B)		635.0	100.0%																	

ESG

Notes to the ESG section

Economic Activities (1)	NACE Code (2)	Absolute OPEX (3)	Proportion of OPEX (4)	Substantial Contribution criteria						DNSH Criteria (Do No Significant Harm)						Minimum Safeguard (17)	Taxonomy Aligned proportion OPEX Year N (18)	Taxonomy Aligned proportion OPEX Year N-1 (19)	Category Enabling Activity/Transitional Activity (E/T)	
				Climate change mitigation (5)	Climate change adaptation (6)	Water and Marine Resources (7)	Circular Economy (8)	Pollution (9)	Biodiversity and ecosystems (10)	Climate change mitigation (11)	Climate Change adaptation (12)	Water and Marine Resources (13)	Circular Economy (14)	Pollution prevention (15)	Biodiversity and ecosystems (16)					
A. Eligible Activities																				
A.1. Eligible Taxonomy Aligned																				
Manufacture of cement clinker, cement or alternative binder	C23.51	24.0	1.3%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	-	Y	Y	Y	Y	Y	Y	1.3%	-	T	
Manufacture of bicycles	C30.9.2	14.4	0.8%	100.0%	0.0%	0.0%	0.0%	0.0%	0.0%	-	Y	Y	Y	Y	Y	Y	0.8%	-	T	
OPEX of eligible Taxonomy-aligned Activities (A.1)		38.4	2.1%															2.1%		
A.2 Eligible Not Taxonomy-aligned activities																				
Manufacture of cement clinker, cement or alternative binder	C23.51	0.2	0.0%															0.0%		
Manufacture of carbon black	C20.13	3.4	0.2%															0.0%		
OPEX of eligible not Taxonomy-aligned activities (A.2)		3.6	0.2%															0.0%		
Total Eligible activities (A.1+A.2)		42.0	2.3%															2.1%		
B. Non-Eligible Activities																				
OPEX of non-eligible activities (B)		1,775.6	97.7%																	
Total (A+B)		1,817.6	100.0%																	

The tables above show that a majority of GBL's Taxonomy-eligible economic activities are also Taxonomy-aligned:

- Revenues: in 2022, 14.9% of GBL's consolidated activities are eligible under the EU Taxonomy; 13.5% of GBL's consolidated activities meet the Technical Screening Criteria set by the Climate Delegated Act and, hence, are aligned with the EU Taxonomy;
- Capex: in 2022, 14.8% of GBL's consolidated activities are eligible under the EU Taxonomy, while 6.3% of GBL's consolidated activities meet the Technical Screening Criteria set by the Climate Delegated Act and, hence, are aligned with the EU Taxonomy. Considering the capex plan currently being deployed by Imerys in its carbon black activity, we expect the proportion of aligned capex to increase in the future (cf. next page);
- Opex: in 2022, 2.3% of GBL's consolidated activities are eligible under the EU Taxonomy, 2.1% of GBL's consolidated activities meet the Technical Screening Criteria set by the Climate Delegated Act and, hence, are aligned with the EU Taxonomy.

Substantial contribution criteria

Nearly all Imerys cement clinker activities (corresponding to 98% of cement clinker revenue) are contributing substantially to the environmental objective of climate change mitigation. Only one production site is marginally above the threshold of 0.7222 tCO₂e per ton of product set by the Climate Delegated Act. The group is launching feasibility studies to improve the energy efficiency of this site with the aim to comply in the future with the GHG emission threshold criteria under the EU Taxonomy.

ESG

Notes to the ESG section

Imerys carbon black activities are eligible but not aligned with the EU Taxonomy on the climate change mitigation criteria.

- The Technical Screening Criteria is based on the EU Emissions Trading Scheme product benchmark for the manufacture of “furnace carbon black”, which is used for the tyres industry.
- Imerys’ high value added “conductive carbon black” has different properties to furnace carbon black and is not generated through the same process.
- However, in line with its efforts to continuously reduce greenhouse gas emissions, Imerys is pursuing an energy recovery project planned to be completed by 2025, which is intended to reduce emissions to meet the criteria.
- Imerys began the energy recovery project in 2022. Consequently, while no revenue associated with the carbon black activity is aligned, the Capex related to the energy recovery project (EUR 1.2 million, out of the EUR 54.6 million invested in 2022 for carbon black activities) is considered part of a “Capex plan” to allow Taxonomy-eligible economic activities to become Taxonomy-aligned within a period of five years. Therefore, this portion of the Capex has been isolated and reported as “aligned”.

Canyon’s bike manufacturing activities corresponding to 100% of bike revenue are contributing substantially to the environmental objective of climate change mitigation thanks to the products manufactured meeting the Technical Screening Criteria of the EU Taxonomy: personal mobility devices with a propulsion that comes from the physical activity of the user (“push bikes”) or a mix of zero-emissions motor and physical activity (“electric bikes”).

Do No Significant Harm criteria

With regard to the regulatory criteria of “Do No Significant Harm” to any of the other environmental objectives, GBL has checked and validated that all its Taxonomy-eligible economic activities comply with the relevant Do No Significant Harm criteria as set out in the Technical Screening Criteria for the environmental objective of climate change mitigation (in the Climate Delegated Act) in relation to the other environmental objectives:

- climate change adaptation;
- sustainable use and protection of water and marine resources;
- transition to a circular economy;
- pollution prevention and control;
- protection and restoration of biodiversity and ecosystems.

In light of the nature of GBL’s Taxonomy-aligned economic activities (i.e., economic activities contributing substantially to the environmental objective of climate change mitigation), these activities do no significant harm to the environmental objective of climate change mitigation either.

Minimum Safeguards

With regard to the criteria of “Minimum Safeguards” as set out in its Code of Conduct and its ESG Policy, GBL is committed to comply with local legislation in force in the countries where it operates and to respect internationally recognized human rights and standards. Under its commitment to the UNGC initiative, GBL recognizes in particular the provisions offered by the UN Guiding Principles on Human Rights and the Organisation of Economic Co-operation and Development (“OECD”) Guidelines for Multinational Enterprises.

Under its ESG integration policy, GBL conducts on an annual basis an in-depth ESG risk assessment of its portfolio companies (please refer to section 5.4 of the ESG chapter for a detailed description) and administrates as well an annual compliance questionnaire enabling it to validate the Taxonomy-alignment of its eligible economic activities to those minimum safeguards.

5.5.2 Non-Financial Reporting Directive - Non-listed consolidated entities related disclosures



Business model

Webhelp designs, delivers and optimizes unforgettable human experiences for today’s digital world – creating game-changing customer journeys. From sales to service, Webhelp is an end-to-end partner across all B2C and B2B customer journeys. Its over 120,000 passionate employees, working on site, remote or in a hybrid model, across more than 60 countries and 230 sites, thrive on making a difference for the world’s most exciting brands.

A materiality assessment conducted in 2022 mapped the following issues as ESG material risks for Webhelp:

- ESG reporting and transparency;
- labor management;
- climate strategy and associated mitigation targets;
- human capital development;
- business ethics.

ESG Organization

Webhelp’s ESG strategy is focused on creating inclusive and sustainable growth across its footprint, embedded in its business strategy.

It revolves around 4 pillars of its More Movement: More for People (DEI, working conditions), Planet (carbon footprint measurement & reduction, environment), Progress (ethics, compliance, sustainable procurement) & Philanthropy (Think Human Foundation & other charitable activities). Each pillar has a set of KPIs and goals until 2025.

Webhelp’s CEO, Board and Group Managing Committee (“GMC”) members are accountable for Webhelp’s ESG strategy, targets and results.

Webhelp’s ESG strategy and actions are determined at group level by its CEO, its Group ESG Strategy Director and a global Steerco. Executive Committee members as well as Region, Country and Entity CEOs are accountable for ESG strategy roll-out, regional and country targets and results. Each region/country appoints ESG Ambassadors – fully dedicated or as part of their existing job – to ensure the roll-out of the ESG Strategy.

ESG materiality matrix



ESG

Notes to the ESG section

ESG progress is reported through:

- UN Global Compact (member as a group since 2011);
- CDP (since 2020 as a group) - [B- score in 2022];
- EcoVadis (since 2021 as a group) - [Bronze medal – 52/100 in 2022];
- SASB (since 2020);
- local labels such as Label RSE Engagé - [3* exemplary rating in 2021].

ESG Policies

Making business more human is the choice Webhelp has made to conduct its activities every day as a company, as an employer and as a partner for its clients, investors and suppliers. Webhelp commitments in the ESG areas form an intrinsic part of how it does business to make a positive impact, thus reflecting its fundamental values. Being a member of the UN Global Compact, Webhelp thus abides by the 10 principles related to human and labor rights, environment and anti-corruption.

Webhelp ESG policies start with the group’s Code of Conduct, a fundamental reference for ethics, social & environmental responsibility as well as financial and legal compliance, upholding those principles in their activities. It applies to all employees of Webhelp worldwide, its third-party representatives and suppliers.

Webhelp’s Code of Conduct is completed by a series of global policies including: Labor & Human Rights, DEI, Health, Safety and Environment (HSE), Anti-Bribery & Ethics, Conflict of Interest, Gifts and Hospitality, Sponsorship and Donation, Economic Sanctions, Compliance Allegation Investigation and a Data Privacy framework applying to all Webhelp entities worldwide. In 2022, the *Commission Nationale de l’Informatique et des Libertés* (CNIL) validated Webhelp’s Binding Corporate Rules (BCR).

In 2022, as part of its Duty of Care, Webhelp ran a risk mapping to identify, evaluate and rank relevant risks. Corresponding audits and interviews were conducted in Webhelp’s regions and at the global level in order to publish the Duty of Care plan.

In 2022, Webhelp was awarded the Bronze medal (52/100) by EcoVadis for its ESG policy. Locally, it has obtained the Silver medal from EcoVadis for its regional operations in France, Switzerland, the Netherlands and Spain, as well as for affiliate Netino by Webhelp.

ESG Risk review

As a 120,000+ employee and people-first company, human rights and human capital development are of the utmost importance. Dedicated policies, controls and whistleblowing mechanisms are in place.

As Webhelp manages employee and consumer data, the group takes a risk-based approach to cybersecurity and has chosen to adopt globally the ISO27001 Information Security Standard.

From a business ethics perspective, Webhelp commits to high ethical standards vis-à-vis employees and other stakeholders, through the Code of Conduct, respect of data protection rules, anti-corruption processes and tools as well as in expectations of clients and suppliers. Webhelp’s business with the public sector is limited in that respect. Integrity has been at the heart of Webhelp’s values since the beginning. Since Webhelp is subject to the provisions of the law on the Duty of Care, the group has set up various measures to meet the needs of the five pillars of the law.

Finally, since 2019, Webhelp measures CO₂e emissions to derive an adapted carbon reduction plan to limit the impact on the environment, through all levers available, from commuting, use of energy and digital impact. In particular, Webhelp committed to Science Based Targets initiative (“SBTi”) in 2022.

ESG KPIs

KPIs	FY2022
Percentage of employees that are foreign nationals	150 nationalities across Webhelp. 11% of employees are foreign national in their countries
Employee engagement	7.8/10
Diversity, Equity and Inclusion Index	8.4/10
Percentage of “impact hiring” recruitment over total number of recruitment	11%
Percentage of women in the company	56%
Percentage of women on the Board of Directors	17%
Percentage of women in management positions (Top 1,500)	42%
Percentage of women in the workforce	46.2%
SBTi commitment	December 2022



Business model

Affidea is one of the largest European healthcare service providers, specialized in advanced diagnostics (imaging and laboratories), outpatient, and cancer care services. Founded in 1991, the company operates in 328 medical centers in 15 countries, providing high-quality care to millions of patients annually, in a convenient and accessible manner, with the aim to improve patient outcomes and experiences. Due to its high standards in patient safety, Affidea is frequently awarded for medical imaging services in Europe. More than half of the award-winning centers with five stars on the Eurosafe Wall of Stars, accredited by the European Society of Radiology in Europe, are Affidea centers.

The following ESG-related inherent risks were identified in a materiality assessment conducted in 2022. They are mitigated by the business and monitored by Risk & Assurance and Quality functions during periodic risk assessments and internal audits:

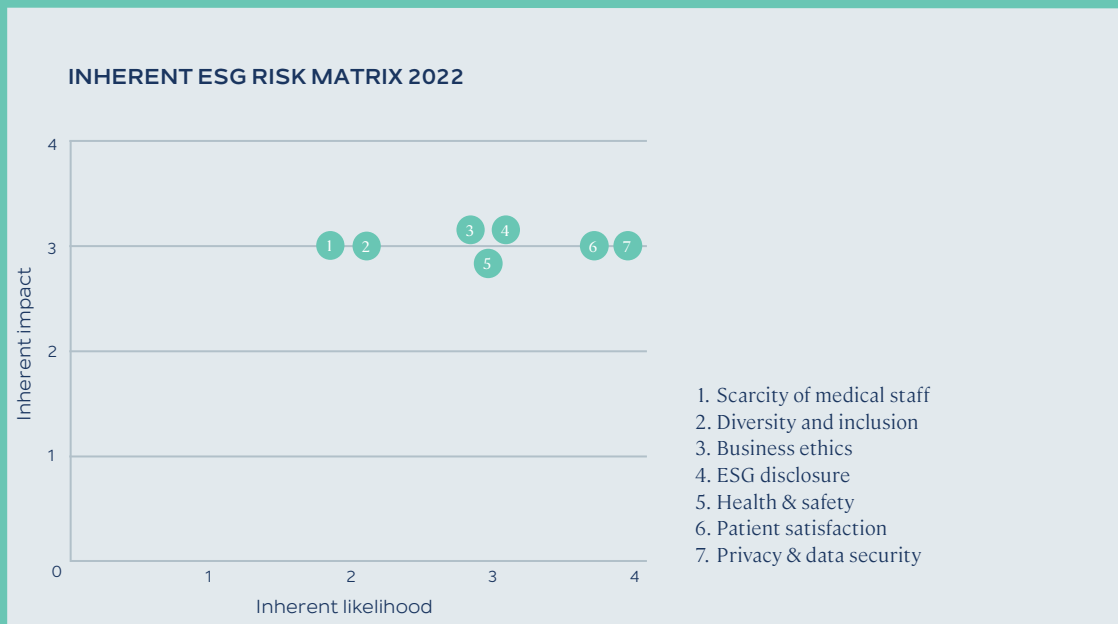
- scarcity of medical staff;
- diversity and inclusion;
- business ethics;
- ESG disclosure;
- health & safety;
- patient satisfaction;
- privacy & data security.

ESG Organization

ESG has become a regular Management Board topic. In order to ensure Affidea’s ESG strategy implementation, an ESG roadmap is being designed and an ESG manager will be appointed in 2023.

An action plan to implement Affidea’s ESG reporting capabilities is also being drafted under the leadership of the Director of Risk & Assurance, who has a direct reporting line to the Management Board. The action plan is expected to be fully implemented by the end of 2023.

ESG materiality matrix



1. Scarcity of medical staff
2. Diversity and inclusion
3. Business ethics
4. ESG disclosure
5. Health & safety
6. Patient satisfaction
7. Privacy & data security

ESG

Notes to the ESG section

ESG Policies

While Affidea's ESG journey kicked off more recently, the environmental and social pillars have always been core in its activities and a comprehensive global ESG policy is now being formalized. The company's doctors and radiologists uphold and respect ethical codes, and its patients are protected by a strong privacy and data security policy and standards. In addition, Affidea has in place an Anti-Bribery & Corruption policy, a Conflict of Interest policy, and a Whistleblowing policy.

Being in a strictly regulated environment, Affidea ensures compliance with national and European regulations. The company is regularly inspected through internal and external audits and benefits from several ISO certifications. Affidea routinely participates in international quality control programs and its European centers have received UEMS/EBNM and JCI accreditations, which credit the highest level of quality standards in diagnostic imaging and nuclear medicine. The company has a strong governance model in place, supported by its recognized clinical standards and procedures that follow the European Basic Patient Safety Standards.

ESG Risk review

Affidea is committed to mitigating the exposure of the identified ESG risks. Risks are addressed as part of its periodical risk assessments, and a comprehensive ESG risk review and analysis of mitigation measures will be carried out in Q2 2023.

Scarcity of qualified medical staff is considered as one of the top risks, because of limited numbers of qualified medical staff (e.g., radiologists) across Europe, which is a challenge that all medical providers are confronted with. This could potentially result in insufficient clinical resource "bandwidth" to support the business and societal care requirements.

Affidea mitigates this risk by maintaining a good pool of specialists, that operate in-house and networked. The company is a highly attractive place to work for radiologists and this is key to meeting shortages of supply in the market. The group maintains this reputation through its high technology asset base, reputation for clinical excellence and the way it invests in its staff for training and professional development.

Its doctors have access to latest equipment, where they can test and pilot innovative AI solutions and digital technologies that can enhance their clinical knowledge and help them become more efficient. Affidea offers them higher volume of examinations and possibilities of reporting through teleradiology or participating in peer reviews, which ensures quality in reporting and improve their performance.

Affidea also invests in its clinical staff with learning opportunities as part of the Affidea Academy, where they have access to clinical as well as non-clinical –business and managerial– trainings, opening various professional development opportunities. The company builds a culture of "continuous improvement", and ensures the highest quality and safety standards, paying particular attention to radiation dose management to protect its doctors and clinical operators during certain diagnostic imaging examinations. All these allows Affidea to retain doctors and attract new clinical staff.

ESG KPIs

Affidea currently has a limited set of consolidated non-financial KPIs in place. Considering the upcoming Corporate Sustainability Reporting Directive (CSRD), and the international sustainability reporting frameworks promoted by GBL (Sustainability Accounting Standards Board or Task Force on Climate-related Financial Disclosures requirements), ESG reporting strengthening will be one of Affidea's key priorities in 2023. The ESG action plan being currently drafted will set measurable goals with the associated roadmap and KPIs to ensure Affidea delivers on its ESG journey.

KPIs	FY2022
Number of locations	328
Patient satisfaction score	80.5%
Number of employees	13,450
Percentage of women in management position	64%
Percentage of women (overall)	66%

Sanoptis

Business model

Sanoptis is an ophthalmology network that offers both conservative ophthalmology consultations as well as surgical treatments while adhering to the highest standards of healthcare. The company is currently the second largest ophthalmology services provider in Europe with 300⁽¹⁾ facilities across its core markets: Germany and Switzerland. Sanoptis invests in modern infrastructure and innovative diagnostics to assure state-of-the-art ophthalmology services in an attractive environment.

ESG Organization

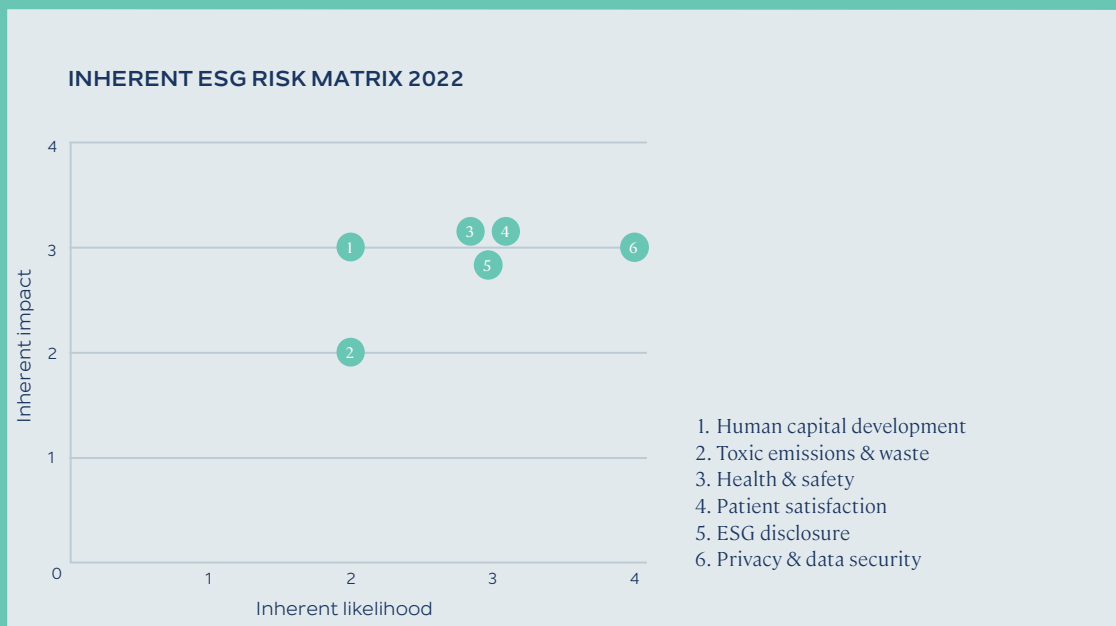
Until the recent acquisition of Sanoptis by GBL, Sanoptis' CFO had been overseeing ESG related topics and ensuring the proper integration of ESG efforts across the company.

With GBL's acquisition of Sanoptis, an ESG action plan is being drafted and a Board member responsible for ESG matters has been appointed. In 2023, Sanoptis Board of Directors will support the CEO and the CFO in the establishment of a dedicated ESG organization and the hiring of an ESG manager.

A materiality assessment conducted in 2022 identified the following issues as key ESG material risks for Sanoptis:

- human capital development;
- toxic emissions & waste;
- health & safety;
- patient satisfaction;
- ESG disclosure;
- privacy & data security.

ESG materiality matrix



ESG

Notes to the ESG section

ESG Policies

Due to Sanoptis' recent founding (2018) and the fact that it operates in a very low direct environmental and social impact industry strictly regulated by governments, a comprehensive global ESG policy has not been formalized yet. However, the company ensures strict compliance with national and European regulations, its doctors uphold and respect ethical codes, and its patients are protected by a strong privacy policy.

Having retained sustainability as one of its core values, Sanoptis has endeavored to act in a sustainable, responsible, and compliant manner with the available resources at all its locations. With the ESG policy under development, clinics will be able to share their ESG best practices and achievements, benefiting from the mutual exchange of information and close cooperation. The ESG policy will lead Sanoptis to apply homogenously the positive experiences of its different locations throughout the network and thus continue to generate further advances in the field of ESG.

ESG Risk review

Sanoptis' ESG materiality matrix identified the material areas of ESG focus for the company. Sanoptis, with the collaboration of its network of partners, is committed to mitigating the exposure to the risks mapped.

Convinced that the network's success is linked to the development of its employees, Sanoptis provides them with a safe working environment, ensures their well-being, and supports them in the development of their professional skills.

The entity has a strong privacy policy in place that complies with all legal requirements and protects patients' personal data against loss, destruction, manipulation, and unauthorized access. Sanoptis employees and service providers comply with the applicable data protection laws and its security precautions are subject to a continuous improvement process where its privacy policy is constantly revised.

Sanoptis, through its development, is focusing on building a high-quality asset network of operational centers. For this purpose, it only integrates clinics into its network that meet the expected industry quality standards and onboard experienced doctors backed up with a great reputation. Sanoptis supports the constant learning of its medical partners encouraging attendance at congresses, trainings, and workshops and offers them access to its proprietary E-Learning platform "Sanoptis-Academy". The company ensures the best quality of its services and, therefore, the satisfaction of its patients.

As an ophthalmology services provider, no toxic emissions are generated by its activities. Sanoptis only uses certified medicines from suppliers that have been rigorously tested and approved by government authorities. The collection and disposal of medical waste generated by the activities is carried out by third-party specialist teams and closely monitored by local government agencies.

Finally, aware of the importance of having a strong ESG policy in place to keep building a sustainable business, ESG will be one of Sanoptis' key priorities in 2023. The Sanoptis ESG action plan being drafted will set ambitious goals with the associated roadmap and KPIs to ensure Sanoptis delivers on its ESG journey.

ESG KPIs

Sanoptis currently has a limited set of consolidated non-financial KPIs in place. Considering the scope and ambitions of the upcoming European sustainability reporting disclosure regulation, the Corporate Sustainability Reporting Directive (CSRD), and the international sustainability reporting frameworks promoted by GBL (Global Reporting Initiative, Sustainability Accounting Standards Board or Task Force on Climate-related Financial Disclosures requirements), the strengthening of Sanoptis' ESG KPIs and disclosures will be a key priority for 2023. Sanoptis' ESG action plan, under GBL's supervision, has set the ambition to have in place such recognized non-financial reporting capabilities with audited data by the end of 2023.

KPIs	FY2022
Number of locations	300 ⁽¹⁾
Number of serious reportable events	0
Patient satisfaction score	> 90%
Number of employees	3,308 ⁽¹⁾
Percentage of women in management position	44%
Percentage of women (overall)	83%

(1) Includes clinic M&A projects with signed SPAs



Business model

Canyon is one of the world's most innovative bike brands. It began in founder Roman Arnold's garage and has grown to become the largest direct-to-customer manufacturer of road, mountain, triathlon, urban, hybrid and electric bikes.

Canyon earned its sterling reputation for innovation by consistently using advanced materials, thinking and technology. Canyon's characteristic design is easy to identify. In addition to being boldly competitive and ever-expanding, Canyon is committed to making the global cycling community accessible to every rider. While Canyon partners with some of the finest athletes on the planet, its mission to "Inspire to Ride" highlights how the company works to promote the power of the pedal stroke to everyone.

Canyon has outgrown its assembly factory in Koblenz, Germany, and the assembly partner network now covers facilities in Portugal, Czech Republic, Cambodia, and Taiwan. Canyon-engineered bicycle components are manufactured in China, Cambodia, Taiwan, and Vietnam.

Canyon products are available exclusively online at www.canyon.com.

In 2022, Canyon conducted a materiality assessment involving key internal and external partners. GBL has identified the following issues as material:

- product safety and quality;
- ethical behavior from partners and sponsorships;
- respect for human rights in the supply chain;
- diversity, equity, and inclusion;
- data security.

ESG materiality matrix



1. Product safety & quality
2. Ethical behavior from partners and sponsorships
3. Respect for human rights in the supply chain
4. Diversity, equity and inclusion
5. Data security

ESG

Notes to the ESG section

ESG Organization

The Canyon Environmental and Social Governance approach is based on international laws, standards and documents. These provide a clear and transparent framework on responsibly managing the business.

The Canyon Advisory Board is responsible for the strategic direction, approval and review of ESG matters, including policies. The CEO and Director of ESG are responsible for the development, implementation, and enforcement of the ESG strategy and policies as well as for the ESG risk management.

Canyon is aware that the implementation and enforcement of responsible business practices is an entire company effort. Therefore, Canyon has embedded the implementation and enforcement of the ESG roadmap across the organization. The Supply Chain, Purchasing, Research and Development, Quality, Finance and IT teams and the Human Resources department play crucial roles. The dedicated staff support the implementation with their respective business processes and assignments.

ESG Policies

Canyon prioritizes responsible business practices. With the aim to set clear boundaries on how it wants to do business, Canyon developed and approved the following policies:

Supply Chain Code of Conduct	These policies include key legal requirements, as well as anti-corruption and bribery matters and a commitment to human rights as the conditions under which Canyon is willing to engage in any business relationship.
Child and Forced Labor policy	
Forest Conservation policy	This policy outlines Canyon's commitment to protect forests, especially through its approach to the sourcing and use of forest-derived products.
Canyon Code of Ethics	This code, under implementation, gives Canyon employees and partners guidelines concerning non-tolerated behaviors at Canyon and how it is supporting a work environment that empowers employees to deliver top-tier performance.
Security policies	The Information Security Management System, with its parent, the ISMS policy, gives an adequate level of protection to information by ensuring its confidentiality, integrity, and availability.
Anti-fraud management policy	This policy identifies the essential elements and principles of effective anti-fraud management.
Whistleblowing process	This policy outlines a whistleblowing process that guarantees anonymity and the handling of complaints in line with legal requirements.

The following policies will be available at www.canyon.com in 2023:

- Supply Chain Code of Conduct;
- Child and Forced Labor policy;
- Governance policy;
- Forest Conservation policy.

ESG Risk review

Responsible business conduct requirements are embedded in Canyon's policies. Due diligence processes have been implemented under the following policies to guarantee their execution:

- **Supply Chain Code of Conduct and Child and Forced Labor policy**
Canyon follows the OECD Due Diligence Guidance for Responsible Business conduct to ensure compliance.
- **Forest Conservation policy**
The enforcement of this policy is achieved through yearly progress against recognized standards.
- **Code of Ethics**
Canyon undertook a full revision of the Code of Ethics, which will be implemented through global employee training in 2023.
- **Security policies**
Canyon's security policies are enforced through yearly employee training, as well as independent IT security audits.
- **Anti-fraud management policy**
Enforcement is executed using the four-eye principle for contract signatures, invoice releasing, and payment.

Reporting of non-compliance

In 2022, Canyon implemented an anonymous whistleblowing tool to support internal reporting of non-compliance. All non-compliances received were handled in line with the whistleblowing policy and resolved accordingly. In 2023, Canyon will facilitate external reporting of non-compliances through a dedicated whistleblowing system. Non-compliances detected through the supply chain monitoring system will be tracked and remediated through corrective action.

ESG

Notes to the ESG section

Risk review

Under the policies described above, Canyon is implementing a comprehensive risk management program to mitigate risks inherent in its industry.

Information security

As a direct-to-consumer business, data privacy and security are key to trustworthy relationships with partners and customers. High standards for the safety and quality of Canyon products are also implemented through secure processing of information with modern innovative technologies, high standards, and a shared security culture. Together with its business partners, Canyon constantly improves the confidentiality, integrity and availability of customer information. The GDPR policy and yearly employee training mitigate risk exposure, and the well-established Information Security Management System guarantees data security.

Product safety

At Canyon, customer safety and product reliability have the highest priority. The internal validation and testing standards are compliant with legal requirements and exceed common industry standards in many areas. As part of Canyon's continuous improvement process, a thorough field-testing program was established to complement its Quality Management framework. Canyon is also implementing best practice risk assessment methodologies in order to identify and mitigate potential risks, and ensure product integrity.

Supply chain labor standards

With a supply chain crossing several countries, regions and business partners, consideration and respect for universal human rights and related labor standards are preliminary conditions for anyone wishing to engage in a business relationship with Canyon. The relative policies are part of Canyon's contracts.

Product carbon footprint

Canyon's contribution to a changing climate is a concern for everyone involved. To address this, Canyon measured its carbon footprint across scopes 1, 2 and 3 in 2022, for the second year in a row in line with Greenhouse Gas Protocol requirements. To facilitate accurate tracking of emissions, Canyon onboarded a Lifecycle Assessment Tool in 2022, which was instrumental in facilitating a deeper understanding of product carbon footprints. In December 2022, Canyon committed publicly to the Science Based Targets initiative ("SBTi"), from which a clear reduction target will be set and implemented throughout the entire supply chain.

Diversity, equity, and inclusion

As a global brand, Canyon should represent diversity across all functions, levels, and locations. Canyon's Code of Ethics supports a diverse, equitable and inclusive culture.

Close and long-lasting business relationships with partners and innovative companies that share its ESG values are a key pillar of Canyon's business success and ESG risk reduction. A key component of Canyon's risk management approach is leading by example.

ESG KPIs

KPIs	FY2022
Total number of bikes sold (units)	231,366
Total number of product recalls (units)	0
Total paper and paper-based packaging (tons)	1,846
Paper and paper-based packaging sourced from responsibly managed forests as % of total	98%
Total number of employees worldwide	1,467
Percentage of women in the company	24%
Percentage of women in senior management positions (C-Level)	25%
Percentage of women in management positions	15%
Percentage of women in the workforce	24%
SBTi commitment	December 2022

Delivering meaningful growth

Business model

Sienna Investment Manager (“Sienna IM”), GBL’s asset management platform, manages through its regulated subsidiaries capital from institutional investors, family offices, and companies. Sienna IM has developed rapidly in the field of unlisted assets, with essentially bilateral transactions allowing it to develop a direct dialogue with companies. Sienna IM offers its expertise in different business lines: listed assets, private credit, private equity, real estate, venture capital and fund of alternative funds. In addition, Sienna IM advises GBL on its investments through GBL Capital. Sienna IM is a signatory of the Principles for Responsible Investment.

A materiality assessment conducted in 2022 mapped the following themes as material ESG risks for Sienna IM:

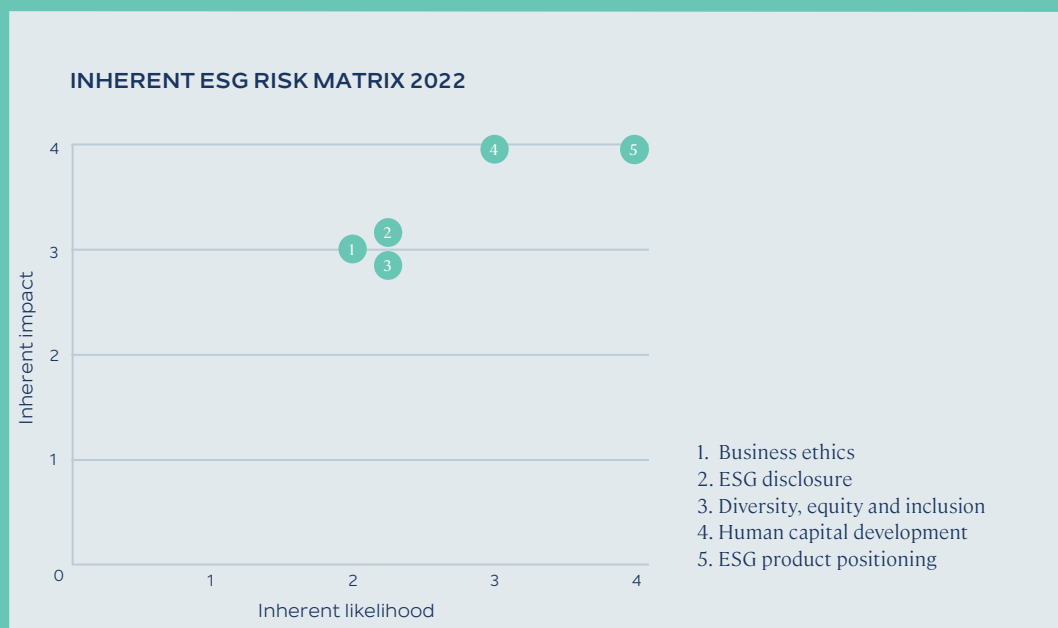
- business Ethics;
- ESG disclosure;
- diversity, equity and inclusion;
- human capital development;
- ESG product positioning.

ESG Organization

In 2022, Sienna IM made significant progress to define and implement its ESG strategy and operating model. To ensure the development, implementation and monitoring of its ESG strategy, Sienna IM relies on a best-in-class governance:

- the CEO is personally responsible for the ESG strategy and its objectives, achievements and funding, and has a dedicated ESG correspondent appointed on the Sienna IM Board of Directors;
- the CEO is supported by the newly-appointed Head of ESG, a member of the executive team, who reports directly to him and is responsible for implementing Sienna IM’s ESG strategy and driving the approach at each expertise by providing guidance to the ESG managers and approving programs and communications;
- the CEO leads the ESG Strategic Committee, which brings together the corporate officers of the various product lines as well as the members of the Executive Board and the Chief Risk and Compliance Officer;
- the Head of ESG leads the ESG Correspondent Network, which is made up of ESG managers within each of the group’s product lines. He ensures that these managers report directly to a corporate officer and that an ESG correspondent is appointed to the Board of Directors of each operating subsidiary.

ESG materiality matrix



ESG

Notes to the ESG section

ESG Policies

In 2022, Sienna IM adopted its ESG Policy explaining the strategy, policy and governance to integrate ESG considerations into Sienna IM's business both as a responsible company and as a responsible investor. It outlines the company's commitments and guidance for implementing the three ESG pillars and provides a clear ESG integration framework for all group competencies to refer to in their various ESG policies, integration approaches, objectives and ambitions. It specifies the ESG product policy positioning retained by Sienna IM. The Sienna IM ESG Policy is available on its website.

As a responsible company, Sienna IM's ESG policy leverages on Sienna IM's Corporate Governance Charter, the D&I Policy, the Code of Conduct, and the procedures implemented to manage potential IT and cybersecurity threats.

As a responsible investor, Sienna IM's ESG Policy offers a framework to support ESG integration efforts across the different product lines as well as an ESG exclusion policy. Sienna IM acts under domestic and international laws, bans, treaties, and applicable embargoes to define its investment universe. Beyond these legal requirements, Sienna IM also considers normative and sectoral exclusions including, but not limited to, controversial weapons, pornography, tobacco and non-conventional fossil fuels.

ESG Risk review

The EU Sustainable Finance Disclosure Regulation ("SFDR") is intended to increase transparency on sustainable reporting among financial institutions and market participants. Under its ESG Policy, Sienna IM retained a SFDR Article 8 positioning by default for its investment products. Sienna IM regulated entities ensure that their sustainability reporting practices comply with the SFDR Regulatory Technical Standards on ESG disclosure requirements in 2023.

Sienna IM believes that value creation is derived, among other things, from its ability to attract and retain talented people of diverse genders, backgrounds, and skills who embrace Sienna IM's ethical values. Sienna IM also strives to apply diversity to the composition of its governance bodies, notwithstanding the presence of a controlling shareholder. Diversity is therefore a criterion in the selection of new Directors and management. Under its D&I Policy, Sienna IM does not tolerate discrimination of any kind.

Finally, Sienna IM is committed to conducting its business ethically and in accordance with applicable laws. This includes a prohibition on the use of illegal practices, including bribery, corruption and market abuse to gain or retain a commercial advantage. Sienna IM's core values and business principles are specified in the Code, which further indicates to whom all employees can refer should any question or insecurity arise. The Code indicates limits and elements to be considered for full compliance with local regulations as well as anti-corruption practices.

ESG KPIs

From 2023 onwards, the ESG KPIs are structured over a 3-year period and approved by Sienna IM's Board of Directors. New ESG KPIs related to the implementation of the ESG Policy have been approved by the Board of Directors of March 2023. They will be reviewed annually or in the case of changes in the ESG Policy.

KPIs	FY2022
Number of employees (FTEs)	288
% women in overall workforce	39%
SFDR Art. 6 (% AuM, funds)	17%
SFDR Art. 8 (% AuM, funds)	77%
SFDR Art. 9 (% AuM, funds)	1%
Out of scope SFDR	5%
AuM covered by at least one SRI Label (Label ISR, Greenfin, CIES)	53%

5.5.3 International sustainability framework content index

5.5.3.1 GRI content index

GBL's sustainability report has been prepared as part of the Annual report 2022 in accordance with (i) the Directive 2014/95/EU on non-financial reporting (transposed into the Belgian law of September 3, 2017) and (ii) the GRI Standards - Core option. This report covers the 2022 calendar year (i.e. from January 1, 2022 to December 31, 2022).

GBL's statutory auditor, PwC, performed a review of the non-financial information as disclosed in the sustainability report and verified that it includes all the information required by article 3:32, §2

of the Code on companies and associations and is in accordance with the consolidated financial statements for the financial year ended December 31, 2022. PwC does not however express any opinion on the question whether this non-financial information has been established in accordance with the internationally recognized frameworks mentioned in the directors' report on the consolidated financial statements.

PwC has provided ISAE 3000 reasonable assurance on selected environmental and social KPIs, marked with a Greek small letter beta (β) of the Annual report 2022 presented in accordance with the management guidelines as set out in chapter 5 ESG.

PwC's reasonable assurance opinion is available in section 5.6.

GRI content index - General Disclosures & Material topics

GRI Standard	Disclosure	Page	Comment/Omission
General Disclosures			
Organizational profile			
102-1	Name of the organization	Back cover	
102-2	Activities, brands, products, and services	2-3, 7-11, 18-25	
102-3	Location of headquarters	Back cover	
102-4	Location of operations	Back cover	
102-5	Ownership and legal form	290-303	
102-6	Markets served	18-25	
102-7	Scale of the organization	18-25, 157-158, 290-303	
102-8	Information on employees and other workers	145, 157-158	Given the limited headcount of 60 full-time equivalents, GBL considers that the breakdown of the total number of employees by region is neither significant nor relevant.
102-9	Supply chain	145	As an investment holding company, GBL has no production or distribution operations. GBL's main suppliers are primarily consultants and office supply providers, which are not considered material given the limited volume of transactions
102-10	Significant changes to the organization and its supply chain	143	No significant changes in the organization and its supply chain
102-11	Precautionary Principle or approach	140-143	
102-12	External initiatives	140-143, 148-149, 150	
102-13	Membership of association	140-143, 148-149, 150	
Strategy			
102-14	Statement from senior decision-maker	6-9	
Ethics and integrity			
102-16	Values, principles, standards, and norms of behavior	2-3, 138-156	
Governance			
102-18	Governance structure	26-55, 138-156	
Stakeholder engagement			
102-40	List of stakeholder groups	140	
102-41	Collective bargaining agreements	145	
102-42	Identifying and selecting stakeholders	140	
102-43	Approach to stakeholder engagement	140	
102-44	Key topics and concerns raised	138-156	

ESG

Notes to the ESG section

GRI Standard	Disclosure	Page	Comment/Omission
Reporting practice			
102-45	Entities included in the consolidated financial statements	143, 215-219	
102-46	Defining report content and topic Boundaries	138-156	
102-47	List of material topics	138-156	
102-48	Restatements of information	178	
102-49	Changes in reporting	178	
102-50	Reporting period	178	
102-51	Date of most recent report	178	
102-52	Reporting cycle	178	
102-53	Contact point for questions regarding the report	Back cover	
102-54	Claims of reporting in accordance with the GRI Standards	141	
102-55	GRI content index	178-179	
102-56	External assurance	182-183	
Material topics			
Long term value creation in a sustainable manner			
103-1	Explanation of the material topic and its boundaries	138-156	
103-2	Management approach and its components	2-3, 6-11, 14-15, 16-55	
103-3	Evaluation of the management approach	10-13, 26-55	
201-1	Direct economic value generated and distributed	22-55, 184-297	
Ethics & Integrity			
103-1	Explanation of the material topic and its boundaries	138-156	
103-2	Management approach and its components	2-3, 138-156	
103-3	Evaluation of the management approach	138-156	
205-1	Operations assessed for risks related to corruption	62, 138-156	
205-2	Communication and training about anti-corruption policies and procedures	138-156	
205-3	Confirmed incidents of corruption and actions taken	157-158	
Training and development			
103-1	Explanation of the material topic and its boundaries	138-156	
103-2	Management approach and its components	2-3, 138-156	
103-3	Evaluation of the management approach	138-156	
404-1	Average hours of training per year per employee	157-158	
404-3	Percentage of employees receiving regular performance and career development reviews	157-158	
Diversity and Inclusion / Board composition			
103-1	Explanation of the material topic and its boundaries	138-156	
103-2	Management approach and its components	2-3, 138-156	
103-3	Evaluation of the management approach	138-156	
405-1	Diversity of governance bodies and employees	26-55, 157-158	
Patrimonial and active investor			
103-1	Explanation of the material topic and its boundaries	138-156	
103-2	Management approach and its components	138-156	
103-3	Evaluation of the management approach	138-156	
FS10	Percentage and number of companies held in the institution's portfolio with which the reporting organization has interacted on environmental or social issues	150-183	
FS11	Percentage of assets subject to positive and negative environmental or social screening	150-183	

ESG

Notes to the ESG section

5.5.3.2 SASB & TCFD Content Index

SASB	Accounting metric	Page	Comments/Omission
Transparent Information & Fair Advice for Customers			
FN-AC-270a.1	(1) Number and (2) percentage of covered employees with a record of investment-related investigations, consumer-initiated complaints, private civil litigations, or other regulatory proceedings	157-158	
FN-AC-270a.2	Total amount of monetary losses as a result of legal proceedings associated with marketing and communication of financial product related information to new and returning customers	-	Not relevant for GBL (question specific to asset managers distributing collective investment vehicles to clients)
FN-AC-270a.3	Description of approach to informing customers about products and services	-	Not relevant for GBL (question specific to asset managers distributing collective investment vehicles to clients)
Employee Diversity & Inclusion			
FN-AC-330a.1	Percentage of gender and racial/ethnic group representation for (1) executive management, (2) non-executive management, (3) professionals, and (4) all other employees	157-158	GBL provides data on gender representation. Racial/ethnic group representation is in breach of local regulation. GBL disclosure is combining “Non-executive management” level with “Professionals” level due to the size of the teams and the nature of our business (investment holding company, 31 full-time equivalents in total in these 2 categories, respectively 16 & 15)
Incorporation of Environmental, Social, and Governance Factors in Investment Management & Advisory			
FN-AC-410a.1	Assets under management, by asset class, that employ (1) integration of environmental, social, and governance (ESG) issues, (2) sustainability themed investing, and (3) screening	159	
FN-AC-410a.2	Description of approach to incorporation of environmental, social, and governance (ESG) factors in investment and/or wealth management processes and strategies	138-156	
FN-AC-410a.3	Description of proxy voting and investee engagement policies and procedures	153	
Business Ethics			
FN-AC-510a.1	Total amount of monetary losses as a result of legal proceedings associated with fraud, insider trading, anti-trust, anti-competitive behavior, market manipulation, malpractice, or other related financial industry laws or regulations	157-158	
FN-AC-510a.2	Description of whistleblower policies and procedures	144, 157-158	
Systemic Risk Management			
FN-AC-550a.1	Percentage of open-end fund assets under management by category of liquidity classification	-	Not relevant for GBL (question specific to asset managers distributing open-ended collective investment vehicles to clients)
FN-AC-550a.2	Description of approach to incorporation of liquidity risk management programs into portfolio strategy and redemption risk management	-	Not relevant for GBL (question specific to asset managers distributing open-ended collective investment vehicles to clients)
FN-AC-550a.3	Total exposure to securities financing transactions	180	0
FN-AC-550a.4	Net exposure to written credit derivatives	180	0
Activity metrics			
FN-AC-000.a	(1) Total registered and (2) total unregistered assets under management (AUM)	159	
FN-AC-000.b	Total assets under custody and supervision	-	Not relevant for GBL (custodian-specific question)

ESG

Notes to the ESG section

Task Force for Climate-related Financial Disclosure (TCFD) – Content index

TCFD	Accounting metric	Page	Comments/Omission
Governance			
TCFD – G (a)	Describe the board’s oversight of climate-related risks and opportunities	2-3, 7-9, 14-15, 18-21, 26-45, 61-65, 141-143, 154-156	
TCFD – G (b)	Describe management’s role in assessing and managing climate-related risks and opportunities	141-142, 146, 150-156	
Strategy, business model, outlook			
TCFD – S(b)	Describe the impact of climate-related risks and opportunities on the organization’s businesses, strategy and financial planning	141-142, 146, 150-156	
TCFD – S(c)	Describe the resilience of the organization’s strategy, taking into consideration different climate-related scenarios, including a 2°C or lower scenario	141-142, 146, 150-156	
Risk management			
TCFD – RM(a)	Describe the organization’s processes for identifying and assessing climate-related risks	141-142, 146, 150-156	
TCFD – RM(b)	Describe the organization’s processes for managing climate-related risks	141-142, 146, 150-156	
Metrics & targets			
TCFD – MT(a)	Disclose the metrics used by the organization to assess climate-related risks and opportunities in line with its strategy and risk management	138-183, 150-160,	
TCFD – MT(b)	Disclose Scope 1, Scope 2, and, if appropriate, Scope 3 greenhouse gas (“GHG”) emissions and related risks	62-65, 158, 138-183, 150-160	

5.6 PWC REASONABLE ASSURANCE REPORT

INDEPENDENT REASONABLE ASSURANCE REPORT ON THE SUBJECT MATTER INFORMATION OF THE ANNUAL REPORT 2022 OF GROUPE BRUXELLES LAMBERT SA (“GBL SA”)

To the Board of Directors of Groupe Bruxelles Lambert SA

This report has been prepared in accordance with the terms of our engagement contract dated 17 November 2022 (the “Agreement”), whereby we have been engaged to issue an independent reasonable assurance report in connection with the selected ESG indicators, marked with a Greek small letter beta (β) in Chapter 5.5.1 ‘ESG KPI’ of the Annual Report as of and for the year ended 31 December 2022 (the “Report”).

The Directors responsibility

The Directors of Groupe Bruxelles Lambert SA (the “Company”) are responsible for the preparation and presentation of the information and data in the selected ESG KPI’s, marked with a Greek small letter beta (β) in Chapter 5.5.1 ‘ESG KPI’ of the Annual Report (the “Subject Matter Information”), in accordance with the criteria disclosed in the Report (the “Criteria”).

This responsibility includes the selection and application of appropriate methods for the preparation of the Subject Matter Information, for ensuring the reliability of the underlying information and for the use of assumptions and estimates for individual sustainability disclosures which are reasonable in the circumstances. Furthermore, the responsibility of the Directors includes the design, implementation and maintenance of systems and processes relevant for the preparation of the Subject Matter Information that is free from material misstatement, whether due to fraud or error.

Auditor’s responsibility

Our responsibility is to express an independent conclusion about the Subject Matter Information based on the procedures we have performed and the evidence we have obtained.

We conducted our work in accordance with the International Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements other than Audits or Reviews of Historical Financial Information” (ISAE 3000), issued by the International Auditing and Assurance Standards Board. This standard requires that we comply with ethical requirements and that we plan and perform the engagement to obtain reasonable assurance as to whether the Subject Matter Information has been prepared, in all material respects, in accordance with the Criteria.

The objective of a reasonable-assurance engagement is to perform the procedures we consider necessary to provide us with sufficient appropriate evidence to support the expression of an opinion in the positive form on the Subject Matter Information. The selection of such procedures depends on our professional judgement, including the assessment of the risks of material misstatement of the Subject Matter Information in accordance with the Criteria. The scope of our work comprised amongst others the following procedures:

- Assessing and testing the design and functioning of the systems and processes used for data-gathering, collation, consolidation and validation, including the methods used for calculating and estimating the Subject Matter Information presented in the Report as of and for the year ended 31 December 2022;
- Conducting interviews with responsible officers;
- Reviewing relevant internal and external documentation;
- Performing an analytical review of the data and trends in the information submitted for consolidation;
- Considering the disclosure and presentation of the Subject Matter Information.

The scope of our work is limited to assurance over the Subject Matter Information. Our assurance does not extend to information in respect of earlier periods or to any other information included in the Report. Moreover with regards to the ‘GHG Emissions Scope 3 (emissions from investments)’ and the ‘% of portfolio companies with ‘1.5°C’ SBTi in place’, our procedures only included the validation of the ESG KPI calculation process performed by the Company. The underlying data derived from public sources, as referred to in the Report (CDP, Annual Sustainability reports, company’s websites and the SBTi website), used for the calculation of those 2 ESG KPI’s, is out of scope of our audit engagement and has therefore not been reviewed by us. We therefore do not provide any assurance on this information.

ESG

PwC reasonable assurance report

Our independence and quality control

We have complied with the independence and other ethical requirements in respect of auditor independence, particularly in accordance with the rules set down in articles 12, 13, 14, 16, 20, 28 and 29 of the Belgian Act of 7 December 2016 organizing the audit profession and its public oversight of registered auditors, and with the independence and other ethical requirements of the Code of Ethics for Professional Accountants issued by the International Ethics Standards Board for Accountants, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behaviour.

Our firm applies International Standard on Quality Control (ISQC) n°1, Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance Related Services Engagements and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Our opinion

Based on the procedures we have performed and the evidence we have obtained, in our opinion the Subject Matter Information, within your chapter 5.5.1 'ESG KPI' of the Annual Report as of and for the year ended 31 December 2022 have been prepared, in all material respects, in accordance with the Criteria.

Other ESG related information

The other information comprises all of the ESG related information in the Report other than the Subject Matter Information and our assurance report. The directors are responsible for the other ESG related information. As explained above, our assurance conclusion does not extend to the other ESG related information and, accordingly, we do not express any form of assurance thereon. In connection with our assurance of the Subject Matter Information, our responsibility is to read the other ESG related information and, in doing so, consider whether the other ESG related information is materially inconsistent with the Subject Matter Information or our knowledge obtained during the assurance engagement, or otherwise appears to contain a material misstatement of fact. If we identify an apparent material inconsistency or material misstatement of fact, we are required to perform procedures to conclude whether there is a material misstatement of the Subject Matter Information or a material misstatement of the other information, and to take appropriate actions in the circumstances.

Other matter - restriction on use and distribution of our report

Our report is intended solely for the use of the Company, to whom it is addressed, in connection with their Report as of and for the year ended 31 December 2022 and should not be used for any other purpose. We do not accept or assume and deny any liability or duty of care to any other party to whom this report may be shown or into whose hands it may come.

Diegem, 3 April 2023

PwC Bedrijfsrevisoren BV/Reviseurs d'Entreprises SRL
Represented by

Marc Daelman⁽¹⁾
Registered Auditor

5



(1) Marc Daelman BV, director, represented by its permanent representative Marc Daelman

Economic presentation of the consolidated result and financial position



6.1	Analysis of the group's results and operational excellence	186
6.2	Financial position	194

Economic presentation of the consolidated result and financial position

Analysis of the group's results and operational excellence

6.1 ANALYSIS OF THE GROUP'S RESULTS AND OPERATIONAL EXCELLENCE

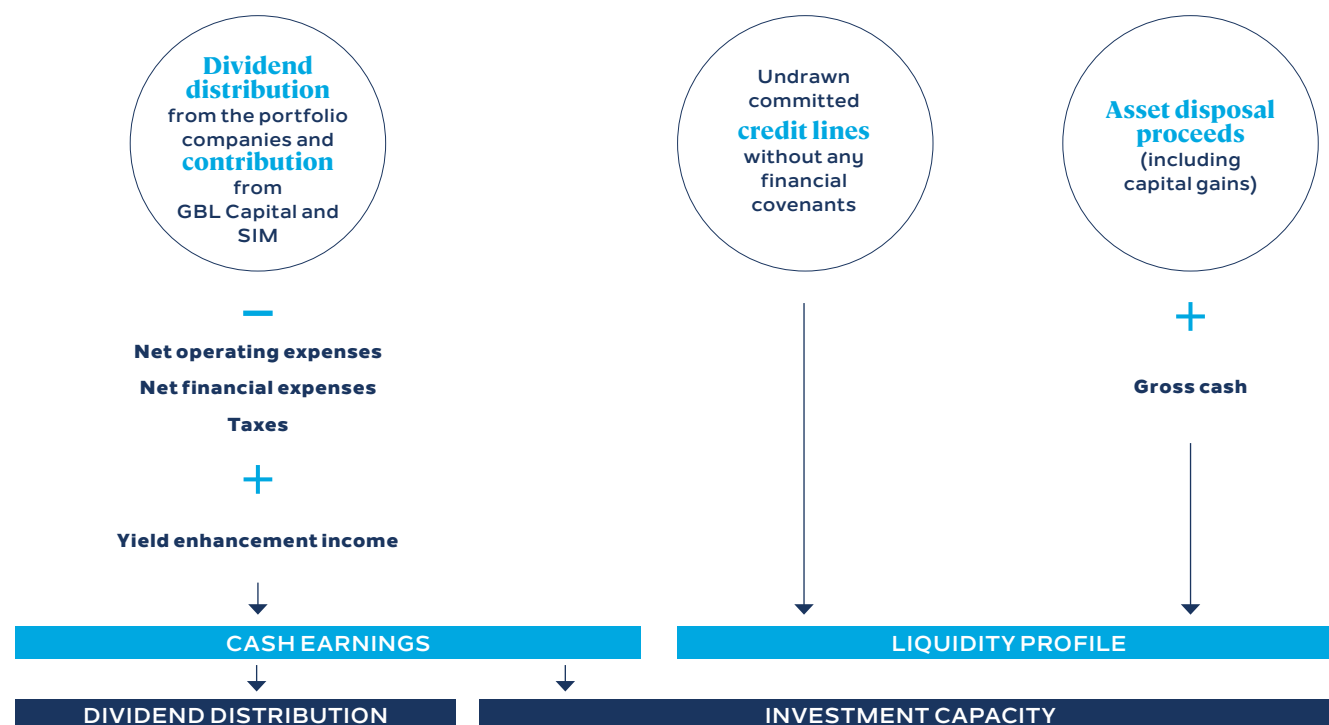
6.1.1 Operational excellence

A balanced business model

GBL's paid dividend is primarily derived from (i) the net dividend paid out by its portfolio companies and (ii) the contribution of GBL Capital and Sienna Investment Managers ("SIM") to GBL's cash earnings, after deduction of its cost structure.

GBL's financial flexibility has been enhanced as a result of the revised dividend policy introduced in 2020. GBL has set a payout ratio of between 75% and 100% of its cash earnings from 2021 onwards by way of ordinary dividend, while reserving the option of paying exceptional dividends in the future when and if deemed appropriate. On this basis, GBL will continue to provide an attractive dividend yield to its shareholders while releasing additional financial resources to support (i) the acceleration of net asset value growth, (ii) its portfolio companies if needed and (iii) the execution of the group's share buyback program.

GBL's payout ratio is derived from the cash earnings. As a result, this ratio excludes cash inflows from asset disposals (including capital gains). GBL has a solid liquidity profile ensuring the availability of resources to implement its investment strategy throughout the economic cycle.



Economic presentation of the consolidated result and financial position

Analysis of the group's results and operational excellence

Solid and flexible financial structure

GBL's objective is to maintain a sound financial structure, with:

- a solid liquidity profile; and
- limited net indebtedness relative to its portfolio value.

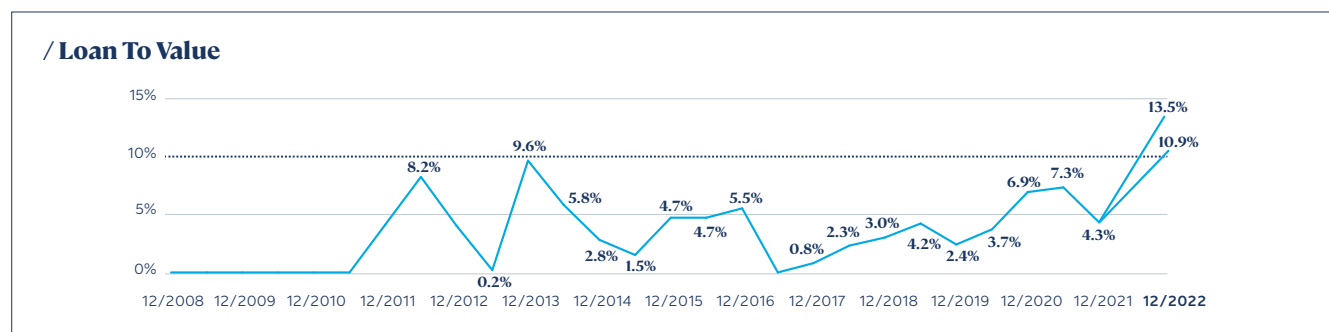
The financial strength derived from the liquidity profile ensures resources are readily available to quickly seize investment opportunities throughout the economic cycle.

The Loan To Value ratio fluctuates primarily depending on the deployment of capital for investments and more generally on the implementation of the portfolio rotation strategy. As part of financial discipline, the Loan To Value target is to maintain it below 10% through the cycle. While the effective Loan To Value ratio may exceed that threshold, it should (i) not exceed it for a prolonged period and (ii) remain below 25%.

This ratio is continuously monitored and has been generally maintained at a level below 10% over the last 15 years. This conservative approach is consistent with GBL's philosophy of capital preservation and allows GBL to continue investing and generating returns throughout the cycle.

At year-end 2022, GBL had:

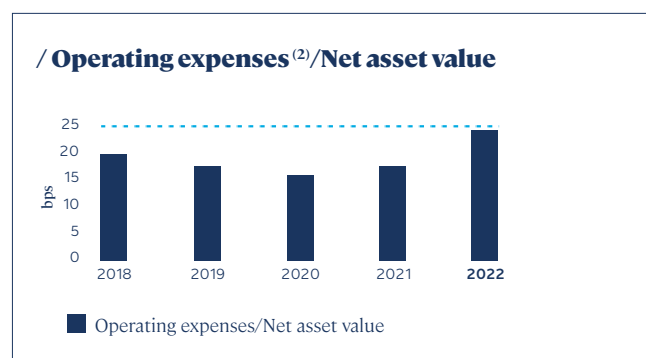
- a Loan To Value ratio of 13.5%, or 10.9% pro forma for Holcim's prepaid forward sales (with the portfolio value and net debt adjusted as if the sales occurred on December 31, 2022); and
- a liquidity profile of EUR 3.8 billion, consisting of gross cash for EUR 1.4 billion and undrawn committed credit lines (having no financial covenants) for EUR 2.4 billion maturing progressively over the 2027-2028 period.



Efficient cost structure

GBL aims at operational excellence through strict cost discipline.

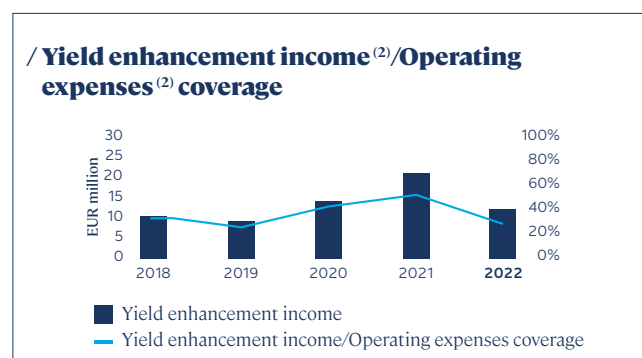
As a result, operating expenses⁽²⁾ as a proportion of net asset value have historically remained below 25 bps.



Yield enhancement

The yield enhancement activities developed by GBL are intended to provide a source of additional income. They consist primarily of conservative management of derivatives and are executed by a dedicated team, focusing exclusively on simple ("vanilla") products, with very short maturities and low levels of exercise probability ("delta"), based on in-depth knowledge of the underlying assets in the portfolio.

The income generated⁽¹⁾ by this activity fluctuates according to market conditions. Over the past 5 years, this income has covered, on average, 37% of GBL's operating expenses⁽²⁾.



(1) The yield enhancement income taken into account amounts to EUR 12 million, as presented in the section "Economic presentation of the consolidated result" under cash earnings, in other financial income and expenses (see page 190)

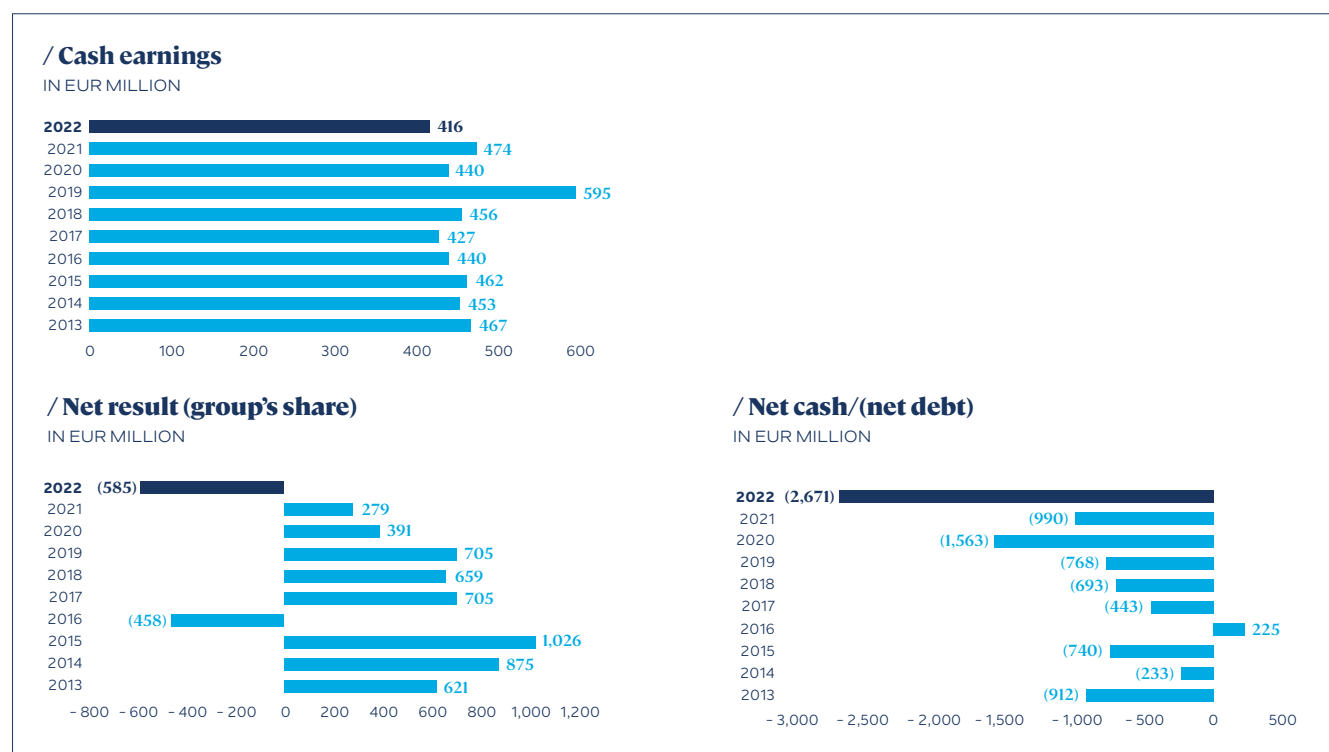
(2) As presented in the cash earnings

Economic presentation of the consolidated result and financial position

Analysis of the group's results and operational excellence

6.1.2 Key figures and historical data over 10 years

Key figures



Historical data over 10 years

IN EUR MILLION	2022	2021	2020	2019	2018	2017	2016	2015	2014	2013
Consolidated result										
Cash earnings	416.1	474.4	439.6	595.3	456.1	426.5	440.4	461.6	452.8	467.0
Mark to market and other non-cash items	97.1	(167.6)	39.8	(13.2)	3.3	(5.2)	14.4	90.9	(27.8)	(167.4)
Operating companies (associated or consolidated)	(296.5)	(336.8)	(315.3)	(39.6)	301.8	199.8	159.6	(63.5)	183.9	262.5
GBL Capital	(669.8)	381.3	331.7	270.5	17.2	213.6	63.5	18.3	41.1	(6.5)
Sienna Investment Managers	(40.2)	(3.6)	0.0	0.0	0.0	0.0	0.0	0.0	0.0	0.0
Eliminations, gains (losses) on disposals, impairments and reversals	(91.4)	(68.9)	(104.9)	(108.3)	(119.5)	(129.3)	(1,135.6)	519.1	225.3	65.0
Consolidated result (group's share)	(584.7)	278.8	391.0	704.7	658.9	705.4	(457.7)	1,026.4	875.3	620.6
Consolidated result of the period	(432.5)	434.8	429.3	768.9	904.1	891.1	(310.9)	1,055.9	993.1	724.7
Total distribution	402.4	420.2	395.9	508.3	495.4	484.1	472.8	461.5	450.2	438.9
Number of shares at the end of the year⁽¹⁾										
Basic	146,717,159	152,157,142	154,360,882	157,135,598	157,679,088	155,607,490	155,374,131	155,243,926	155,139,245	155,060,703
Diluted	150,972,739	156,465,148	154,416,073	157,309,308	157,783,601	160,785,245	160,815,820	160,841,125	160,649,657	156,869,069
Payout (in %)										
Dividend/cash earnings	96.7	88.6	90.1	85.4	108.6	113.5	107.4	100.0	99.4	94.0
Consolidated result per share⁽²⁾ (group's share)	(3.99)	1.83	2.53	4.48	4.18	4.53	(2.95)	6.61	5.64	4.00
Consolidated cash earnings per share⁽³⁾ (group's share)	2.72	3.03	2.72	3.69	2.83	2.64	2.73	2.86	2.81	2.89

(1) The calculation of the number of basic and diluted shares is detailed in note 28
(2) The calculation of the consolidated result per share takes into account the number of basic shares
(3) The calculation of the cash earnings per share takes into account the number of shares issued

Economic presentation of the consolidated result and financial position

Analysis of the group's results and operational excellence

6.1.3 Economic presentation of the consolidated result

IN EUR MILLION	Cash earnings	Mark to market and other non-cash items	Operating companies (associates or consolidated)	GBL Capital	Sienna Investment Managers	Eliminations, capital gains, impairment and reversals	December 31, 2022 Consolidated	December 31, 2021 Consolidated
GROUP'S SHARE								
Profit (loss) of associates and consolidated operating companies	-	-	1177	(0.3)	(12.2)	-	105.3	285.6
Net dividends from investments	394.2	0.0	-	-	-	(71.9)	322.3	363.1
Interest income (expenses)	34.4	(1.5)	-	(67.4)	-	-	(34.4)	(19.8)
Other financial income (expenses)	30.7	92.2	(255.4)	(463.6)	-	(19.5)	(615.6)	(163.7)
Other operating income (expenses)	(43.3)	6.3	(158.8)	(64.4)	(12.7)	-	(273.0)	(312.0)
Gains (losses) from disposals, impairments and reversal of non-current assets	-	-	-	(72.1)	(15.3)	-	(87.5)	125.2
Taxes	0.2	-	-	(2.1)	-	-	(1.9)	0.4
IFRS CONSOLIDATED NET RESULT (2022) (GROUP'S SHARE)	416.1	97.1	(296.5)	(669.8)	(40.2)	(91.4)	(584.7)	
IFRS consolidated net result (2021) (group's share)	474.4	(167.6)	(336.8)	381.3	(3.6)	(68.9)		278.8

Cash earnings

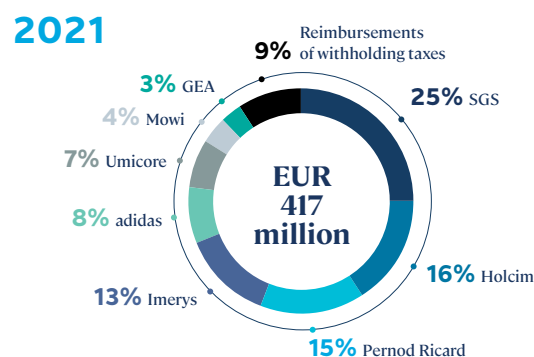
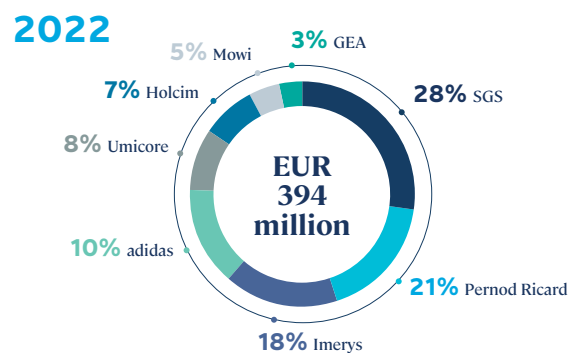
(EUR 416 million compared to EUR 474 million)

IN EUR MILLION	December 31, 2022	December 31, 2021
Net dividends from investments	394.2	416.5
Interest income (expenses)	34.4	72.6
GBL Capital interests	69.1	94.1
Other interest income (expenses)	(34.7)	(21.5)
Other financial income (expenses)	30.7	25.4
Other operating income (expenses)	(43.3)	(39.8)
Taxes	0.2	(0.4)
TOTAL	416.1	474.4

Net dividends from investments received as of December 31, 2022 (EUR 394 million) are lower than in 2021, mainly as a result of lower reimbursements of withholding taxes in 2022 and lower dividends received from Holcim following sales in 2021. These items are partially offset by higher dividends received from Pernod Ricard, Imerys and SGS.

IN EUR MILLION	December 31, 2022	December 31, 2021
SGS	109.8	103.5
Pernod Ricard	82.0	62.1
Imerys	71.9	53.4
adidas	38.5	35.0
Umicore	31.4	30.9
Holcim	28.0	64.7
Mowi	19.1	15.9
GEA	10.2	12.9
TotalEnergies	0.8	0.6
Reimbursements of withholding taxes	1.6	36.7
Other	0.9	0.8
TOTAL	394.2	416.5

Contribution of investments to net collected dividends



Economic presentation of the consolidated result and financial position

Analysis of the group's results and operational excellence

Other financial income (expenses) (EUR 31 million) mainly comprise (i) the dividend received on treasury shares for (EUR 20 million (EUR 15 million in 2021)) and (ii) yield enhancement income of EUR 12 million (EUR 21 million as of December 31, 2021).

Mark to market and other non-cash items (EUR 97 million compared to EUR - 168 million)

IN EUR MILLION	December 31, 2022	December 31, 2021
Net dividends from investments	0.0	-
Interest income (expenses)	(1.5)	(1.1)
Other financial income (expenses)	92.2	(150.0)
Other operating income (expenses)	6.3	(16.5)
TOTAL	97.1	(167.6)

Other financial income (expenses) notably include the mark to market of the derivative components associated with exchangeable bonds into GEA shares (EUR 80 million), with convertible bonds into GBL shares (EUR 30 million) and with exchangeable bonds into Pernod Ricard shares (EUR - 12 million). This non-monetary gain reflects the change in stock prices of the securities underlying these bonds during the period. The result as of December 31, 2022 illustrates the accounting asymmetry and volatility hence included in the results, which will persist throughout the lifetime of the exchangeable and convertible bonds, to become void at maturity.

Operating companies (associates or consolidated)

(EUR - 297 million compared to EUR - 337 million)

In accordance with accounting principles, GBL includes in its accounts its share of the net results of the participations in which it holds the majority of the capital or on which it has a significant influence.

IN EUR MILLION	December 31, 2022	December 31, 2021
Profit (loss) of associates and consolidated operating companies	117.7	169.5
Other financial income (expenses)	(255.4)	(293.2)
Other operating income (expenses)	(158.8)	(213.2)
TOTAL	(296.5)	(336.8)

Net profit (loss) of associates and consolidated operating companies amounts to EUR 118 million compared to EUR 170 million as of December 31, 2021.

IN EUR MILLION	December 31, 2022	December 31, 2021
Imerys	130.4	131.6
Webhelp	26.0	39.9
Canyon	10.7	(14.9)
Parques Reunidos/Piolin II	1.3	12.8
Sanoptis	(20.7)	-
Affidea	(30.0)	-
TOTAL	117.7	169.5

Imerys

(EUR 130 million compared to EUR 132 million)

Net current income from continuing operations increases 22.3% to EUR 284 million as of December 31, 2022 (EUR 232 million as of December 31, 2021). Current EBITDA amounts to EUR 720 million (EUR 649 million as of December 31, 2021). The net result, group's share, amounts to EUR 237 million as of December 31, 2022 (EUR 240 million as of December 31, 2021).

Imerys contributes EUR 130 million to GBL's result as of December 31, 2022 (EUR 132 million as of December 31, 2021), reflecting the variation in net income, group's share, and the 54.97% consolidation rate for Imerys (54.83% as of December 31, 2021).

The press release relating to Imerys' results as of December 31, 2022 is available at www.imerys.com.

Webhelp

(EUR 26 million compared to EUR 40 million)

As of December 31, 2022, Webhelp's contribution to GBL's result amounts to EUR 26 million (EUR 40 million as of December 31, 2021), based on a result of EUR 45 million (EUR 69 million as of December 31, 2021) and taking into account an integration rate of 61.28% (58.82% as of December 31, 2021).

Canyon

(EUR 11 million compared to EUR - 15 million)

As of December 31, 2022, Canyon's contribution to GBL's result amounts to EUR 11 million (EUR - 15 million as of December 31, 2021, of which EUR - 9 million of acquisition costs), based on a result of EUR 24 million (EUR - 11 million as of December 31, 2021) and taking into account an integration rate of 48.24% (51.87% as of December 31, 2021).

Parques Reunidos/Piolin II

(EUR 1 million compared to EUR 13 million)

As of December 31, 2022, the contribution amounts to EUR 1 million (EUR 13 million as of December 31, 2021), considering a result of Piolin II of EUR 6 million (EUR 55 million as of December 31, 2021) and taking into account an integration rate of 23.10% (23.10% as of December 31, 2021).

Sanoptis

(EUR - 21 million)

Following the acquisition of the Sanoptis group on July 1, 2022, GBL recognized a contribution of EUR - 21 million, reflecting the costs incurred in connection with the acquisition (EUR - 15 million) and the contribution in the net result of EUR - 5 million, based on a result of EUR - 6 million and taking into account an integration rate of 83.54%.

Economic presentation of the consolidated result and financial position

Analysis of the group's results and operational excellence

Affidea

(EUR - 30 million)

Following the acquisition of the Affidea group on July 22, 2022, GBL recognized a contribution of EUR - 30 million, reflecting the costs incurred in connection with the acquisition (EUR - 21 million) and the contribution in the net result of EUR - 9 million, based on a result of EUR - 9 million and taking into account an integration rate of 99.50%.

The other charges with respect to consolidated companies reflect the change in debts to Webhelp's minority shareholders. Those related to founders are presented under **other financial income (expenses)** for EUR - 255 million (EUR - 293 million in 2021), including the effect of discounting. Those related to employees are presented under **other operating income (expenses)** for EUR - 159 million (EUR - 213 million in 2021), including the effect of discounting and vesting.

GBL Capital

(EUR - 670 million compared to EUR 381 million)

IN EUR MILLION	December 31, 2022	December 31, 2021
Profit (loss) of associates and consolidated operating companies	(0.3)	125.8
Interest income (expenses)	(67.4)	(91.3)
Other financial income (expenses)	(463.6)	269.5
<i>IFRS 9</i>	(487.1)	255.5
<i>Other</i>	23.5	14.0
Other operating income (expenses)	(64.4)	(48.8)
Gains (losses) on disposals, impairments and reversals of non-current assets	(72.1)	125.3
Taxes	(2.1)	0.8
TOTAL	(669.8)	381.3

The contribution to GBL's results as of December 31, 2022 of GBL Capital's investments consolidated or accounted for by the equity method amounts to EUR - 0 million, compared to EUR 126 million a year earlier:

IN EUR MILLION	December 31, 2022	December 31, 2021
Backed 1, Backed 2 and Backed Encore 1	(10.3)	64.8
Operating subsidiaries of ECP III	(2.5)	3.1
ECP I & II	(0.0)	(0.0)
Canyon	0.3	(0.4)
Mérieux Participations 2	1.2	12.1
Avanti Acquisition Corp.	1.8	(1.8)
ECP IV	9.2	48.1
TOTAL	(0.3)	125.8

Interest income (expenses) (EUR - 67 million) nearly exclusively consist of interest charges to GBL (EUR - 69 million compared to EUR - 94 million as of December 31, 2021).

Other financial income (expenses) mainly reflect the change in fair value of the investments not consolidated or not accounted for by the equity method, in application of IFRS 9, for a total amount of EUR - 487 million (EUR 256 million as of December 31, 2021), out of which mainly Marcho Partners (EUR - 307 million vs. EUR - 22 million in 2021), an undisclosed digital asset (EUR - 168 million vs. EUR 0 million in 2021), Globality (EUR - 97 million vs. EUR 7 million in 2021), Sagard funds (EUR 36 million vs. EUR 79 million in 2021) and Kartesia funds (EUR 39 million vs. EUR 57 million in 2021).

The **gains (losses) on disposals, impairments and reversals of non-current assets** mainly include, as of December 31, 2022, the impairment on Pollen (EUR - 103 million) as well as the net capital gain following the sale of Indo by ECP III (EUR 43 million). As of December 31, 2021, this item was mainly composed of the net capital gains on the sale by ECP III of Keesing (EUR 65 million) and svt (EUR 55 million).

Sienna Investment Managers

(EUR - 40 million compared to EUR - 4 million)

IN EUR MILLION	December 31, 2022	December 31, 2021
Profit (loss) of associates and consolidated operating companies	(12.2)	(9.8)
Other operating income (expenses)	(12.7)	6.2
Gains (losses) on disposals, impairments and reversals of non-current assets	(15.4)	-
TOTAL	(40.2)	(3.6)

The contribution to GBL's results as of December 31, 2022 of Sienna Investment Managers investments consolidated or accounted for by the equity method amounts to EUR - 12 million, compared to EUR - 10 million a year earlier:

IN EUR MILLION	December 31, 2022	December 31, 2021
Sienna Real Estate	(9.7)	(4.3)
Sienna Gestion	(1.3)	(4.8)
Sienna Private Credit	(1.1)	(0.7)
TOTAL	(12.2)	(9.8)

The **gains (losses) on disposals, impairments and reversals of non-current assets** mainly reflect, as of December 31, 2022, the impairment on part of the goodwill of Sienna Real Estate.

Eliminations

(EUR - 91 million compared to EUR - 69 million)

Net dividends from operating investments (associates or consolidated companies) are eliminated and are related as of December 31, 2022 and 2021, to Imerys (EUR - 72 million compared with EUR - 53 million the prior year).

The **other financial income (expenses)** include the elimination of the dividend on treasury shares amounting to EUR - 20 million (EUR - 15 million in 2021).

Economic presentation of the consolidated result and financial position

Analysis of the group's results and operational excellence

Reconciliation of the economic presentation of the consolidated result with the IFRS consolidated financial statements

EUR MILLION							December 31, 2022
GROUP'S SHARE	Cash earnings	Mark to market and other non-cash items	Operating companies (associated or consolidated)	GBL Capital	Sienna Investment Managers	Eliminations, capital gains, impairments and reversals	Consolidated
Profit (loss) of associates and consolidated operating companies	-	-	117.7	(0.3)	(12.2)	-	105.3
Net dividends from investments	394.2	0.0	-	-	-	(71.9)	322.3
Interest income (expenses)	34.4	(1.5)	-	(67.4)	-	-	(34.4)
Other financial income (expenses)	30.7	92.2	(255.4)	(463.6)	-	(19.5)	(615.6)
Other operating income (expenses)	(43.3)	6.3	(158.8)	(64.4)	(12.7)	-	(273.0)
Gains (losses) from disposals, impairments and reversal of non-current assets	-	-	-	(72.1)	(15.3)	-	(87.5)
Taxes	0.2	-	-	(2.1)	-	-	(1.9)
IFRS CONSOLIDATED NET RESULT 2022 (GROUP'S SHARE)	416.1	97.1	(296.5)	(669.8)	(40.2)	(91.4)	(584.7)
of which "Holding" segment	416.1	97.1	1.3	-	-	(91.4)	423.1 ⁽¹⁾
of which "Imerys" segment	-	-	130.4	-	-	-	130.4
of which "Webhelp" segment	-	-	(388.2)	-	-	-	(388.2)
of which "Canyon" segment	-	-	10.7	0.3	-	-	11.0
of which "Affidea" segment	-	-	(30.0)	-	-	-	(30.0)
of which "Sanoptis" segment	-	-	(20.7)	-	-	-	(20.7)
of which "GBL Capital and SIM" segment	-	-	-	(670.1)	(40.2)	-	(710.3)
IFRS CONSOLIDATED NET RESULT 2022 (GROUP'S SHARE)	416.1	97.1	(296.5)	(669.8)	(40.2)	(91.4)	(584.7)

(1) Including the share in the result of Piolin II (Parques Reunidos), associated operating company

Economic presentation of the consolidated result and financial position

Analysis of the group's results and operational excellence

Comprehensive income 2022 – group's share

In accordance with IAS 1 *Presentation of financial statements*, GBL publishes its consolidated comprehensive income as an integral part of the consolidated financial statements. This income, group's share, amounted to EUR - 4,231 million in 2022 compared with EUR 1,820 million the previous year. This change is mainly the result of the change in the market prices of the investments held in the portfolio. This result of EUR - 4,231 million gives an indication of the value creation achieved by the company in 2022. It is based on the consolidated result, group's share, for the period (EUR - 585 million), plus the market value impact on the other equity investments, i.e. EUR - 3,920 million, and the changes in the equity of associates and consolidated companies, group's share, amounting to EUR 274 million. The consolidated comprehensive income, group's share, shown in the table below, is broken down according to each investment's contribution.

Comprehensive income 2022 – group's share

IN EUR MILLION				2022	2021
	Result of the period	Elements entered directly in shareholders' equity		Comprehensive income	Comprehensive income
GROUP'S SHARE		Mark to market	Other		
Investments' contribution	(684.3)	(3,920.4)	274.3	(4,330.3)	1,944.7
adidas	38.5	(1,724.5)	-	(1,686.0)	(578.1)
SGS	109.8	(1,096.8)	-	(987.1)	787.4
Pernod Ricard	82.0	(853.6)	296.7	(474.9)	1,150.2
Webhelp	(388.2)	-	26.9	(361.3)	(464.5)
GEA	10.2	(112.4)	-	(102.1)	255.3
Mowi	19.1	(163.4)	75.0	(69.3)	110.7
Affidea	(30.0)	-	(7.9)	(37.8)	-
Umicore	31.4	(56.1)	-	(24.7)	(54.6)
Sanoptis	(20.7)	-	2.2	(18.5)	-
Ontex	-	(12.3)	-	(12.3)	(66.0)
Parques Reunidos / Piolin II	1.3	-	(1.0)	0.4	6.8
TotalEnergies	0.8	3.7	-	4.6	3.1
Voodoo	-	6.7	-	6.7	(2.2)
Canyon	11.0	-	(0.2)	10.8	(13.6)
Holcim	28.0	47.4	-	75.5	197.1
Imerys	130.4	-	7.9	138.2	229.7
GBL Capital and SIM	(710.3)	-	13.1	(697.2)	379.4
Other	2.5	40.7	(138.5)	(95.2)	3.8
Other income (expenses)	99.5	-	-	99.5	(125.2)
DECEMBER 31, 2022	(584.7)	(3,920.4)	274.3	(4,230.8)	
December 31, 2021	278.8	876.7	664.0		1,819.5

Economic presentation of the consolidated result and financial position

Financial position

6.2 FINANCIAL POSITION

Net debt increased from EUR 990 million as of December 31, 2021 to EUR 2,671 million as of December 31, 2022. This increase reflects in particular investments, including share buybacks (EUR 3,110 million) and the dividend paid by GBL for the year 2021 (EUR 420 million), partially offset by divestments and returns (EUR 1,458 million⁽¹⁾) and cash earnings for the period (EUR 416 million).

As of December 31, 2022, net debt consisted of:

- gross cash excluding treasury shares of EUR 1,397 million (EUR 2,293 million at year-end 2021); and
- gross debt of EUR 4,068 million (EUR 3,283 million at year-end 2021).

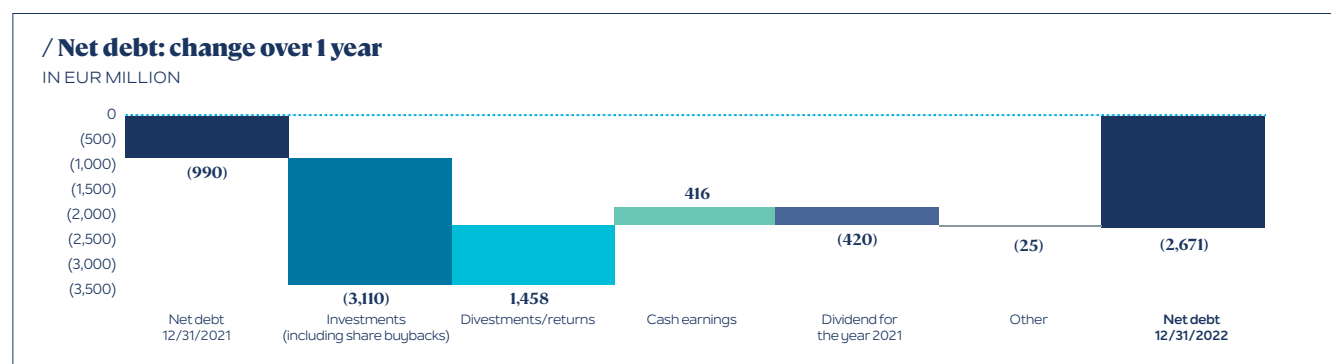
The weighted average maturity of gross debt is 3.3 years at the end of December 2022, or 3.8 years excluding the prefinancing of forward sales of Holcim shares (3.6 years at end 2021).

This situation does not include (i) GBL Capital's external investment commitments of EUR 846 million at the end of December 2022 (EUR 742 million as of December 31, 2021) and (ii) the debt toward Webhelp's minority shareholders, which is valued at EUR 1,675 million at the end of December 2022 (EUR 1,348 million as of December 31, 2021).

As of December 31, 2022, the committed credit lines amounted to EUR 2,450 million (fully undrawn) and mature during the 2027 - 2028 period.

The liquidity profile amounts to EUR 3,847 million at the end of December 2022 (gross cash and undrawn amount on committed credit lines), compared to EUR 4,443 million at the end of December 2021.

Finally, as of December 31, 2022, treasury shares amounted to 12,222,870, representing 7.99% of the issued capital at that date and valued at EUR 912 million, compared with 5.08% and EUR 779 million respectively as of December 31, 2021.



EUR MILLION	Gross cash	Gross debt	Net debt
Position as of December 31, 2021	2,292.5	(3,283.0)	(990.5)
Cash earnings	416.1	-	416.1
Dividend for the year 2021	(420.2)	-	(420.2)
Investments:	(3,109.7)	-	(3,109.7)
<i>Affidea</i>	(1,000.2)	-	(1,000.2)
<i>Sanoptis</i>	(728.0)	-	(728.0)
<i>GBL (share buybacks)</i>	(642.6)	-	(642.6)
<i>GBL Capital</i>	(498.2)	-	(498.2)
<i>Sienna Investment Managers</i>	(137.6)	-	(137.6)
<i>Webhelp</i>	(90.0)	-	(90.0)
<i>Canyon</i>	(13.2)	-	(13.2)
Divestments/returns :	1,995.7	(537.6)	1,458.1
<i>Holcim (forward sales 2023 prepaid in 2022)</i>	537.6	(537.6)	-
<i>Mowi</i>	511.9	-	511.9
<i>Pernod Ricard</i>	384.4	-	384.4
<i>GBL Capital</i>	374.4	-	374.4
<i>Webhelp</i>	10.2	-	10.2
<i>Canyon</i>	5.5	-	5.5
<i>Affidea</i>	4.7	-	4.7
<i>Sanoptis</i>	2.0	-	2.0
<i>Other</i>	165.0	-	165.0
Institutional bonds	494.4	(500.0)	(5.6)
Exchangeable bonds into Pernod Ricard shares	497.1	(500.0)	(2.9)
Exchangeable bonds into Holcim shares	(750.0)	750.0	-
Other	(19.4)	2.7	(16.7)
POSITION AS OF DECEMBER 31, 2022	1,396.6	(4,067.8)	(2,671.2)

(1) Excluding prepaid forward sales of Holcim shares, maturing in May 2023

Economic presentation of the consolidated result and financial position

Financial position

Gross cash

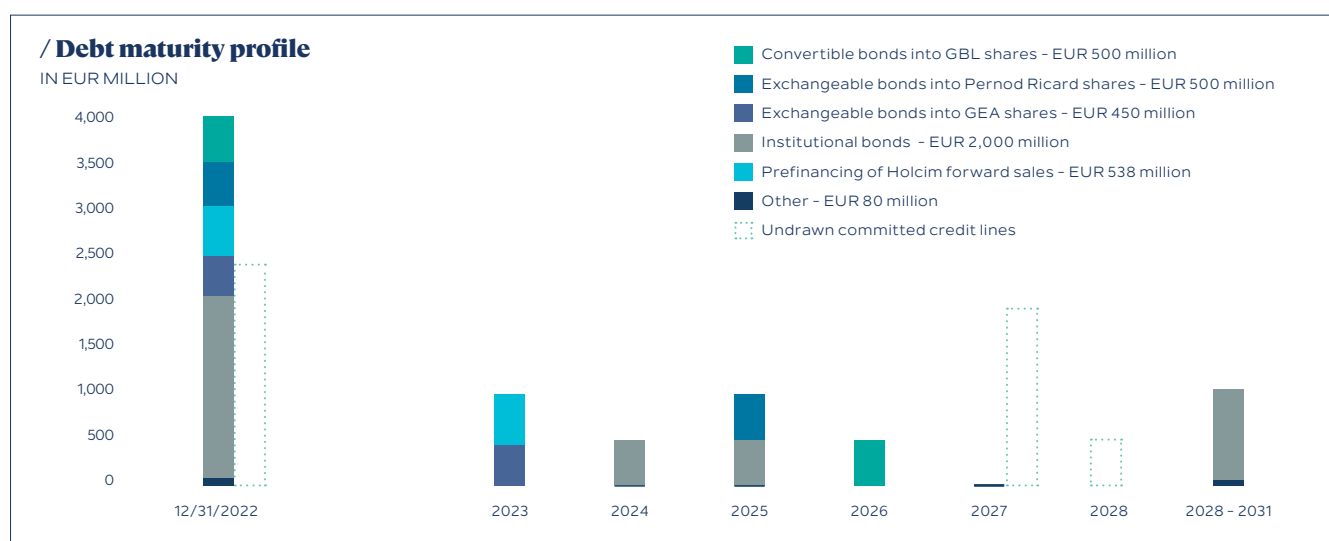
As of December 31, 2022, gross cash excluding treasury shares amounted to EUR 1,397 million (EUR 2,293 million as of December 31, 2021). The table below details its components in relation to GBL's consolidated financial statements:

IN EUR MILLION	Notes	December 31, 2022	December 31, 2021
Gross cash as presented in:			
Net asset value		1,396.6	2,292.5
Segment information (Holding) - pages 221 to 226		1,263.3	2,329.3
- Trading financial assets	16	839.8	2,064.7
- Cash and cash equivalents	17	544.0	302.4
- Other current assets	18	44.0	21.3
- Trade payables		(4.1)	(3.7)
- Tax liabilities		(6.8)	(5.9)
- Other current liabilities	23	(153.6)	(49.5)
Reconciliation items		133.3	(36.8)
Reclassification of ENGIE shares previously taken into account in the net asset value and included since 2016 in gross cash		1.2	1.2
Valuation difference of the derivative associated to the GEA exchangeable bonds and to the GBL convertible bonds		21.2	(22.8)
Valuation difference of the derivative associated to the Holcim's forward sales		75.0	-
Recognition of the treasury of the dedicated investment vehicles of Sanoptis, Canyon and Webhelp		43.9	-
Other		(8.0)	(15.2)

Gross debt

As of December 31, 2022, gross debt of EUR 4,068 million (EUR 3,283 million as of December 31, 2021) breaks down as follows:

IN EUR MILLION	December 31, 2022	December 31, 2021
Institutional bonds	2,000.0	1,500.0
Exchangeable bonds into Holcim shares	-	750.0
Exchangeable bonds into GEA shares	450.0	450.0
Exchangeable bonds into Pernod Ricard shares	500.0	-
Convertible bonds into GBL shares	500.0	500.0
Prefinancing of Holcim forward sales	537.6	-
Other	80.2	83.0
GROSS DEBT	4,067.8	3,283.0



Economic presentation of the consolidated result and financial position

Financial position

The table below shows the components of gross debt as well as the reconciliation with the IFRS consolidated financial statements:

IN EUR MILLION	December 31, 2022	December 31, 2021
Gross debt, included in the segment information (Holding) - pages 221 to 226:	4,039.3	3,277.2
Non-current financial liabilities	3,055.4	2,527.9
Current financial liabilities	984.0	749.4
Reconciliation items	28.5	5.8
Impact of the recognition of financial liabilities at amortized cost in IFRS	38.0	18.6
Difference in valuation of debt related to prefinancing of Holcim forward sales	2.3	-
Financial liabilities recognized in accordance with the IFRS 16 standard	(11.8)	(12.8)

Net debt

As of December 31, 2022, GBL had net debt of EUR 2,671 million. The net debt shows the following Loan To Value ratio:

IN EUR MILLION	December 31, 2022	December 31, 2021
Net debt (excluding treasury shares)	2,671.2	990.5
Market value of the portfolio	19,535.1	22,712.5
Market value of the treasury shares underlying the bonds convertible into GBL shares	317.4	417.7
Loan To Value	13.5%	4.3%
Loan To Value pro forma of prepaid forward sales of Holcim shares ⁽¹⁾	10.9%	n.a.

Treasury shares

Treasury shares, valued at their historical value, are deducted from equity under IFRS. The treasury shares included in the net asset value (EUR 912 million as of December 31, 2022 and EUR 779 million as of December 31, 2021) are valued according to the method described in the glossary on page 307.

(1) The value of the portfolio and net debt being adjusted by EUR - 567 million and EUR - 569 million respectively, as if the sales had taken place on December 31, 2022

Delivering meaningful growth

A close-up photograph of several brown ants on a vibrant green leaf. The ants are positioned along the edge of the leaf, appearing to be working together. The background is a soft-focus green, emphasizing the ants and the leaf's texture.

Financial statements



7.1	Consolidated financial statements	200
7.2	Statutory Auditor's report	275
7.3	Consolidated IFRS figures over 10 years	286
7.4	Condensed statutory financial statements as of December 31	287
7.5	Dividend policy	289

Financial statements

Financial statements

Consolidated financial statements

7.1 CONSOLIDATED FINANCIAL STATEMENTS

7.1.1 Consolidated balance sheet as of December 31

IN EUR MILLION	Notes	2022	2021
Non-current assets		26,477.0	28,172.1
Intangible assets	9	2,835.6	1,610.0
Goodwill	10	6,258.5	4,654.4
Property, plant and equipment	11	3,288.6	2,750.0
Investments		13,781.8	18,880.3
<i>Investments in associates and joint ventures</i>	2	617.4	705.4
<i>Other equity investments</i>	3	13,164.4	18,174.9
Other non-current assets	12	132.9	114.6
Deferred tax assets	13	179.6	162.8
Current assets		6,923.4	6,125.5
Inventories	14	1,210.6	1,103.8
Trade receivables	15	1,108.7	1,019.7
Trading financial assets	16	870.0	2,086.0
Cash and cash equivalents	17	1,768.3	1,331.6
Other current assets	18	589.5	521.3
Assets held for sale	24	1,376.2	63.1
TOTAL ASSETS		33,400.4	34,297.6
Shareholders' equity		16,819.6	21,788.2
Share capital	19	653.1	653.1
Share premium		3,815.8	3,815.8
Reserves		10,250.7	15,462.6
Non-controlling interests	30	2,100.0	1,856.8
Non-current liabilities		12,101.1	9,389.3
Financial liabilities	17	8,714.7	6,616.2
Provisions	20	413.1	415.9
Pensions and post-employment benefits	21	189.1	559.4
Other non-current liabilities	22	2,124.8	1,339.4
Deferred tax liabilities	13	659.4	458.4
Current liabilities		4,479.7	3,120.1
Financial liabilities	17	1,654.6	1,037.5
Trade payables		857.4	865.8
Provisions	20	68.6	81.9
Tax liabilities		167.0	154.1
Other current liabilities	23	1,263.1	967.4
Liabilities associated with assets held for sale	24	468.9	13.5
TOTAL SHAREHOLDERS' EQUITY AND LIABILITIES		33,400.4	34,297.6

Financial statements

Consolidated financial statements

7.1.2 Consolidated income statement as of December 31

IN EUR MILLION	Notes	2022	2021 ⁽¹⁾
Share of profit (loss) of associates and joint ventures from investing activities	2	3.2	136.0
Net dividends from investments	3	322.3	363.1
Other operating income (expenses) from investing activities	5	(117.3)	(99.3)
Gains (losses) on disposals, impairments and reversals of non-current assets from investing activities		(83.3)	139.4
<i>Investments in equity-accounted entities</i>	4	32.0	133.4
<i>Other</i>	4	(115.3)	6.0
Financial income (expenses) from investing activities	7	(395.4)	109.6
Profit (loss) before tax from investing activities - continuing operations		(270.4)	648.7
Turnover	8	8,108.6	6,243.0
Raw materials and consumables		(2,022.1)	(1,483.1)
Employee expenses	5	(3,099.6)	(2,496.9)
Depreciation/amortization of property, plant, equipment and intangible assets (excluding impairments and reversals)		(658.1)	(543.5)
Other operating income (expenses) from operating activities ⁽²⁾	5	(1,817.6)	(1,464.2)
Gains (losses) on disposals, impairments and reversals of non-current assets from operating activities	6	(101.4)	(30.9)
Financial income (expenses) from operating activities	7	(525.8)	(443.7)
Profit (loss) before tax from consolidated operating activities - continuing operations		(115.9)	(219.3)
Income taxes	13	(123.4)	(62.2)
PROFIT (LOSS) FROM CONTINUING OPERATIONS		(509.8)	367.3
PROFIT (LOSS) FROM CONSOLIDATED OPERATING ACTIVITIES - DISCONTINUED OPERATIONS	24	77.3	67.5
CONSOLIDATED PROFIT (LOSS) FOR THE YEAR		(432.5)	434.8
Attributable to the group		(584.7)	278.8
Attributable to non-controlling interests	30	152.2	156.0
Consolidated earnings per share for the period			
<i>Basic - continuing operations</i>		(4.28)	1.59
<i>Basic - discontinued operations</i>		0.29	0.24
Basic	28	(3.99)	1.83
<i>Diluted - continuing operations</i>		(4.35)	1.59
<i>Diluted - discontinued operations</i>		0.28	0.24
Diluted	28	(4.07)	1.83

(1) Results of Imerys for the 12-month period ended December 31, 2021 have been restated to reflect the results from continuing operations excluding the High Temperature Solutions business area ("HTS") whose contemplated disposal was announced on July 28, 2022. According to IFRS 5, HTS is accounted for as a discontinued operation and reported under "Profit (loss) from consolidated operating activities - discontinued operations" - see note 24

(2) Includes the share of profit (loss) of associates and joint ventures from operating activities

Financial statements

Consolidated financial statements

7.1.3 Consolidated statement of comprehensive income as of December 31

IN EUR MILLION	Notes	2022	2021
CONSOLIDATED PROFIT (LOSS) FOR THE PERIOD		(432.5)	434.8
Other comprehensive income⁽¹⁾			
Items that will not be reclassified subsequently to profit or loss			
Actuarial gains (losses)	21	39.0	85.1
Gains and (losses) on financial liabilities measured at fair value attributable to the acquisition of a controlling or non-controlling interest		(10.6)	-
Change resulting from the change in fair value of the other equity investments	3	(3,618.6)	1,434.4
Total items that will not be reclassified to profit or loss, after tax		(3,590.3)	1,519.5
Items that may be reclassified subsequently to profit or loss			
Foreign currency translation adjustments for consolidated companies		101.2	57.1
Cash flow hedges		(129.2)	44.0
Share in the other items of the comprehensive income of associates and joint ventures		5.7	(4.6)
Total items that may be reclassified to profit or loss, after tax		(22.3)	96.5
Other comprehensive income (loss) after tax		(3,612.6)	1,616.0
COMPREHENSIVE INCOME (LOSS)		(4,045.1)	2,050.8
Attributable to the group		(4,230.8)	1,819.5
Attributable to non-controlling interests	30	185.7	231.3

(1) These elements are presented net of taxes. Income taxes are presented in note 13

Financial statements

Consolidated financial statements

7.1.4 Consolidated statement of changes in shareholders' equity

IN EUR MILLION	Capital	Share premium	Revaluation reserves	Treasury shares	Foreign currency translation adjustments	Retained earnings	Share holders' equity – Group's share	Non-controlling interests	Shareholders' equity
AS OF DECEMBER 31, 2020	653.1	3,815.8	7,169.9	(613.7)	(294.9)	8,248.0	18,978.2	1,494.7	20,472.8
Consolidated profit (loss) for the year	-	-	-	-	-	278.8	278.8	156.0	434.8
Reclassification following disposals	-	-	(557.7)	-	-	557.7	-	-	-
Other comprehensive income (loss)	-	-	1,434.4	-	37.2	69.1	1,540.7	75.3	1,616.0
Total comprehensive income (loss)	-	-	876.7	-	37.2	905.6	1,819.5	231.3	2,050.8
Dividends	-	-	-	-	-	(380.4)	(380.4)	(72.6)	(453.0)
Treasury share transactions	-	-	-	(21.5)	-	(383.1)	(404.6)	-	(404.6)
Changes in group structure	-	-	-	-	-	(37.1)	(37.1)	210.8	173.6
Other movements	-	-	-	-	-	(44.0)	(44.0)	(7.4)	(51.4)
AS OF DECEMBER 31, 2021	653.1	3,815.8	8,046.6	(635.2)	(257.7)	8,308.9	19,931.5	1,856.8	21,788.2
Consolidated profit (loss) for the year	-	-	-	-	-	(584.7)	(584.7)	152.2	(432.5)
Reclassification following disposals	-	-	(301.8)	-	-	301.8	-	-	-
Other comprehensive income (loss)	-	-	(3,618.6)	-	54.2	(81.7)	(3,646.1)	33.5	(3,612.6)
Total comprehensive income (loss)	-	-	(3,920.4)	-	54.2	(364.6)	(4,230.8)	185.7	(4,045.1)
Dividends	-	-	-	-	-	(400.7)	(400.7)	(70.3)	(471.1)
Treasury share transactions	-	-	-	(362.7)	-	(278.9)	(641.7)	-	(641.7)
Changes in group structure	-	-	-	-	-	65.2	65.2	127.0	192.2
Other movements	-	-	-	-	-	(3.9)	(3.9)	0.8	(3.0)
AS OF DECEMBER 31, 2022	653.1	3,815.8	4,126.1	(998.0)	(203.4)	7,325.9	14,719.6	2,100.0	16,819.6

During 2022, shareholders' equity was mainly impacted by:

- the consolidated result for the year of EUR - 432.5 million;
- comprehensive income items including:
 - the change in fair value of other equity investments whose changes in fair value are recognized in equity in revaluation reserves for EUR - 3,618.6 million (see note 3), as well as the reclassification to retained earnings in the event of disposals for EUR - 301.8 million (see note 3);
 - the change in foreign currency translation adjustments;
- the distribution, on May 5, 2022, of GBL's gross dividend of EUR 2.75 per share (EUR 2.50 in 2021), for a total amount of EUR - 400.7 million net of dividends received on treasury shares (see note 19); and
- the acquisitions and cancellation of treasury shares.

Financial statements

Consolidated financial statements

7.1.5 Consolidated statement of cash flows

IN EUR MILLION	Notes	2022	2021
Net cash from (used in) operating activities		805.4	1,041.2
Consolidated profit (loss) for the year		(432.5)	434.8
Adjustments for:			
Income taxes (continued and discontinued operations)		162.1	89.0
Interest income (expenses)		225.1	146.9
Share of profit (loss) of associates and joint ventures		(41.9)	(151.6)
Dividends from investments in non-consolidated companies	3	(322.3)	(363.1)
Net depreciation and amortization expenses	9,11	676.5	567.4
Gains (losses) on disposals, impairment and reversals of non-current assets		183.0	(135.5)
Other non-cash income items ⁽¹⁾		853.6	437.5
Interest received		6.0	33.5
Interest paid		(131.9)	(162.8)
Dividends received from investments in non-consolidated companies		322.3	363.1
Dividends received from investments in associates and joint ventures	2	19.1	10.8
Income taxes paid		(170.8)	(108.6)
Changes in working capital		(395.6)	(38.0)
Changes in other receivables and payables		(147.3)	(82.2)
Net cash from (used in) investing activities		(255.2)	(1,542.9)
Acquisitions of:			
Investments in associates and joint ventures		(47.1)	(79.4)
Other equity investments		(492.6)	(1,113.0)
Subsidiaries, net of cash acquired	Scope of consolidation	(1,913.3)	(1,036.2)
Property, plant and equipment and intangible assets		(635.3)	(453.6)
Other financial assets ⁽²⁾		(1,246.4)	(3,792.8)
Disposals/divestments of:			
Investments in associates and joint ventures		35.3	20.9
Other equity investments		1,390.3	2,421.3
Subsidiaries, net of cash paid	Scope of consolidation	228.0	286.9
Property, plant and equipment and intangible assets		20.7	9.4
Other financial assets ⁽³⁾		2,405.2	2,193.6
Net cash from (used in) financing activities		51.2	539.4
Capital increase/(decrease) from non-controlling interests		28.0	54.6
Dividends paid by the parent company to its shareholders		(400.7)	(380.4)
Dividends paid by the subsidiaries to non-controlling interests		(82.0)	(105.1)
Proceeds from financial liabilities	17	2,205.6	2,233.1
Repayments of financial liabilities	17	(1,056.1)	(857.9)
Net change in treasury shares		(643.6)	(404.9)
Other		-	-
Effect of exchange rate fluctuations on funds held		(5.1)	3.2
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS		596.3	40.8
Cash and cash equivalents at the beginning of the year	17	1,331.6	1,290.8
Cash and cash equivalents at the end of the year ⁽⁴⁾	17	1,927.9	1,331.6

- (1) This heading includes the adjustment of the changes in fair value of other equity investments whose change in fair value is recognized through profit or loss for EUR 487 million (EUR - 256 million in 2021) and the adjustment of the impact of changes of the debt on minority shareholders of Webhelp for EUR 414 million (EUR 506 million as of December 31, 2021)
- (2) Change primarily linked to the acquisition of trading financial assets (EUR 1,205 million and EUR 3,793 million as of December 31, 2022 and 2021, respectively) – see note 16
- (3) Change primarily linked to the sale of trading financial assets (EUR 2,390 million and EUR 2,158 million as of December 31, 2022 and 2021, respectively) – see note 16
- (4) Encompasses the cash and cash equivalents included in assets held for sale (EUR 160 million and EUR 0 million in 2022 and 2021, respectively)

Financial statements

Consolidated financial statements

7.1.6 Accounting policies

Groupe Bruxelles Lambert SA (“GBL”) is a Belgian holding company listed on Euronext Brussels. Its consolidated financial statements cover a period of 12 months ended December 31, 2022. They were approved by its Board of Directors on March 9, 2023 on a going concern basis, in millions of euros, to one decimal place and rounded to the nearest hundred thousand euros.

General accounting principles and applicable standards

The consolidated financial statements have been prepared in accordance with the International Financial Reporting Standards (IFRS) as adopted by the European Union.

Mandatory changes in accounting policies

The following amended standards have been applied since the 2022 financial year. They did not have any material impact on GBL's consolidated financial statements.

- Amendment to IFRS 16 *Leases*: COVID-19-Related Rent Concessions beyond 30 June 2021 (applicable for annual periods beginning on or after 1 April 2021). This amendment offers lessees an optional practical expedient to recognize any advantages granted by lessors as a result of the Covid-19 crisis, such as rent reductions or concessions. Lessees are exempt from having to consider individual lease contracts to determine whether the rent concessions agreed are lease modifications and simply credit the benefit to income as variable lease payments. The group did not receive any material advantages from its lessors as a result of the Covid-19 crisis, either in 2022 or 2021;
- Amendment to IAS 16 *Property, Plant and Equipment*: Proceeds before Intended Use (applicable for annual periods beginning on or after January 1, 2022). These amendments require the recognition in profit or loss of amounts received from the sale of items produced during the development period of an item of property, plant and equipment, together with their production costs. No significant transactions were affected by this amendment in the years presented;
- Amendments to IAS 37 *Provisions, Contingent Liabilities and Contingent Assets*: Onerous Contracts–Cost of Fulfilling a Contract (applicable for annual periods beginning on or after January 1, 2022). These measures have been incorporated into the valuation rules for provisions for onerous contracts, without however generating a significant impact on the liabilities recognized in this respect for the years presented;
- Amendments to IFRS 3 *Business Combinations*: Reference to the Conceptual Framework (applicable for annual periods beginning on or after January 1, 2022). This amendment updates the references to the Conceptual Framework in IFRS 3 without changing its terms;
- Annual Improvements to IFRS Standards 2018–2020 (applicable for annual periods beginning on or after January 1, 2022); and
- IFRS Interpretations Committee (IFRS IC) agenda decision on configuration or customization costs in a cloud computing arrangement (IAS 38 *Intangible Assets*). As of December 31, 2021, the group had indicated that a study was underway to assess the impacts of the IFRS IC agenda decision on the accounting for configuration and customization costs in Software as a Service (SaaS) contracts. The Committee's decision distinguishes two cases. In the first case, the entity recognizes an intangible asset for the configuration or customization of the SaaS, if this economic

resource is controlled by the entity and access to it is restricted to third-party users. In the second case, if no intangible asset has been recognized for the configuration or customization of the SaaS, the service is expensed as the services are rendered. These clarifications, implemented by the group-wide impact assessment, led to the conclusion that the configuration and customization costs that should have been expensed as the services were rendered, when they had been recognized as intangible assets, were not material. The carrying amount of intangible assets at January 1, 2021 has therefore not been restated.

First-time application of accounting policies

- The occurrence of transactions, events or conditions that did not previously occur or were not significant may require the application of new accounting policies. In the first half of 2022, Turkey's economy became hyperinflationary, requiring the first-time application of certain provisions of IAS 21 *The Effects of Changes in Foreign Exchange Rates*, IAS 29 *Financial Reporting in Hyperinflationary Economies* and IFRIC 7 *Applying the Restatement Approach* under IAS 29. These new accounting policies have been applied to the group's main operations in Turkey.
- As of January 1, 2022, the revaluation of non-monetary items has been recorded against the translation reserve, which has been adjusted by EUR 17 million after income taxes.
- In Financial Year 2022, the revaluation of non-monetary items and income and expenses was recognized against a loss on net monetary position in income of EUR 6 million.

Texts in force after the reporting date

GBL did not opt for the early adoption of the new and amended standards which entered into force after December 31, 2022, namely:

- IFRS 17 *Insurance Contracts* (applicable for annual periods beginning on or after January 1, 2023);
- Amendments to IFRS 17 *Insurance contracts*: Initial Application of IFRS 17 and IFRS 9 – Comparative Information (applicable for annual periods beginning on or after January 1, 2023);
- Amendments to IAS 1 *Presentation of Financial Statements*: Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants (applicable for annual periods beginning on or after January 1, 2024 or later, but not yet endorsed in the EU);
- Amendments to IAS 1 *Presentation of Financial Statements* and IFRS Practice Statement 2: *Disclosure of Accounting Policies* (applicable for annual periods beginning on or after January 1, 2023);
- Amendments to IAS 8 *Accounting policies, Changes in Accounting Estimates and Errors*: Definition of Accounting Estimates (applicable for annual periods beginning on or after January 1, 2023);
- Amendments to IAS 12 *Income Taxes*: Deferred Tax related to Assets and Liabilities arising from a Single Transaction (applicable for annual periods beginning on or after January 1, 2023); and
- Amendments to IFRS 16 *Leases*: Lease Liability in a Sale and Leaseback (applicable for annual periods beginning on or after January 1, 2024, but not yet endorsed in the EU).

The future application of these new and amended standards should not have a significant impact on the group's consolidated financial statements.

Financial statements

Consolidated financial statements

Basis and scope of consolidation

The consolidated financial statements, prepared before appropriation of result, include those of GBL and its subsidiaries (the “group”) and the interests of the group in joint ventures and associates accounted for using the equity method. The important subsidiaries, joint ventures and associates close their accounts on December 31.

Controlled companies

Controlled companies are entities for which GBL is exposed to variable returns because of ties to these entities and has the ability to influence these returns because of the control that GBL has over these entities. Controlled companies are consolidated.

Intragroup balances and transactions as well as unrealized gains (losses) are eliminated. Newly acquired companies are consolidated as from the date of acquisition.

Joint ventures

A joint venture is a company over which GBL has joint control with one or more other parties and for which the parties have a claim to the company’s net assets. Joint control is the contractually agreed sharing of the control exercised over a company, which only exists in cases where decisions regarding the relevant operations require the unanimous consent of the parties sharing control. These joint ventures are accounted for in the consolidated financial statements using the equity method.

Associates

If the group has a significant influence in a company, the investment it holds in that company is considered as an associate company. Significant influence is the power to participate in decisions about financial and operational policies, but without exercising control or joint control over these policies.

Associates are accounted for in the consolidated financial statements using the equity method.

An investment is accounted for using the equity method as from the date it becomes an investment in an associate or joint venture. Under the equity method, the investment in an associate or joint venture is recorded at cost on initial recognition.

In the absence of definition in the standards of the notion of cost, the group considers, in the event of a change from an “other equity investment–financial assets recognized at fair value through equity” to an associate, the fair value at the date of the first equity method as the cost. The revaluation reserve accounted for until that date is transferred to consolidated reserves.

Intangible assets

Intangible assets are recorded at cost less any accumulated amortization and potential impairment losses.

Intangible assets with a finite useful life are amortized using the straight-line method over their estimated useful life.

Intangible assets with an indefinite useful life are not amortized but are tested for impairment annually at the close of the financial year (or at an earlier date should there be an indication of impairment). When the recoverable amount of an asset is less than its carrying amount, this carrying amount is reduced to reflect the loss of value.

Intangible assets include brands, which may have a defined or indefinite useful life, determined according to the results of an analysis of the following criteria: (i) impact on customers, (ii) stability (versus an expected change in the short or medium term) and (iii) competitive environment.

In the absence of any applicable standard or interpretation, Imerys treats greenhouse gas emission credits as intangible assets. Imerys holds these credits solely to prove the volume of its emissions and does not trade them, for example through forward purchases or sales. The recognized value of credits received free of charge is zero and credits purchased on the market are recognized at their purchase price. If the credits held are less than the actual emissions at the reporting date, a provision is recognized in profit or loss that is equal to the value of the credits to be purchased, measured at their market value (net liability method). Disposals are only related to surplus credits and are recognized in profit or loss as asset disposals.

Business combinations and goodwill

When the group acquires a business, the identifiable assets and liabilities of the acquired entity are recorded at fair value on the acquisition date.

The counterparty transferred to a business combination corresponds to the fair value of the transferred assets (including cash), the assumed liabilities and the shareholders’ equity instruments issued by the group in exchange for the control of the acquired entity. The costs directly related to the acquisition are generally recognized in profit or loss.

Goodwill is calculated as the positive difference between the following two elements:

- the sum of (i) the counterparty transferred and, where appropriate, (ii) the amount of the non-controlling interests (minority interests) in the acquired entity, and (iii) the fair value of interests already held by the group prior to acquiring the controlling interest; and
- the net amount on the date of acquisition of the identifiable assets and liabilities acquired and assumed.

If, after confirmation of the values, this difference proves to be negative, this amount is immediately recorded in the income statement as a gain from a bargain purchase.

Goodwill is accounted for as an asset in the balance sheet under the heading “Goodwill” and is subject to an annual impairment test, which consists in comparing the recoverable amount of the cash generating units (“CGU”) to which the goodwill has been allocated with their carrying amount (including the goodwill). If the latter is higher, an impairment loss must be recorded in the income statement.

In addition, in valuing goodwill as outlined above, the amount of the non-controlling interests can be valued on a case by case basis and at

Financial statements

Consolidated financial statements

GBL's choice, either at fair value (the so-called "full goodwill" option) or at the share of the identifiable net asset in the acquired entity.

When an activity is put up for sale, a share of the goodwill of the CGU to which the activity belongs is allocated to it and included in the measurement of its carrying amount. This allocation is made on the basis of the relative fair values of the business for sale and the retained portion of the CGU.

Finally, where there are options to purchase non-controlling interests, the group has opted to eliminate any non-controlling interests at the time of acquisition. The financial liability resulting from this contract is reevaluated at each closing, with any subsequent change recognized in the income statement.

Property, plant and equipment

Fully owned property, plant and equipment

Items of property, plant and equipment are recorded under assets if they are controlled as a result of a deed of ownership. Items of property, plant and equipment are initially valued at acquisition or production cost.

The cost of property, plant and equipment includes the cost of loans contracted to finance their construction or production when they necessitate a substantial period of time. The cost of the assets is reduced, where appropriate, by the amount of public subsidies used to finance their acquisition or construction.

Maintenance and repair costs are immediately expensed under "Other operating income (expenses) from operating activities". The cost of property, plant and equipment includes, in particular for satellite industrial installations built on clients' land, the present value of the rehabilitation or dismantling obligation, where such an obligation exists. Property, plant and equipment are subsequently valued at cost less accumulated depreciation and any accumulated impairment losses.

Leasehold property, plant and equipment

All contracts that convey the right to use an item of non-substitutable property, plant and equipment for a period of time in exchange for consideration are recognized as right-of-use assets against a lease liability. This treatment applies to all leases except mine land leases, which are recognized in the manner described in the following paragraph, as well as immaterial leases (leases with terms of 12-months or less and leases of low-value assets), for which payments are recognized as an expense.

At Imerys level, easements, especially for pipelines used to connect mineral deposits, processing facilities and shipping facilities are analyzed as non-mine land leases. Right-of-use assets are initially measured at the value of the lease liability, plus any initial direct costs and equipment dismantling costs where necessary. Lease liabilities are measured at the discounted value of future lease payments due in accordance with a contractual payment schedule, adjusted for rent-free periods. Payments are therefore scheduled through to the reasonably certain end date of the lease, reflecting the date beyond which the lease ceases to be legally enforceable. This date represents the end of the lease, adjusted for any options the lessee is able to exercise regarding early termination or extension and any restrictions the lessor is able to exercise. The lease payments taken into account in the calculation of the lease liabilities include the unconditional payments due in exchange for the right to use the asset, as well as the cost related to the early termination, extension or purchase clauses when it is reasonably certain they will be exercised.

The liability calculation excludes any variable payment related to the use of the asset (at the level of Imerys, for example, a payment dependent on the actual number of hours a piece of mining equipment is used), as well as any payment for services rendered by the lessor (for example, at Imerys, rail car maintenance). In the absence of implicit interest rates, future payments determined in this way are discounted using the lessees' incremental borrowing rate.

The first time deferred tax assets and liabilities are recognized, they are calculated separately for lease liabilities and right-of-use assets, respectively. In subsequent years, right-of-use assets are amortized under the headings "Other operating income (expenses) from investing activities" or "Depreciation/amortization of property, plant, equipment and intangible assets" of the consolidated income statement and lease liabilities are measured at amortized cost, which generates an interest expense that is recognized in financial income (loss).

When an option is exercised, the lease must be reassessed to symmetrically adjust the carrying amounts of the lease liability and the right of use.

Any modification to leases gives rise to such a symmetrical adjustment, except when the scope of the lease is restricted to reduce the capacity of the asset leased or the duration of the lease. In this situation, the carrying amount of the lease liability and the right-of-use are reduced in proportion to the reduction of the scope, impacting the income statement.

Mining assets

In the absence of any specific applicable standard or interpretation, Imerys has defined the following methods to recognize and measure mining assets. Prospection expenditure, i.e. searching for new sites with mineral producing potential and studying the technical feasibility and commercial viability of a geographical area, is immediately recognized as an expense under the heading "Other operating income (expenses) from operating activities". Mineral reserves are included in property, plant and equipment. Freehold mineral deposits are initially measured at acquisition cost minus subsoil. Leasehold mineral deposits are measured at a value of nil if the lease is entered into in the ordinary course of business. If the lease is acquired through a business combination, the acquisition cost of the deposit is measured at the fair value of the ore.

Costs incurred to determine the tonnage of ore present in the deposit are added to the acquisition cost. Overburden work, i.e. the process of removing the topsoil to gain access to the deposit, is considered a component of mineral reserve assets. The initial measurement of overburden work includes production cost and the discounted value of restoration obligations as a result of the deterioration caused by such work. Mineral reserves and overburden assets are included under the heading "Property, plant and equipment". Mining assets are subsequently measured at cost, minus accumulated depreciation and any impairment loss.

Financial statements

Consolidated financial statements

Depreciation

Depreciation expense is spread over the expected useful life of the different categories of property, plant and equipment using the straight-line method. The estimated useful lives of the most significant items of property, plant and equipment fall into the following ranges:

- buildings: 10 to 50 years;
- industrial constructions: 10 to 30 years;
- fixtures and fittings of buildings and constructions: 5 to 15 years;
- machinery, equipment and technical fittings: 5 to 20 years;
- vehicles: 2 to 5 years; and
- other property, plant and equipment: 10 to 20 years. Land is not depreciated.

Right-of-use assets held through leases are depreciated over the reasonably certain end date of the lease, unless the lessee is considering exercising their right to purchase the asset. In that case, the useful life of the asset leased is applied. Rights-of-use are depreciated or amortized on a straight-line basis, except, for Imerys, those applicable to bulk carriers, which are depreciated by the number of journeys made. Freehold and leasehold equipment is depreciated over its useful life, up to the end of the reasonably certain end date of the lease. Furthermore, Imerys does not consider the straight-line depreciation method appropriate to reflect the consumption of property, plant and equipment related to mining activities such as mineral reserves and overburden assets as well as certain industrial assets of discontinuous use.

Depreciation of mining assets is therefore estimated in units of production on the basis of actual extraction, while operational monitoring units such as production or operating hours are used to estimate depreciation of industrial assets.

A mineral reserve is depreciated to the quantity of the geological inventory of the deposit minus discounts for the geological uncertainty inherent to the resources. Overburden assets, a component of mineral reserve assets, are depreciated over the quantity of reserve to which they specifically give access. Subsoil, i.e. the area of land not part of the mineral deposit, is not depreciated since it is not consumed by mining operations.

Other equity investments

Other equity investments include investments in companies in which the group does not control nor exercise a significant influence, as defined above.

Other equity investments are either quoted or private assets or unquoted funds.

Quoted and private investments (Pernod Ricard, SGS, adidas, Umicore, Voodoo, etc.)

These investments are recorded at fair value based on their stock market price at each closing date for quoted investments and on the valuation methods used for private investments.

GBL has opted to account for changes in the fair value of quoted and private investments via equity (“Financial assets recognized at fair value through equity”). These amounts will never be recycled in earnings, even in the event of the sale of securities or significant or prolonged loss of value. In the event of a sale, the accumulated revaluation reserves at the time of sale are reclassified to consolidated reserves.

Unquoted funds (Upfield, Sagard funds, Kartesia funds, BDT Capital Partners II, Matador Coinvestment, etc.)

Investments in funds are revalued at each closing at their fair value, determined by the managers of these funds, according to their investment portfolio.

Based on the analysis of the characteristics of these unlisted funds, GBL determined that they were not eligible for the “Fair value through other comprehensive income” option. Therefore, the changes in fair value are accounted for in profit or loss (“Financial assets recognized at fair value through profit or loss”).

Non-current assets held for sale and discontinued operations

When, at the reporting date, it is highly likely that non-current assets or groups of directly related assets and liabilities will be disposed of, they are designated as non-current assets or groups of assets held for sale. Their sale is considered highly likely if, on the reporting date, a plan to put them up for sale at a reasonable price in relation to their fair value has been organized in order to find a buyer and finalize their transfer within one year at most. Non-current assets or groups of assets held for sale are presented as separate assets and liabilities in the consolidated balance sheet, separately from the rest of the continuing operations, at the balance sheet date and without comparative information provided for prior periods. They are no longer depreciated at the date of designation as non-current assets or disposal groups and are valued at the lower of carrying amount or fair value less costs to sell.

Non-current assets or groups of assets that will be shut down and not sold constitute non-current assets that are to be abandoned. When non-current assets or groups of assets held for sale or to be disposed of are allocated to a separate line item for the main operation and are to be abandoned as part of a single coordinated plan, they are categorized as discontinued operations and their related flows are disclosed separately in the income statement and statement of cash flows, as of the balance sheet date and in the comparative information provided for prior periods. As non-current assets or groups of assets held for sale are controlled until their disposal date, intra-group transactions between them and the rest of the continuing operations are eliminated in the statement of financial position and in the income statement, with the exception of transactions within the income statement that the discontinued operations will continue after the date of loss of control with the continuing operations. This presentation, which has no impact on the amount of consolidated net income, enables users of the financial statements to assess the impact of discontinued operations on the remaining continuing operations.

Inventories

Inventories are recorded as assets at the date on which the risks, rewards and control are transferred to the group. At the time of sale, their disposal is accounted for through an expense at the same date as the corresponding gain. Inventories are valued at the lower of production cost or net realizable value. When production is less than normal capacity, fixed costs specifically exclude the share corresponding to the sub-activity. Inventories presenting similar characteristics are valued under the same method. The methods used in the group are FIFO – First-In, First-Out – and the weighted average unit cost. When production cost cannot be recovered, it is lowered to net realization value under the conditions existing at the reporting date.

Financial statements

Consolidated financial statements

Trade receivables

Trade receivables are initially recognized at their transaction price, when those do not contain an important financing component (determined in accordance with IFRS 15 *Revenue from Contracts with Customers*). The transaction price is the amount of consideration that the group expects to receive in exchange for the goods or services transferred.

Subsequent to their initial recognition, trade receivables are valued at amortized cost, i.e. at fair value plus, where applicable, directly attributable transaction costs, increased or decreased, of accumulated amortization of any difference between this initial amount and the amount at maturity, and less any write-down for impairment or non-recoverability. At the end of the reporting period, a write-down is recognized for the value of expected credit losses. Such losses correspond to the estimated weighted probability of credit losses, i.e. the expected loss of cash over the life of the trade receivable, minus cash to be received from credit insurance where applicable.

A receivable sold to a banking institution for financing purposes is only derecognized if the factoring agreement also transfers to the factor all the risks and rewards incidental to the receivable.

Other financial assets

The other financial assets are classified in one of the following two categories:

- Amortized cost. Financial assets are measured at amortized cost when the objective of the business model is to collect the contractual cash flows. These correspond mainly to cash and cash equivalents, as well as, to a lesser extent, to receivables related to dividends to be received. Cash and cash equivalents include bank deposits and fixed-term investments with a maturity date equal to or less than three months from the acquisition date. These are highly liquid investments indexed on a money market rate and the value of which is known or subject to very little uncertainty.
- Fair value through profit or loss. Financial assets are measured at fair value through profit or loss when the objective of the business model is to both collect the contractual cash flows and make a trading profit in the short term. They are non-derivative financial assets held for trading and recognized as assets between the dates of purchase and disposal, and whose changes in fair value are recognized in other financial income and expenses (investing or operating activities) at market prices published at the closing date. This category also includes trading assets as well as derivative instruments other than hedge accounting.

Finally, the group derecognizes a financial asset only if the contractual rights to the cash flows of the asset expire, or if the financial asset and the associated risks and benefits are transferred to third parties. If the group does not transfer or retain substantially all the risks and rewards of ownership and continues to control the transferred asset, the group then recognizes retained interests in that asset and an associated liability for amounts that it may have to pay. If the group retains substantially all the risks and rewards of owning a transferred financial asset, the group continues to recognize the financial asset and also recognizes a debt backed by the proceeds received.

Impairment of assets

Other equity investments

Other equity investments are not subject to impairment tests since any decrease in fair value, even significant or prolonged, is still recognized in equity for financial assets recognized at fair value through equity or, directly in profit or loss for financial assets recognized at fair value through profit or loss.

Investments in equity-accounted entities

When there is an objective indication of impairment of an investment accounted for using the equity method, an impairment test must be carried out, in accordance with IAS 36 *Impairment of assets* and IAS 28 *Investments in Associates and Joint Ventures*. The recoverable amount of the asset is estimated in order to compare it to its carrying amount and, where applicable, to recognize an impairment loss for the surplus. The recoverable amount is the highest of either the fair value less costs to sell or the value in use. The value in use corresponds to the future estimated discounted cash flows. When an impairment accounted for in an earlier period ceases to exist, the carrying amount is partially or totally restored. The reversal of an impairment loss is recorded immediately in profit.

Property, plant and equipment and intangible assets

At every reporting date, the group reviews the carrying amount of intangible assets and property, plant and equipment with finite useful life in order to assess whether there is any evidence of impairment of these assets.

If there is any evidence of impairment, the asset's recoverable amount is estimated to compare it with its carrying amount. The recoverable amount is the higher of the asset's net sale price or its value in use. The value in use is the present value of estimated future cash flows from the continuous use of an asset. Where it is not possible to estimate the recoverable amount of an asset individually, the group estimates the recoverable amount of the CGU to which the asset belongs. If the recoverable amount of the asset or of the CGU is estimated to be less than the carrying amount, the carrying value of the asset or of the CGU is lowered to its recoverable amount. An impairment loss is immediately recognized in expenses.

When an impairment recorded during past financial years is no longer justified, the impairment loss on this asset or CGU is reversed in order to bring the asset or CGU back to a value corresponding to the new valuation of its recoverable amount.

However, the carrying value of an asset or CGU may not exceed, following reversal of an impairment loss, the carrying value it would have had if no impairment had been recognized for the asset or CGU in previous years. The reversal of an impairment loss is recognized immediately as income.

Financial statements

Consolidated financial statements

Trade receivables and other financial assets

IFRS 9 *Financial Instruments* requires the application of a model based on anticipated losses on trade receivables and other financial assets. In particular, IFRS 9 requires, among other things, that the group recognizes an impairment loss on trade receivables and other financial assets as of the initial recognition date thereof.

The assessment of expected credit losses is made on an individual or collective basis taking into account historical data on late payments, information on current circumstances, as well as forward-looking information.

Taxes

Income taxes of the financial year include both current and deferred taxes. They are recorded in the income statement unless they relate to items directly recorded in shareholders' equity, in which case they are also recorded in shareholders' equity.

Current taxes are the taxes to be paid on the taxable profit for the financial year and are calculated in accordance with the tax rates in effect or that will be in effect on the last day of the financial year, plus any adjustments relating to prior years.

Deferred taxes are calculated in accordance with the liability method, which is applied to the temporary differences between the carrying amount and tax basis of the assets and liabilities recorded in the balance sheet.

The following tax differences are disregarded: non tax-deductible goodwill and initial valuations of assets and liabilities not affecting the accounting and taxable profit.

Deferred taxes are calculated according to the manner in which the related assets and liabilities are expected to be realized or settled, based on the tax rates in effect or that will be in effect on the last day of the financial year.

Additionally, deferred tax liabilities related to investments in subsidiaries are not recorded when the group is able to control the date on which the temporary difference will reverse and when the group does not expect the temporary difference to reverse in the foreseeable future.

Deferred tax assets are recorded if the taxable profits are likely to materialize in such a manner as to allow them to be offset against tax losses and tax credits.

Finally, deferred tax assets and liabilities are offset by tax entity when the latter has the right to offset its current tax assets and liabilities and that the deferred tax assets and liabilities in question are levied by the same tax authority.

Treasury shares

When treasury shares are bought (or sold), the amount paid (or received) is recorded as a decrease (or increase) in shareholders' equity.

Movements in these shares are shown in the consolidated statement of changes in shareholders' equity. No profits or losses on these movements are recorded in the income statement.

Appropriation of profit

Dividends paid by GBL to its shareholders are included as a reduction of shareholders' equity for their gross amount, i.e. before withholding tax. The financial statements are prepared before appropriation of profit.

Incentive plans

Equity-settled share-based plans

GBL and Imerys stock options granted prior to November 7, 2002 have not been recorded in the consolidated financial statements in accordance with the transitional provisions of IFRS 2 *Share-based Payment*.

Incentive plans granted as from November 7, 2002 are accounted for in accordance with IFRS 2. In accordance with this standard, the fair value of the options on the date of allocation is recorded in the income statement for the period of acquisition of the rights ("vesting period"). The options are valued by means of a valuation model generally accepted based on the market conditions prevailing at the time of their grant.

Cash-settled share-based plans

If the arrangement is settled in cash, the group incurs a liability measured at fair value. Until the settlement of the liability, the fair value should be measured at each reporting date and at settlement date. The changes in fair value are recognized in the income statement of the period.

Retirement benefits and other post-employment benefits

Defined benefit plans

Commitments for defined benefit pension plans and similar obligations are valued using the projected credit unit method, in accordance with IAS 19 *Employee Benefits*. This valuation uses financial and demographic actuarial assumptions. These are used to value services rendered during the year on the basis of an estimate of the end-of-career salary.

The provisions or assets recognized correspond to the present value of the obligation less the fair value of the plan's assets, which may be capped. The discount rates used to discount the obligations and calculate the resulting normative return on the assets are determined by referring to the yields of bonds issued by AA (high quality) rated companies within the main iBoxx GBP and USD Corporate AA indexes. Where negative interest rates arise, they are applied as published, without a floor at zero.

Contributions to funds and direct payments to beneficiaries as well as contributions and payments related to restructuring are recorded under "Employee expenses" or "Other operating income (expenses) from investing activities". Contributions to closed deficit plans with compulsory funding are recorded under "Financial income (expenses) from operating activities". The effect of these contributions in income statement is neutralized by reversals of provisions recognized in each of the items mentioned above. Other elements of the change in post-employment benefit plans are recorded in "Employee expenses" or "Other operating income (expenses) from investing activities", with the exception of the accretion of obligations and normative return on assets that are recognized under "Financial income (expenses) from investing activities" or "Financial income (expenses) from operating activities".

Financial statements

Consolidated financial statements

Administrative costs are recorded in “Employee expenses” or “Other operating income (expenses) from investing activities”, except for the administrative expenses of the closed deficit plans with compulsory funding that are recorded under “Other financial income (expenses) from operational activities”.

Plan amendments, reductions and liquidations are immediately recognized in profit or loss. Actuarial differences and caps relating to post-employment benefit plan assets are fully recognized in other comprehensive income, net of asset management fees, without reclassification to profit or loss in a subsequent period.

Defined contribution plans

The group participates, in accordance with the regulations and corporate practices of each country, in the creation of retirement reserves for its staff, paying contributions on a mandatory or voluntary basis to external bodies such as pension funds, insurance companies or financial institutions.

These plans are defined contribution plans, in other words they do not guarantee the level of benefits paid. These contributions are recorded under “Employee expenses” or “Other operating income (expenses) from investing activities”.

Provisions

Provisions are recorded at the reporting date when a group entity has an actual (legal or implicit) obligation resulting from a past event, when it is probable that an amount will have to be paid out to settle this obligation, and if the amount of the obligation can be determined reliably.

The amount recorded as a provision should be the most accurate estimation of the expenditure required to meet the obligation existing at the reporting date.

Provisions are recognized in profit or loss, apart from provisions for decommissioning and some provisions for rehabilitation, whose counterpart is included in the cost of assets whose construction has created the obligation. This treatment applies in particular to some of Imerys’ industrial installations and overburden mineral assets.

Provisions whose settlement is expected within twelve months after the reporting date or whose settlement may occur at any time are not discounted. Provisions whose settlement is expected more than twelve months after the reporting date are discounted.

Changes in discounted provisions resulting from a revision of the amount of the obligation, its calendar or its discount rate are recognized in profit or loss, or for provisions recognized against assets, as an adjustment of the cost of the assets. The discounting is recognized as a debit in financial income (expenses).

Provisions for restructuring costs are not recorded unless the group has approved a detailed and formal restructuring plan and if the restructuring has either begun or been publicly announced. Costs relating to the group’s continuing operations are not taken into account.

Current and non-current liabilities

Non-current liabilities (bank loans and bonds) and current liabilities (bank deposits) are initially recognized in the accounting records at their fair value less, in the case of a financial liability that has not been recorded at fair value through the income statement, the transaction costs that are directly imputed to the issuance of the financial liability.

After initial recording, they are valued at their amortized cost (initial amount less repayments of principal plus or minus the accumulated amortization of any difference between the initial amount and the value at maturity).

The exchangeable or convertible bonds issued by the group are considered as hybrid instruments, i.e. containing both a bond component and an embedded derivative. At the date of issue, the fair value of the bond component is estimated based on the prevailing market interest rate for similar non-exchangeable or non-convertible bonds. The difference between the proceeds of issuance of the exchangeable or convertible bond and the fair value assigned to the bond component, representing the value of embedded option to exchange the bonds for shares, is included separately, depending on the option’s maturity, in the heading “Other current liabilities” or “Other non-current liabilities”. The interest cost of the bond component is calculated by applying the prevailing interest market rate at the issuance date.

Transaction costs related to the issue of convertible or exchangeable bonds are allocated to the “liability” and “derivative” components in proportion to the allocation of gross proceeds.

Transaction costs related to the “derivative” component are recognized directly in profit or loss. Transaction costs related to the “liability” component are included in the carrying amount of the “liability” component and are amortized over the life of the convertible or exchangeable bonds using the effective interest rate method.

Trade payables and other financial non-derivative liabilities are measured at amortized cost.

The group derecognizes a financial liability if, and only if, its obligations are discharged, canceled or expired. The difference between the carrying amount of the derecognized financial liability and the consideration paid and payable is recognized in profit or loss. When the group exchanges a debt instrument with an existing lender for another instrument with substantially different terms, the exchange is recognized as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, if the contractual terms of an existing liability are substantially changed, the group also recognizes an extinguishment of the original financial liability and the recognition of a new liability. It is assumed that the contractual terms of the financial liability are substantially different if the present value of the cash flows under the new conditions, including any fees paid, net of fees collected and discounted at the original effective rate, is at least 10% different from the present value of the remaining cash flows of the original financial liability.

Financial statements

Consolidated financial statements

Derivative financial instruments

The group's consolidated operating companies use derivatives to reduce their exposure to various risks, in particular foreign exchange, interest rate and energy price risks. The sole purpose of these instruments is to hedge the economic risks to which they are exposed. Financial instruments are recognized at the transaction date, i.e. the date the hedge accounting contract is entered into. However, only those that fulfil the hedge accounting criteria laid down in IFRS 9 are given the accounting treatments described hereafter.

Changes in the fair value of derivative financial instruments that do not qualify for hedge accounting are immediately recognized in profit or loss.

Any transaction qualified as hedge accounting is documented by reference to the hedging strategy by identifying the hedged risk, the hedged item, the hedging instrument, the hedging relationship and the measurement method of the hedge relationship effectiveness. The measurement of the hedge relationship effectiveness is updated at every reporting date.

Derivatives are measured at fair value on initial recognition. Fair value is subsequently remeasured at every reporting date by reference to market conditions and to IFRS 13 *Fair Value Measurement*.

Derivatives recorded as assets or liabilities are classified in the headings "Other non-current assets/liabilities" and "Other current assets/liabilities" depending on their maturity date. The recognition of hedging derivatives varies depending on whether they are designated as fair value hedges, cash flow hedges or hedges of net investments in foreign operations.

GBL also uses derivative instruments. It can carry out transactions using call or put options. These transactions are implemented with reference to thorough documentation and are subject to specific and appropriate prior analysis and systematic monitoring.

Consolidated operating companies use different types of derivative financial instruments in various hedging strategies, as described below.

Fair value hedge

When changes in fair value of a recognized asset or liability or an unrecognized firm commitment may affect income, these changes may be covered by a fair value hedge. The hedged item and the hedging instrument are remeasured symmetrically in profit or loss at every reporting date. The impact in profit or loss is limited to the ineffective portion of the hedge.

Cash flow hedge

A cash flow hedge is used to cover unfavorable cash flow changes related to a recognized asset or liability or a highly likely future transaction when such changes are likely to affect profit or loss. At every reporting date, the effective share of the hedge and, if applicable, the changes in the time value of the options and futures points of the futures contracts, are recognized in shareholders' equity. The ineffective portion is recognized in profit or loss. When the transaction is recognized, items previously recognized in shareholders' equity are reclassified to profit or loss simultaneously with the recognition of the hedged item. In the event of a disqualification of a derivative, i.e. the interruption of hedge accounting, the effective portion of the hedge previously recognized in shareholders' equity is amortized to operating or financial result, depending on the nature of the hedged item.

Hedge of net investments in foreign operations

Foreign currency translation adjustments generated by net assets held by the group's consolidated operating companies in foreign currencies can be hedged. At every reporting date, the effective share of the hedge is recognized in shareholders' equity and the ineffective portion in profit or loss.

The effective portion in shareholders' equity is only reclassified as profit or loss in the case of loss of control over a consolidated activity or reduction of an interest in an activity under significant influence.

Items denominated in foreign currencies

Monetary assets and liabilities denominated in foreign currencies in the accounting records of group companies are translated into euros using the exchange rates of the last day of the financial year. Unrealized differences on translation resulting from the application of this methodology are recorded as gains or losses of the financial year. Non-monetary assets and liabilities are recorded using the exchange rates applicable on the date of the transaction.

In the consolidated financial statements, the group's assets and liabilities related to activities held abroad are converted at the closing rate.

Items of income and expenses denominated in foreign currencies are converted into euros at the average exchange rate for the year. Foreign currency translation adjustments reflecting the difference between the average rate and the rate on the last day of the year, are recognized in shareholders' equity under "Foreign currency translation adjustments". These foreign currency translation adjustments are recorded in profit or loss when the group disposes of the entity concerned.

Revenue

Revenue is made up of two elements: on the one hand, the sale of goods and on the other hand, the services rendered mainly made out of (i) the invoicing to customers of the cost of shipping goods, (ii) industrial services provided or (iii) services aimed at intervening in the management of the customer process or (iv) billings for medical treatment and services. The contractual commitments made by the group to transfer these goods and services to customers are categorized as performance obligations. When control of goods or services is transferred to customers, the performance obligation is deemed to have been satisfied and the revenue is recognized. Goods are therefore transferred to customers at a given point in time, which coincides with the transfer of all the risks and rewards defined in the contractual incoterms. The contract includes multiple incoterms due to the specificities as defined in contracts. However, while certain services, such as molding work, are rendered at a given point in time, most of the other services are transferred to customers over time, notably in the case of shipping services, for which the revenue is recognized after the delivery has been made, and certain specialized services in the construction of industrial facilities or services aimed at intervening in the management of the customer process and whose degree of completion is measured based on the actual level of production costs committed or based on the time spent. Collateral requirements on the sale of goods and rendering of services offer customers guarantees about the specifications agreed in the contracts, rather than an additional service on top of these guarantees.

Financial statements

Consolidated financial statements

Consequently, guarantees are not recognized as performance obligations but as provisions.

Sale of goods and rendering of services are measured at the fair value of the transaction, minus trade and volume rebates, as well as discounts for early payment.

Interest

Interest income (expenses) include interest to be paid on loans and interest to be received on investments. Interest income received or interest charges paid are recorded prorata temporis in the consolidated statement of comprehensive income, taking into account the effective interest rate on the investment.

Dividends

Dividends relating to other equity investments or trading securities are booked in profit or loss on the date on which their distribution is decided upon, unless these dividends clearly represent the recovery of a portion of the cost of the investment. The amount of withholding tax is recorded as a deduction of gross dividends.

Changes in accounting policies and errors

A change in the accounting policies is only applied to meet the requirements of a standard or an interpretation, or if it gives more reliable and more relevant information. Changes in accounting policies are recognized retrospectively, except when specific transitional provisions are stated in a standard or an interpretation. When an error is detected, it is also retrospectively adjusted. No errors were corrected in 2022 or 2021.

Main estimates and judgments

During the preparation of the financial statements, the group makes a number of estimates and judgments relating to the recognition and measurement of its assets and liabilities. These assessments are intended to address the uncertain nature of the risks and opportunities to which the group's activities are exposed to. Among these, the risks and opportunities related to climate change, which may mainly impact Imerys' activities, are given particular attention. The group has decided to further integrate climate change and sustainable development issues into its strategy in order to reduce risks and create new opportunities for sustainable value creation. We refer to the ESG section. In this context, risks and opportunities are assessed in terms of market developments, physical risks and changes in the energy mix.

Uncertainties inherent to the business require estimates to be made when preparing the financial statements. These estimates result from judgements aiming at providing a true and fair view based upon available and reliable information. An estimate is revised to reflect changes in circumstances, new information available and effects linked to experience. Changes in estimates are accounted for on a prospective basis.

When such estimates are established, they are explained in the notes on the items to which they relate.

The main estimates are the following:

- the valuation of the assets and liabilities of an acquired business (section "Scope of consolidation, associates and changes in group structure");
- the principal assumptions related to goodwill impairment testing (note 10), intangible assets (note 9) and property, plant and equipment (note 11), such as the duration, the amount of future cash flows as well as the discount rate and perpetual growth involved in computing the value in use of the tested assets. In particular, GBL has included in its estimates the uncertainties related to the risks and opportunities associated with climate change;
- the valuation of unlisted assets or funds;
- an estimate of the useful life of intangible assets with limited life (note 9) and property, plant and equipment (note 11);
- estimates of indicators related to the climate and sustainable development that may create obligations for the group if they are not abided by, in particular estimates at Imerys:
 - the amount of greenhouse gas emissions generated by its industrial facilities and the need to purchase emission rights so as to assess the provisions covering any potential deficits (note 9);
 - the fulfilment of the sustainable development goals that Imerys must pursue and are indexed to Sustainability-Linked Bonds (note 17.2).
- at Imerys, valuation methods to assess the acquisition cost of mining assets; in particular Imerys integrates the risks and opportunities related to climate change in the business plans used to draw up the geological inventory of mineral deposits, which is used as a base from which to calculate the acquisition cost (note 11);
- estimate of reasonably certain lease terms of certain leases (note 11);
- the estimation of inflation levels incorporated in the valuation of certain future cash flows, notably in the context of impairment tests (note 10), the valuation of other provisions (note 20) and the valuation of defined benefit plans (note 21);
- the assessment, as part of the recognition and measurement of provisions, of the probability of settlement and amount of the obligation, of the expected timing of future payments and of discount rates (note 20);
- actuarial assumptions for defined benefit plans (note 21); and
- the assumptions related to the evaluation of debts on minority interests (note 22).

Ontex, SGS, Voodoo and Umicore

GBL analyzed the accounting treatment to be applied to the investments in Ontex, SGS, Voodoo and Umicore and particularly the classification in (i) investments in associates (IAS 28), with the recognition of GBL's share in the profit or loss and shareholders' equity of Ontex, SGS, Voodoo and Umicore respectively or in (ii) other equity investments (IFRS 9), with the recognition of these investments at their fair value and the recognition of the dividend through profit or loss.

Financial statements

Consolidated financial statements

In accordance with IAS 28, it is assumed that a group does not exercise significant influence if the percentage holding is less than 20.00%, unless it can be clearly demonstrated. According to this standard, significant influence is usually demonstrated in the case of (i) representation on the Board of Directors, (ii) participation in policy-making processes, (iii) material transactions between the investor and the company owned, (iv) the interchange of managerial personnel or (v) the supply of critical technical information.

As of December 31, 2022, those four investments are held respectively at 19.98%, 19.11%, 16.18% and 15.92%. The representation on the Board of Directors of those companies is not sufficient to demonstrate the existence of significant influence. Moreover, representation on the Board of Directors is limited to the mandates of the Directors and requires a resolution at General Shareholders' Meeting. In particular for listed companies, this representation does not come from a contractual or legal right. Taking these different factors into account, GBL has entered into the accounting treatment of its investments in Ontex, SGS, Voodoo and Umicore as other equity investments as of December 31, 2022.

Exchange rates used

	2022	2021
Closing rate		
US Dollar	1.07	1.13
Swiss franc	0.98	1.03
Average rate		
US Dollar	1.05	1.18

Presentation of the consolidated financial statements

The consolidated statement of comprehensive income separately presents:

- Investing activities

Components of income resulting from investing activities, which include the operations of GBL and of its subsidiaries whose main purpose is investment management. This includes GBL Capital and Sienna Investment Managers as well as the profit (loss) of operating associates (Parques Reunidos/Piolin II) and non-consolidated operating companies (Pernod Ricard, SGS, adidas, Umicore, etc.); and

- Consolidated operating activities

Components of income from consolidated operating activities, i.e. from consolidated operating companies (Imerys, Webhelp, Canyon, Sanoptis, Affidea as well as the sub-groups Sausalitos, Vanreusel, etc).

Financial statements

Consolidated financial statements

7.1.7 Scope of consolidation, associates and joint ventures and changes in group structure

Fully consolidated subsidiaries

Name	Registered office	Interest and voting rights (in %)		Main activity
		2022	2021	
Belgian Securities BV	Amsterdam	100.0	100.0	Holding
Brussels Securities SA	Brussels	100.0	100.0	Holding
GBL O SA	Brussels	100.0	100.0	Holding
Sagerpar SA	Brussels	100.0	100.0	Holding
URDAC SA	Brussels	100.0	100.0	Holding
FINPAR II SA	Brussels	100.0	100.0	Holding
FINPAR III SA	Brussels	100.0	100.0	Holding
FINPAR IV SA	Brussels	100.0	100.0	Holding
FINPAR V SRL	Brussels	100.0	100.0	Holding
FINPAR VI SRL	Brussels	100.0	100.0	Holding
FINPAR VII SRL	Brussels	100.0	100.0	Holding
Finpar VIII SRL	Brussels	100.0	-	Holding
LTI Two SA	Brussels	100.0	100.0	Holding
GBL Verwaltung SA	Luxembourg	100.0	100.0	Holding
Sapiens Sàrl	Luxembourg	100.0	100.0	Holding
Marnix Lux Sàrl (group Webhelp and subsidiaries)	Luxembourg	61.3	59.2	Operational
G.f.G. Topco Sàrl	Luxembourg	100.0	100.0	Holding
G.f.G. Capital Sàrl	Luxembourg	90.5	88.9	Holding
Go-for-Gold Holding GmbH (group Canyon and subsidiaries)	Koblenz	54.8	60.0	Operational
Celeste Capital Sàrl (previously Altitude Holdco Sàrl)	Luxembourg	100.0	100.0	Holding
Celeste InvestCo SA	Luxembourg	100.0	-	Holding
Celeste TopCo SA	Luxembourg	99.5	-	Holding
Celeste Midco 1 BV	Netherlands	100.0	-	Holding
Celeste Midco 2 BV	Netherlands	100.0	-	Holding
Celeste Midco 3 BV	Netherlands	100.0	-	Holding
Celeste BidCo BV (group Affidea and subsidiaries)	Netherlands	100.0	-	Operational
Sofia Capital Sàrl	Luxembourg	100.0	-	Holding
Sofia InvestCo SA	Luxembourg	100.0	-	Holding
Sofia MasterCo SA	Luxembourg	83.5	-	Holding
Sofia TopCo Sàrl	Luxembourg	100.0	-	Holding
Sofia Holdco Sàrl	Luxembourg	100.0	-	Holding
Sofia MidCo Sàrl	Luxembourg	100.0	-	Holding
Sofia BidCo Sàrl (group Sanoptis and subsidiaries)	Luxembourg	100.0	-	Operational
Arthur Capital Sàrl	Luxembourg	100.0	100.0	Holding
GBL Energy Sàrl	Luxembourg	100.0	100.0	Holding
Serena Sàrl	Luxembourg	100.0	100.0	Holding
GBL Finance Sàrl	Luxembourg	100.0	100.0	Holding
Elliott Capital Sàrl	Luxembourg	100.0	100.0	Holding
Miles Capital Sàrl	Luxembourg	100.0	100.0	Holding
Owen Capital Sàrl	Luxembourg	100.0	100.0	Holding
Theo Capital Sàrl	Luxembourg	100.0	100.0	Holding
Oliver Capital Sàrl	Luxembourg	100.0	100.0	Holding
Jade Capital Sàrl	Luxembourg	100.0	100.0	Holding
Vancouver Capital Sàrl	Luxembourg	100.0	100.0	Holding
GBL Investments Ltd	Dublin	100.0	100.0	Holding
GBL Development Ltd	London	100.0	100.0	Operational
GBL Advisors Ltd	London	100.0	100.0	Operational
RCPE Consulting SAS	Paris	100.0	100.0	Operational
Imerys SA (and subsidiaries)	Paris	54.6	54.6	Operational

Financial statements

Consolidated financial statements

Name	Registered office	Interest and voting rights (in %)		Main activity
		2022	2021	
Sienna Capital Participations Sàrl (newly GBL Capital Participations Sàrl)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Investment Managers SA (previously Sienna Capital Sàrl)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Euclide SA	Luxembourg	100.0	-	GBL Capital and SIM
Sienna Landlife SA	Luxembourg	100.0	-	GBL Capital and SIM
Sienna Capital Management SA (newly Sienna AM Luxembourg SA)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Capital US LLC	Wilmington	100.0	100.0	GBL Capital and SIM
Sienna Capital Invest GP Sàrl (newly GBL Capital Invest GP Sàrl)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Capital Invest SCSp (newly GBL Capital Invest SCSp)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Capital London Ltd	London	100.0	100.0	GBL Capital and SIM
Sienna Multistrategy Opportunities GP Sàrl (previously Sienna Capital Opportunity GP Sàrl)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Multistrategy Opportunities Fund Sàrl (previously Sienna Capital Opportunity Fund Sàrl)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Multistrategy Opportunities Carry Sàrl (previously Sienna Capital Opportunity Carry Sàrl)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Multistrategy Opportunities Master Sàrl (previously Sienna Capital Opportunity Master Sàrl)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Capital Co-Invest Master Sàrl	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna PE Invest GP Sàrl (previously Sienna IM Digital GP Sàrl)	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna IM Digital Bonds SCA SICAV RAIF	Luxembourg	-	100.0	GBL Capital and SIM
Sienna Venture Capital GP Sàrl	Luxembourg	100.0	-	GBL Capital and SIM
Sienna Venture Capital SAS	Paris	100.0	-	GBL Capital and SIM
Sienna Real Estate Solutions Sàrl	Luxembourg	100.0	100.0	GBL Capital and SIM
Sienna Real Estate Partner JV Netherlands BV (group Sienna Real Estate and subsidiaries)	Amsterdam	89.4	89.4	GBL Capital and SIM
Sienna Gestion (group Sienna Gestion and subsidiaries)	Paris	66.6	-	GBL Capital and SIM
Sienna 2A SAS (group Sienna Private Credit and subsidiaries)	Paris	87.5	-	GBL Capital and SIM
Sienna Private Equity SAS	Paris	75.0	-	GBL Capital and SIM
Ergon Capital Partners III SA (group ECP III and subsidiaries)	Brussels	89.9	89.9	GBL Capital and SIM

The percentage of voting rights is identical to the percentage interest, with the exception of Imerys, for which the voting rights are 68.13%. An incentive plan has also been granted to the management of Ergon Capital Partners III, covering 16.67% of the shares.

Associates and joint ventures

RATE (IN %)	Avanti Acquisition SCSP	StreetTeam Software Ltd	Piolin II Sàrl / Parques Reunidos	Backed I LP	Backed Encore I LP	Backed 2 LP	Ergon Capital Partners SA	
Office	Luxembourg	London	Luxembourg	Jersey	Jersey	Jersey	Brussels	
Activity	GBL Capital and SIM	GBL Capital and SIM	Leisure parks	GBL Capital and SIM	GBL Capital and SIM	GBL Capital and SIM	GBL Capital and SIM	
2022	DETENTION RATE	50.0	32.7	23.1	48.6	58.3	40.0	50.0
2021	Detention rate	50.0	32.8	23.1	48.6	58.3	40.0	50.0

RATE (IN %)	Ergon Capital Partners II SA	Ergon Capital Partners IV SCSP	I.P.E. SRL, subsidiary of ECP III	Mérieux Participations 2 SAS	Landlife Holding Sàrl	
Office	Brussels	Luxembourg	Bologna	Lyon	Luxembourg	
Activity	GBL Capital and SIM	GBL Capital and SIM	Home furnishing	GBL Capital and SIM	GBL Capital and SIM	
2022	DETENTION RATE	50.0	34.4	65.6	34.3	35.1
2021	Detention rate	50.0	34.4	65.6	34.3	-

The percentage of voting rights is identical to the percentage interest.

The group has analyzed the accounting treatment to be applied to the recognition of its investment in I.P.E. SRL (Visionnaire group) and has concluded that it only has a significant influence despite its 65.55% interest, based on the existence of a shareholders' agreement. The group reached the same conclusion regarding the consolidation method to be used to integrate the investments in Backed Encore I LP.

Financial statements

Consolidated financial statements

As of December 31, 2022, GBL holds a stake in the funds Eight Partners Worldwide SAS (22.40%), Kartesia Credit Opportunities III SCA (31.11%), Sagard II B (74.65%), Sagard 3 FPCI (26.40%), Sagard NewGen FPCI (21.64%), Sagard Santé Animale FPCI (32.41%), Sagard Testing FPCI (63.72%), Sagard Business Intelligence FPCI (92.59%), PrimeStone Capital Fund ICAV (23.22%), Marcho Partners Feeder Fund ICAV (38.71%), C2 Capital Global Export-to-China Fund LP (26.96%), KKR Sigma Co-Invest II LP (34.90%), Predirec ABL-3 (Part B) (21.00%), HCM IV LP/HCM V LP/HCM SIIA LP/HCM S3C LP (20.27%, 28.55%, 56.26% and 49.26% respectively) and has determined that it has no significant influence over those investments. These funds are therefore presented as other equity investments and are measured at fair value at each reporting date.

In the rest of the notes, Ergon Capital Partners, Ergon Capital Partners II and Ergon Capital Partners IV have been referred to together under the name “ECP I, II & IV”, while the name “ECP” refers to these companies referred to above and Ergon Capital Partners III (“ECP III”). Similarly, Backed 1 LP, Backed Encore 1 LP and Backed 2 LP entities will be referred to as “Backed”, the entity Piolin II Sàrl as “Piolin II”, the entity StreetTeam Software Ltd. as “StreetTeam” and the entity Avanti Acquisition SCSP as “Avanti Acquisition Corp.”.

Changes in group structure

Companies entering the group structure

Sanoptis

On July 1, 2022, GBL finalized the acquisition of a majority stake (89.38%) in Sanoptis, a major provider of ophthalmic services in Germany and Switzerland.

The acquisition price amounts to EUR 847 million. Non-controlling interests amounted to EUR 90 million at the time of the acquisition. The fair value of the identifiable assets and liabilities at the date of acquisition was determined by an independent expert. Intangible assets (such as local brands in Switzerland and Germany, customer relationships and certain rights to receive insured patients) were revalued at EUR 564 million. Property, plant and equipment (such as the Sanoptis Group buildings and rights of use), financial liabilities (debts to minority shareholders) and deferred tax assets and liabilities were re-estimated. The goodwill resulting from the difference between these net assets and the value of the shareholding amounts to a definitive amount of EUR 860 million as of December 31, 2022. An amount of EUR 60 million has also been recognized as deferred tax assets relating to amortizable goodwill for tax purposes in the local accounts of certain subsidiaries, taking into account the absence of objective criteria for allocating the acquisition goodwill (monitored at a higher level) to the assets of these subsidiaries. The goodwill arising on the acquisition of this group is mainly linked to the growth forecasts and the expected future profitability. It is not expected to be deductible for tax purposes. The fair values of assets, liabilities and contingent liabilities are presented in the following table:

IN EUR MILLION	Sanoptis
Non-current assets	825.9
Current assets	236.7
Non-current liabilities	916.2
Current liabilities	158.6
NET ASSETS	(12.1)
Purchase price - paid in cash	757.3
Fair value of non-controlling interests	90.0
TOTAL	847.4
Goodwill	859.6
Acquired cash and cash equivalents	75.3
Net cash flow	682.0

Since its acquisition, Sanoptis group has generated a contribution of EUR 180 million to the turnover and EUR - 21 million to the net result for the year (group's share). If the acquisition had been completed on January 1, 2022, the additional contribution to the turnover would have been EUR 180 million and EUR - 4 million to the net result (group's share).

Financial statements

Consolidated financial statements

Affidea

On July 22, 2022, GBL completed the acquisition of a majority stake (100.00%) in Affidea, Europe's largest provider of advanced imaging, outpatient and cancer treatment services.

The acquisition price amounts to EUR 999 million. The fair value of the identifiable assets and liabilities at the date of acquisition was determined by an independent expert. Intangible assets (such as the Affidea brand, contracts and customer relationships) for a total amount of EUR 598 million, property, plant and equipment (such as the Affidea group's buildings and rights of use) and deferred tax liabilities were re-estimated. The goodwill resulting from the difference between these net assets and the value of the shareholding amounts to a definitive amount of EUR 883 million as of December 31, 2022. The goodwill arising on the acquisition of this group is mainly related to growth forecasts and expected future profitability. It is not expected to be deductible for tax purposes. The fair values of assets, liabilities and contingent liabilities are presented in the following table:

IN EUR MILLION	Affidea
Non-current assets	1,063.2
Current assets	233.9
Non-current liabilities	981.7
Current liabilities	197.8
NET ASSETS	117.6
Non-controlling interests	1.4
NET ASSETS ACQUIRED	116.1
Purchase price - paid in cash	999.0
Fair value of non-controlling interests	-
TOTAL	999.0
Goodwill	882.9
Acquired cash and cash equivalents	95.4
Net cash flow	903.6

Since its acquisition, Affidea group has contributed EUR 307 million to the turnover and EUR - 30 million to the net result for the year (group's share). If the acquisition had been completed on January 1, 2022, the additional contribution to the turnover would have been EUR 418 million and EUR 2 million to the net result (group's share).

Other

Finally, the group also made other acquisitions in 2022 that were not individually significant. Those acquisitions generated a net cash outflow of EUR 337 million.

Acquisition accounts finalized in 2022

OneLink

On August 2, 2021, Webhelp had acquired OneLink for a purchase price of EUR 488 million (excluding acquisition costs of EUR 10 million and intra-group refinancing of EUR 32 million).

The goodwill resulting from the difference between the net assets and the value of the shareholding amounts to a definitive amount of EUR 279 million at the time of the acquisition. The fair values of assets, liabilities and contingent liabilities are presented in the following table:

IN EUR MILLION	OneLink
Non-current assets	243.7
Current assets	21.7
Non-current liabilities	28.8
Current liabilities	28.0
NET ASSETS	208.6
Purchase price - paid in cash	487.6
Goodwill	279.0
Acquired cash and cash equivalents	13.9
Net cash flow	473.7

Financial statements

Consolidated financial statements

Companies leaving the group structure

ECP III

In September 2022, ECP III sold its 67.48% stake in Indo, the first independent Spanish manufacturer of ophthalmic lenses and distributor of medical equipment for the eye care sector. The net consolidated capital gain on the sale amounts to EUR 43 million (group's share). The net cash inflow on this sale amounted to EUR 68 million.

Other

Finally, the group made marginally significant disposals in 2022 for a total cash inflow of EUR 160 million.

Financial statements

Consolidated financial statements

7.1.8 Notes

NOTE 1	Segment information	221
NOTE 2	Associates and joint ventures	226
NOTE 3	SGS, Pernod Ricard, adidas and other equity investments	229
NOTE 4	Gains (losses) from disposals, impairments and reversals of non-current assets from investing activities	231
NOTE 5	Other operating income (expenses) and employee expenses	231
NOTE 6	Gains (losses) from disposals, impairments and reversals of non-current assets related to operating activities	232
NOTE 7	Financial income (expenses)	232
NOTE 8	Turnover	233
NOTE 9	Intangible assets	235
NOTE 10	Goodwill	236
NOTE 11	Property, plant and equipment	239
NOTE 12	Other non-current assets	241
NOTE 13	Income taxes	241
NOTE 14	Inventories	243
NOTE 15	Trade receivables	244
NOTE 16	Trading financial assets	244
NOTE 17	Cash, cash equivalents and financial liabilities	245
NOTE 18	Other current assets	250
NOTE 19	Share capital and dividends	250
NOTE 20	Provisions	251
NOTE 21	Retirement benefits and other post-employment benefits	253
NOTE 22	Other non-current liabilities	257
NOTE 23	Other current liabilities	258
NOTE 24	Assets and liabilities associated with assets held for sale and discontinued operations	258
NOTE 25	Financial risks management and sensitivity analysis	259
NOTE 26	Derivative financial instruments	261
NOTE 27	Stock options	263
NOTE 28	Earnings per share	265
NOTE 29	Financial instruments	266
NOTE 30	Subsidiaries in which GBL holds significant non-controlling interests	271
NOTE 31	Contingent assets and liabilities, rights and commitments	272
NOTE 32	Transactions with related parties	273
NOTE 33	Events after the reporting period	274
NOTE 34	Statutory Auditor's fees	274

For consistency purposes, the notes to the consolidated financial statements are grouped based on the nature of the items and not in the order they are presented in the consolidated balance sheet and consolidated statement of comprehensive income. This arrangement is meant to facilitate the analysis of all the factors of the same kind affecting the assets and liabilities in the financial statements.

Financial statements

Consolidated financial statements

Note 1 Segment information

IFRS 8 *Operating Segments* requires the identification of segments based on internal reports which are regularly presented to the main operating decision-maker for the purpose of managing the allocation of resources to the segments and assessing their performance.

In conformity with IFRS 8, the group has identified seven segments:

- **Holding:** consisting of the parent company GBL and its subsidiaries. Its main activity is to manage investments as well as the non-consolidated operating companies or associates;
- **Imerys:** consisting of the Imerys group, a French group listed on Euronext Paris and holding leading positions in each of its two business lines: Performance Materials and High Temperature Materials & Solutions;
- **Webhelp:** consisting of the Webhelp group, a non-listed French group, specialized in customer experience and business process outsourcing, as well as the dedicated investment vehicle, Sapiens Sàrl;
- **Canyon:** consisting of the Canyon group, a non-listed German group, the world leader in exclusively online direct-to-consumer (“DTC”) sales of premium bicycles, as well as the dedicated investment vehicle, GfG Capital;
- **Affidea:** comprising the non-listed Affidea Group, leading European provider of advanced diagnostics and outpatient services, and the dedicated investment vehicles to Celeste Capital Sàrl;
- **Sanoptis:** comprising the non-listed Sanoptis⁽¹⁾ Group, a European leader in ophthalmology services including surgeries and diagnostics, and the dedicated investment vehicles to Sofia Capital Sàrl; and
- **GBL Capital and Sienna Investment Managers (“SIM”)** including:
 - GBL Capital, with its investment’s activity, which includes investments in alternative funds and direct co-investments in private equity, as well as, under consolidated operating activities, the operating subsidiaries of ECP III (subgroups Sausalitos, Vanreusel, Indo, etc.);
 - Sienna Investment Managers, activity of third-party asset management, through its stake in Sienna Real Estate, Sienna Gestion and Sienna Private Credit.

The results of a segment, its assets and its liabilities include all the items directly attributable to it. The accounting standards applied to these segments are the same as those described in the section entitled “Accounting Policies”.

(1) For the following companies of the Sanoptis Group, which are included in the consolidated financial statements, the disclosure exemptions according to § 264 para. 3 HGB (German Commercial Code): Sanoptis GmbH, Augenklinik Dr. Hoffmann GmbH ; Augenärzte Braunschweig-Göttingen MVZ GmbH, MASG - Medizinische Abrechnungs- und Servicegesellschaft mbH, Südblick GmbH, Oculovision München GmbH, Augenheilkunde MVZ Dillingen GmbH, Augenheilkunde Aalen MVZ GmbH, Augenheilkunde Bopfingen MVZ GmbH, Augenheilkunde Heidenheim MVZ GmbH, Augenheilkunde Metzingen MVZ GmbH, Augenheilkunde Reutlingen MVZ GmbH, Augenheilkunde Rottenburg MVZ GmbH, Augenheilkunde Tübingen MVZ GmbH, nordBLICK Augenklinik Bellevue GmbH, nordBLICK MVZ GmbH, Wilhelminenhaus Kiel MVZ GmbH, Augentagesklinik Zehlendorf MVZ GmbH, Berolina Augenzentren MVZ GmbH, Augerlin MVZ GmbH, MVZ RHR, Augenärzte GmbH, MVZ Auregio GmbH, MVZ i-care4u GmbH, Augenzentrum Mühlendorf MVZ GmbH, Augenklinik Mühlendorf GmbH, Augenkompetenz Zentrum Bremerhaven MVZ GmbH, Augenblick Mannheim Süd MVZ GmbH, Augenblick Mannheim-Zentrum MVZ GmbH, Augenzentrum Oberstenfeld MVZ GmbH, Augenklinik Rendsburg GmbH, Taxi und Transport Neuwerk GmbH, Augenzentrum Unna MVZ GmbH, Augenblick Augenzentrum Reutlingen MVZ GmbH, Mainblick Augenzentrum GmbH, MVZ Augen Praxisklinik Lübeck GmbH, MVZ Schöne Augenblicke GmbH, Augenzentrum Köln MVZ GmbH, BEP Augenärzte MVZ GmbH, MVZ Augenzentrum Cuxhaven GmbH and AOC Augen OP Centrum Porz GmbH

Financial statements

Consolidated financial statements

1.1. Segment information - Consolidated income statement

For the period ended as of December 31, 2022

IN EUR MILLION	Holding	Imerys	Webhelp	Canyon	Affidea	Sanoptis	GBL Capital and SIM	Total
Share of profit (loss) of associates and joint ventures from investing activities	1.3	-	-	-	-	-	1.9	3.2
Net dividends from investments	322.3	-	-	-	-	-	-	322.3
Other operating income (expenses) from investing activities	(37.0)	-	(0.2)	(0.2)	(0.0)	(0.1)	(79.8)	(117.3)
Gains (losses) on disposals, impairments and reversals of non-current assets from investing activities	-	-	-	-	-	0.0	(83.3)	(83.3)
Financial income (expenses) from investing activities	136.4	-	(0.3)	-	(0.0)	-	(531.5)	(395.4)
Profit (loss) before tax from investing activities - continuing operations	422.9	-	(0.5)	(0.2)	(0.0)	(0.1)	(692.6)	(270.4)
Turnover	-	4,281.6	2,485.3	644.9	306.6	180.1	210.2	8,108.6
Raw materials and consumables	-	(1,472.5)	(57.9)	(375.8)	(32.8)	(35.0)	(48.1)	(2,022.1)
Employee expenses	-	(872.7)	(1,841.7)	(77.8)	(156.2)	(77.5)	(73.8)	(3,099.6)
Depreciation/amortization of property, plant, equipment and intangible assets (excluding impairments and reversals)	-	(303.1)	(215.5)	(46.9)	(42.5)	(23.6)	(26.6)	(658.1)
Other operating income (expenses) from operating activities ⁽¹⁾	-	(1,219.6)	(302.5)	(105.9)	(78.6)	(44.6)	(66.2)	(1,817.6)
Gains (losses) on disposals, impairments and reversals of non-current assets from operating activities	-	(94.6)	(6.9)	-	-	(0.0)	0.1	(101.4)
Financial income (expenses) from operating activities	-	(51.0)	(413.1)	(5.2)	(24.2)	(24.1)	(8.2)	(525.8)
Profit (loss) before tax from consolidated operating activities - continuing operations	-	268.1	(352.2)	33.2	(27.8)	(24.7)	(12.6)	(115.9)
Income taxes	0.2	(91.0)	(18.4)	(10.2)	(1.9)	(0.0)	(2.1)	(123.4)
PROFIT (LOSS) FROM CONTINUING OPERATIONS	423.1	177.1	(371.0)	22.8	(29.7)	(24.8)	(707.3)	(509.8)
PROFIT (LOSS) FROM CONSOLIDATED OPERATING ACTIVITIES - DISCONTINUED OPERATIONS	-	77.3	-	-	-	-	-	77.3
CONSOLIDATED PROFIT (LOSS) FOR THE YEAR	423.1	254.4	(371.0)	22.8	(29.7)	(24.8)	(707.3)	(432.5)
Attributable to the group	423.1	130.4	(388.2)	11.0	(30.0)	(20.7)	(710.3)	(584.7)

Information by segment on other items of profit or loss is mentioned below:

IN EUR MILLION	Holding	Imerys	Webhelp	Canyon	Affidea	Sanoptis	GBL Capital and SIM	Total
Share of profit (loss) of associates and joint ventures	1.3	35.9	-	-	-	-	4.7	41.9
Depreciation/amortization of property, plant, equipment and intangible assets	(0.8)	(316.8)	(215.5)	(46.9)	(42.5)	(23.6)	(30.3)	(676.5)
Impairment of non-current assets	-	(108.0)	(6.9)	-	-	-	(130.7)	(245.6)

(1) Includes the share of profit (loss) of associates and joint ventures from operating activities

Financial statements

Consolidated financial statements

For the period ended as of December 31, 2021

IN EUR MILLION	Holding	Imerys ⁽¹⁾	Webhelp	Canyon	GBL Capital and SIM	Total
Share of profit (loss) of associates and joint ventures from investing activities	12.8	-	-	-	123.2	136.0
Net dividends from investments	363.1	-	-	-	-	363.1
Other operating income (expenses) from investing activities	(56.3)	-	(0.2)	(0.0)	(42.8)	(99.3)
Gains (losses) on disposals, impairments and reversals of non-current assets from investing activities	(0.0)	-	-	-	139.4	139.4
Financial income (expenses) from investing activities	(68.6)	-	0.0	-	178.1	109.6
Profit (loss) before tax from investing activities - continuing operations	251.1	-	(0.2)	(0.0)	397.9	648.7
Turnover	-	3,664.7	2,080.6	344.8	152.9	6,243.0
Raw materials and consumables	-	(1,170.5)	(38.6)	(227.8)	(46.1)	(1,483.1)
Employee expenses	-	(801.4)	(1,599.7)	(44.9)	(50.9)	(2,496.9)
Depreciation/amortization of property, plant, equipment and intangible assets (excluding impairments and reversals)	-	(302.3)	(172.1)	(45.6)	(23.5)	(543.5)
Other operating income (expenses) from operating activities ⁽²⁾	-	(1,069.8)	(298.0)	(71.0)	(25.4)	(1,464.2)
Gains (losses) on disposals, impairments and reversals of non-current assets from operating activities	-	(29.6)	(1.4)	-	0.2	(30.9)
Financial income (expenses) from operating activities	-	(40.6)	(389.7)	(2.9)	(10.5)	(443.7)
Profit (loss) before tax from consolidated operating activities - continuing operations	-	250.4	(418.8)	(47.4)	(3.4)	(219.3)
Income taxes	(0.4)	(68.2)	(18.7)	25.7	(0.6)	(62.2)
PROFIT (LOSS) FROM CONTINUING OPERATIONS	250.7	182.2	(437.8)	(21.7)	393.9	367.3
PROFIT (LOSS) FROM CONSOLIDATED OPERATING ACTIVITIES - DISCONTINUED OPERATIONS	-	67.5	-	-	-	67.5
CONSOLIDATED PROFIT (LOSS) FOR THE PERIOD	250.7	249.7	(437.8)	(21.7)	393.9	434.8
Attributable to the group	250.7	131.6	(466.4)	(15.3)	378.1	278.8

Information by segment on other items of profit or loss is mentioned below:

IN EUR MILLION	Holding	Imerys	Webhelp	Canyon	GBL Capital and SIM	Total
Share of profit (loss) of associates and joint ventures	12.8	14.7	-	-	124.1	151.6
Depreciation/amortization of property, plant, equipment and intangible assets	(0.7)	(325.4)	(172.1)	(45.6)	(23.6)	(567.4)
Impairment of non-current assets	-	(28.9)	(0.5)	-	6.2	(23.2)

The geographical split of the turnover is presented in note 8.

(1) Results of Imerys for the 12-month period ended December 31, 2021 have been restated to reflect the results from continuing operations excluding the High Temperature Solutions business area ("HTS") whose contemplated disposal was announced on July 28, 2022. According to IFRS 5, HTS is accounted for as a discontinued operation and reported under "Profit (loss) from consolidated operating activities - discontinued operations" - see note 24

(2) Includes the share of profit (loss) of associates and joint ventures from operating activities

Financial statements

Consolidated financial statements

1.2 Segment information - Consolidated balance sheet

Consolidated balance sheet as of December 31, 2022

IN EUR MILLION	Holding	Imerys	Webhelp	Canyon	Affidea	Sanoptis	GBL Capital and SIM	Total
Non-current assets	11,217.2	4,357.4	3,505.6	751.7	1,972.2	1,846.8	2,826.1	26,477.0
Intangible assets	1.1	287.5	833.6	373.4	589.7	663.5	86.8	2,835.6
Goodwill	-	1,852.2	2,128.3	309.1	889.2	965.9	113.9	6,258.5
Property, plant and equipment	15.2	1,959.2	499.4	48.4	468.9	184.0	113.6	3,288.6
Investments	11,200.4	92.8	0.0	0.0	1.0	2.3	2,485.2	13,781.8
<i>Investments in associates and joint ventures</i>	90.2	90.5	-	0.0	-	-	436.7	617.4
<i>Other equity investments</i>	11,110.2	2.3	0.0	-	1.0	2.3	2,048.5	13,164.4
Other non-current assets	0.6	54.9	28.0	13.1	4.8	6.2	25.4	132.9
Deferred tax assets	-	110.7	16.3	7.8	18.8	24.9	1.2	179.6
Current assets	1,427.9	3,513.6	990.6	483.9	187.7	176.7	142.9	6,923.4
Inventories	-	789.9	5.0	393.6	9.6	5.7	6.7	1,210.6
Trade receivables	0.0	489.9	454.1	3.3	88.3	53.8	19.3	1,108.7
Trading financial assets	839.8	1.9	12.0	16.3	-	-	0.0	870.0
Cash and cash equivalents	544.0	620.2	340.0	25.0	63.0	88.0	88.0	1,768.3
Other current assets	44.0	235.6	179.4	45.7	26.8	29.2	28.8	589.5
Assets held for sale	-	1,376.2	-	-	-	-	-	1,376.2
TOTAL ASSETS	12,645.1	7,871.0	4,496.2	1,235.6	2,160.0	2,023.5	2,969.0	33,400.4
Non-current liabilities	3,102.8	2,465.6	3,879.3	367.1	968.6	1,100.2	217.5	12,101.1
Financial liabilities	3,055.4	1,792.7	1,988.1	249.8	779.1	694.5	155.1	8,714.7
Provisions	0.5	388.8	2.5	4.4	9.9	2.0	4.9	413.1
Pensions and post-employment benefits	1.4	160.2	14.4	0.2	11.1	1.5	0.3	189.1
Other non-current liabilities	45.4	24.1	1,732.1	-	28.4	262.2	32.6	2,124.8
Deferred tax liabilities	-	99.9	142.2	112.8	140.1	139.9	24.5	659.4
Current liabilities	1,148.5	2,020.0	792.1	123.2	226.7	77.5	91.7	4,479.7
Financial liabilities	984.0	498.4	89.8	5.4	40.3	19.3	17.3	1,654.6
Trade payables	4.1	540.1	129.2	66.7	48.8	27.1	41.4	857.4
Provisions	-	34.3	23.6	7.4	3.2	0.1	0.1	68.6
Tax liabilities	6.8	105.0	31.5	10.5	4.9	4.8	3.5	167.0
Other current liabilities	153.6	373.3	518.0	33.2	129.5	26.1	29.4	1,263.1
Liabilities associated with assets held for sale	-	468.9	-	-	-	-	-	468.9
TOTAL LIABILITIES	4,251.3	4,485.6	4,671.4	490.4	1,195.3	1,177.7	309.2	16,580.8

All the assets and liabilities are allocated to the various segments.

Capital expenditure (property, plant and equipment and intangible assets) by segment is shown in the following table:

IN EUR MILLION	Holding	Imerys	Webhelp	Canyon	Affidea	Sanoptis	GBL Capital and SIM	Total
Capital expenditure	1.4	406.2	132.5	23.3	37.1	22.1	12.7	635.3

Financial statements

Consolidated financial statements

Consolidated balance sheet as of December 31, 2021

IN EUR MILLION	Holding	Imerys	Webhelp	Canyon	GBL Capital and SIM	Total
Non-current assets	15,896.2	4,990.3	3,285.5	764.6	3,235.4	28,172.1
Intangible assets	0.0	303.9	827.7	399.0	79.3	1,610.0
Goodwill	-	2,144.7	2,063.5	309.1	137.1	4,654.4
Property, plant and equipment	16.7	2,217.3	364.7	44.3	107.1	2,750.0
Investments	15,878.9	100.3	-	0.0	2,901.1	18,880.3
<i>Investments in associates and joint ventures</i>	89.7	100.3	-	0.0	515.4	705.4
<i>Other equity investments</i>	15,789.2	0.0	-	-	2,385.7	18,174.9
Other non-current assets	0.6	85.6	18.8	2.1	7.6	114.6
Deferred tax assets	-	138.6	10.8	10.1	3.3	162.8
Current assets	2,389.0	2,425.8	916.7	303.2	90.8	6,125.5
Inventories	-	849.1	4.2	238.7	11.8	1,103.8
Trade receivables	0.6	614.3	381.2	1.5	22.1	1,019.7
Trading financial assets	2,064.7	7.3	12.0	2.0	0.0	2,086.0
Cash and cash equivalents	302.4	577.2	375.3	34.0	42.8	1,331.6
Other current assets	21.3	314.7	144.1	27.0	14.1	521.3
Assets held for sale	-	63.1	-	-	-	63.1
TOTAL ASSETS	18,285.2	7,416.1	4,202.3	1,067.9	3,326.2	34,297.6
Non-current liabilities	2,702.8	2,726.5	3,448.3	307.6	204.1	9,389.3
Financial liabilities	2,527.9	1,850.7	1,881.4	184.5	171.7	6,616.2
Provisions	0.5	414.0	-	1.3	0.1	415.9
Pensions and post-employment benefits	5.6	259.7	293.6	0.3	0.2	559.4
Other non-current liabilities	168.8	72.4	1,089.4	-	8.7	1,339.4
Deferred tax liabilities	-	129.6	183.8	121.6	23.4	458.4
Current liabilities	808.4	1,447.7	694.5	98.3	71.2	3,120.1
Financial liabilities	749.4	187.4	77.6	4.7	18.4	1,037.5
Trade payables	3.7	660.1	121.1	54.1	26.8	865.8
Provisions	-	53.2	20.9	7.2	0.7	81.9
Tax liabilities	5.9	115.4	27.1	0.6	5.0	154.1
Other current liabilities	49.5	418.1	447.8	31.7	20.4	967.4
Liabilities associated with assets held for sale	-	13.5	-	-	-	13.5
TOTAL LIABILITIES	3,511.3	4,174.2	4,142.7	405.9	275.3	12,509.4

All the assets and liabilities are allocated to the various segments.

Capital expenditure (property, plant and equipment and intangible assets) by segment is shown in the following table:

IN EUR MILLION	Holding	Imerys	Webhelp	Canyon	GBL Capital and SIM	Total
Capital expenditure	0.9	336.3	96.6	9.2	10.6	453.6

Financial statements

Consolidated financial statements

The breakdown of the group's non-current assets⁽¹⁾ by geographic region is as follows:

IN EUR MILLION	2022	2021
Belgium	223.4	259.5
Other European countries	10,155.8	6,584.7
North America	1,167.3	1,047.5
Other	836.3	1,122.7
TOTAL	12,382.8	9,014.4

Regarding the exposure to climate risks, given their geographic location, Imerys' entities may potentially be exposed to physical risks related to climate change, such as flooding, submersion, droughts, tornadoes and wildfires. Imerys uses hazard modelling to identify the locations likely to be exposed to these risks between now and 2050. At December 31, 2022, the carrying amount of these sites represented 2.4% of the group's consolidated assets, which are covered by suitable insurance policies (0.5% as of December 31, 2021).

Note 2 Associates and joint ventures

2.1 Share of profit (loss)

Dividends received from equity-accounted entities have been eliminated and replaced by GBL's share of their profit or loss.

Dividends received

IN EUR MILLION	2022	2021
Mérieux Participations 2	13.3	5.5
Other associates and joint ventures	5.8	5.2
TOTAL	19.1	10.8

Profit (loss) of associates and joint ventures (GBL's share)

IN EUR MILLION	2022	2021
Share of profit or loss of associates and joint ventures – investing activities	3.2	136.0
ECP I, II & IV	9.2	48.1
Avanti Acquisition Corp.	1.8	(1.8)
Parques Reunidos/Piolin II	1.3	12.8
Mérieux Participations 2	1.2	12.1
Backed	(10.3)	64.8
Associates and joint ventures related to consolidated operating activities (shown under "Other operating income (expenses)")	32.6	13.7
I.P.E.	2.5	1.0
Other	30.1	12.6
TOTAL	35.9	149.7

ECP I, II & IV

The contribution of ECP I, II & IV to the net result of GBL amounts to EUR 9 million in 2022 (EUR 48 million in 2021). This result mainly includes gains on the revaluation to fair value of ECP IV's share portfolio.

Parques Reunidos/Piolin II

The net result (GBL's share) of Parques Reunidos/Piolin II amounts to EUR 1 million in 2022 (EUR 13 million in 2021).

(1) Intangible assets, property, plant and equipment and goodwill

Financial statements

Consolidated financial statements

Mérieux Participations 2

The contribution of Mérieux Participations 2 (EUR 1 million versus EUR 12 million in 2021) also includes mainly fair value revaluation gains on its portfolio, partially offset by the fund's general expenses and tax charges.

Backed

Backed contributed to GBL's result for EUR - 10 million (EUR 65 million in 2021). The result is mainly due to revaluation losses on the fair value of the investment portfolio.

2.2 Value of associates and joint ventures

IN EUR MILLION	Investing activities						Operating activities		Total
	Parques Reunidos/ Piolin II	Backed	ECP I, II & IV	Avanti	StreetTeam	Mérieux Participations 2	I.P.E.	Other	
As of December 31, 2020	78.5	69.3	144.7	5.8	27.8	58.1	374	879	509.5
Investment/(Divestment)	12.2	8.3	(1.8)	0.3	41.7	(2.2)	-	1.6	60.1
Profit (loss) for the year	12.8	64.8	48.1	(1.8)	-	12.1	1.0	12.7	149.7
Distribution	-	-	-	-	-	(5.5)	-	(5.2)	(10.8)
Other	(13.8)	(0.6)	-	0.4	0.9	0.0	5.8	4.1	(3.1)
As of December 31, 2021	89.7	141.9	191.0	4.7	70.5	62.4	44.2	101.1	705.4
Investment/(Divestment)	-	79	18.9	0.5	-	(10.2)	(5.2)	(3.6)	8.2
Profit (loss) for the year	1.3	(10.3)	9.2	1.8	-	1.2	2.5	30.1	35.9
Distribution	-	-	-	-	-	(13.3)	-	(5.8)	(19.1)
Impairment	-	-	-	(7.4)	(76.8)	-	(5.3)	-	(89.5)
Other	(0.8)	(0.0)	-	0.5	6.4	0.0	(0.0)	(29.4)	(23.4)
AS OF DECEMBER 31, 2022	90.2	139.4	219.1	-	-	40.0	36.2	92.5	617.4
Of which: Holding	90.2	-	-	-	-	-	-	-	90.2
Imerys	-	-	-	-	-	-	-	90.5	90.5
Webhelp	-	-	-	-	-	-	-	-	-
Canyon	-	-	-	-	-	-	-	0.0	0.0
Affidea	-	-	-	-	-	-	-	-	-
Sanoptis	-	-	-	-	-	-	-	-	-
GBL Capital and SIM	-	139.4	219.1	-	-	40.0	36.2	2.0	436.7

Associates and joint ventures are not listed.

Financial statements

Consolidated financial statements

2.3 Other information on associates and joint ventures

Aggregated financial information of major associates and joint ventures

The tables below present a summary of the financial information regarding Backed, ECP I, II & IV and Parques Reunidos/Piolin II, significant associates in 2022 and the other smaller associates and joint ventures. This summary represents the amounts included in the companies' financial statements prepared in accordance with IFRS.

IN EUR MILLION	Backed	ECP I, II & IV	Parques Reunidos/ Piolin II	Other associates and joint ventures	Total
AS OF DECEMBER 31, 2022					
Non-current assets	320.1	678.0	2,369.9	277.4	3,645.5
Current assets	4.8	3.3	150.7	170.4	329.2
Non-current liabilities	31.6	40.8	1,830.7	67.9	1,970.9
Current liabilities	1.4	5.1	298.1	74.8	379.4
Non-controlling interests	-	-	1.3	0.0	1.3
Shareholder's equity (group's share)	291.9	635.5	390.6	305.0	1,623.0
Ownership interest in capital	n.r.	n.r.	23.1%	n.r.	n.r.
Share in equity	139.4	219.1	90.2	163.9	612.6
Goodwill	-	-	-	4.8	4.8
Carrying amount as of December 31, 2022	139.4	219.1	90.2	168.7	617.4
Turnover	-	-	820.5	334.9	1,155.4
Profit (loss) from continuing operations	(15.0)	26.7	5.9	58.5	76.1
Net result of the year (including non-controlling interests)	(15.0)	26.7	5.9	58.5	76.1
Net result of the year (group's share)	(15.0)	26.7	5.7	58.5	75.9
Other comprehensive income (loss)	-	-	(4.2)	0.0	(4.1)
Total comprehensive income (loss) for the year	(15.0)	26.7	1.6	58.6	71.8
Dividends received during the period	-	-	-	19.1	19.1
Share of the group in the profit (loss) for the year	(10.3)	9.2	1.3	35.7	35.9

IN EUR MILLION	Backed	ECP I, II & IV	Parques Reunidos/ Piolin II	Other associates and joint ventures	Total
AS OF DECEMBER 31, 2021					
Non-current assets	328.3	687.7	2,309.5	357.6	3,683.0
Current assets	7.6	3.9	166.4	417.7	595.6
Non-current liabilities	44.0	136.0	1,819.7	107.7	2,107.4
Current liabilities	3.0	1.6	267.0	81.6	353.1
Non-controlling interests	-	-	0.9	0.8	1.7
Shareholder's equity (group's share)	288.9	554.0	388.3	585.2	1,816.5
Ownership interest in capital	n.r.	n.r.	23.1%	n.r.	n.r.
Share in equity	141.9	191.0	89.7	278.3	700.9
Goodwill	-	-	-	4.5	4.5
Carrying amount as of December 31, 2021	141.9	191.0	89.7	282.8	705.4
Turnover	-	-	585.3	296.1	881.5
Profit (loss) from continuing operations	129.8	139.8	55.8	54.0	379.5
Net result of the year (including non-controlling interests)	129.8	139.8	55.8	54.0	379.5
Net result of the year (group's share)	129.8	139.8	55.5	42.7	367.8
Other comprehensive income (loss)	-	-	(26.2)	-	(26.2)
Total comprehensive income (loss) for the year	129.8	139.8	29.3	42.7	341.7
Dividends received during the period	-	-	-	10.8	10.8
Share of the group in the profit (loss) for the year	64.8	48.1	12.8	24.0	149.7

Financial statements

Consolidated financial statements

Note 3 SGS, Pernod Ricard, adidas and other equity investments

3.1 Net dividends

IN EUR MILLION	2022	2021
SGS	109.8	103.5
Pernod Ricard	82.0	62.1
adidas	38.5	35.0
Umicore	31.4	30.9
Holcim	28.0	64.7
Mowi	19.1	15.9
GEA	10.2	12.9
TotalEnergies	0.8	0.6
Other	0.9	0.8
Reimbursements of withholding taxes	1.6	36.7
TOTAL	322.3	363.1

In 2022, GBL recorded EUR 322 million in dividends (EUR 363 million in 2021). This decrease mainly reflects lower reimbursements of withholding taxes in 2022 and lower dividends received from Holcim following sales in 2021, partially offset by higher dividends received from Pernod Ricard, SGS and adidas.

3.2 Fair value and changes

The investments in listed companies are valued on the basis of the share price at the reporting date. The investments in unlisted companies are valued on a quarterly basis at their fair value in line with the recommendations of the International Private Equity and Venture Valuation Guidelines (“IPEV Guidelines”). Recent investments are valued at their acquisition cost, provided that these valuations are considered as the best estimates of fair value. Changes in the fair value are recognized in the revaluation reserves (see note 3.3.).

Shares in “Funds” comprising 468 Capital II, BDT Capital Partners Fund II, Carlyle International Energy Partners II, C2 Capital Global Export-to- China Fund, DouxMatok, E.C.B. (Bastille)-Telenco, EC IV Invest, Eight Partners Worldwide, EP Sienna IM Broken Core Office Fund, Ergon opseo Long Term Value Fund, Ergon SVT Long Term Value Fund, FCT Credo I, Fonds Impact Social (Part B), Globality, Griffin Gaming Partners II, HCM IV LP, HCM S3C LP (Commure), HCM S11A LP (Transcarent), HCM V LP, Hourly Inc., Iceberg Data Lab, Illumio, Innovius Capital Fund, Kartesia Credit Opportunities III, IV and V, KKR Azur Co-Invest, KKR Rainbow Co-Invest (Asset), KKR Sigma Co-Invest II, Klarna Holding, Marcho, Marcho Long, Matador Coinvestment, Mérieux Participations, Predirec ABL-3 (Part B), PrimeStone, Sagard, Sagard II, Sagard 3, Sagard 4, Sagard Business Intelligence, Sagard NewGen, Sagard Santé Animale, Sagard Testing, Sapphire Midco (aka “ProAlpha”), Sienna Rendement Avenir IV, South Park Commons Seed Fund II, South Park Commons Opportunities Fund II, Stripes VI and others are revalued at their fair value, as notably determined by the managers of these funds, based on their investment portfolio. Changes in the fair value of these investments are recognized in financial income (loss) (see note 7).

IN EUR MILLION	December 31, 2021	Acquisitions	Disposals/ Reimbursements	Change in fair value	Other	December 31, 2022	Of which: Holding	Imerys	Webhelp	Canyon	Affidea	Sanoptis	GBL Capital and SIM
Investments with changes in fair value through equity	15,789.2	0.7	(759.3)	(3,920.4)	0.0	11,110.2	11,110.2	-	-	-	-	-	-
Pernod Ricard	4,207.3	-	(87.6)	(853.6)	-	3,266.2	3,266.2	-	-	-	-	-	-
SGS	4,223.4	-	-	(1,096.8)	-	3,126.6	3,126.6	-	-	-	-	-	-
adidas	3,472.5	-	-	(1,724.5)	-	1,748.1	1,748.1	-	-	-	-	-	-
Umicore	1,402.6	-	-	(56.1)	-	1,346.5	1,346.5	-	-	-	-	-	-
Holcim	592.3	-	-	47.4	-	639.7	639.7	-	-	-	-	-	-
GEA	546.3	-	-	(112.4)	-	434.0	434.0	-	-	-	-	-	-
Voodoo	266.0	0.3	-	6.7	-	273.0	273.0	-	-	-	-	-	-
Mowi	756.9	-	(436.8)	(163.4)	-	156.7	156.7	-	-	-	-	-	-
Ontex	115.0	-	-	(12.3)	-	102.7	102.7	-	-	-	-	-	-
TotalEnergies	11.9	-	-	3.7	0.0	15.7	15.7	-	-	-	-	-	-
Other	194.9	0.4	(234.9)	40.7	-	1.2	1.2	-	-	-	-	-	-
Investments with changes in fair value through profit or loss	2,385.7	491.9	(328.5)	(487.1)	(77)	2,054.2	-	2.3	0.0	-	1.0	2.3	2,048.5
Co-investments/ Funds	2,385.7	473.1	(328.5)	(487.1)	(12.3)	2,030.9	-	-	-	-	-	-	2,030.9
Other	0.0	18.7	(0.0)	-	4.6	23.3	-	2.3	0.0	-	1.0	2.3	17.6
FAIR VALUE	18,174.9	492.6	(1,087.8)	(4,407.5)	(77)	13,164.4	11,110.2	2.3	0.0	-	1.0	2.3	2,048.5

Financial statements

Consolidated financial statements

IN EUR MILLION	December 31, 2020	Acquisitions	Disposals/ Reimburse- ments	Change in fair value	Other	December 31, 2021	Of which:				
							Holding	Imerys	Webhelp	Canyon	GBL Capital and SIM
Investments with changes in fair value through equity	15,875.3	538.8	(1,501.5)	876.7	-	15,789.2	15,789.2	-	-	-	-
SGS	3,539.5	-	-	683.9	-	4,223.4	4,223.4	-	-	-	-
Pernod Ricard	3,119.2	-	-	1,088.1	-	4,207.3	4,207.3	-	-	-	-
adidas	4,085.6	-	-	(613.0)	-	3,472.5	3,472.5	-	-	-	-
Umicore	1,744.2	-	(104.5)	(237.1)	-	1,402.6	1,402.6	-	-	-	-
Mowi	551.7	110.3	-	94.8	-	756.9	756.9	-	-	-	-
Holcim	2,099.9	-	(1,242.8)	(264.8)	-	592.3	592.3	-	-	-	-
GEA	449.7	-	(142.4)	239.1	-	546.3	546.3	-	-	-	-
Voodoo	-	268.2	-	(2.2)	-	266.0	266.0	-	-	-	-
Ontex	181.0	-	-	(66.0)	-	115.0	115.0	-	-	-	-
TotalEnergies	94	-	-	2.5	-	11.9	11.9	-	-	-	-
Other	95.1	160.3	(11.8)	(48.7)	-	194.9	194.9	-	-	-	-
Investments with changes in fair value through profit or loss	1,930.0	574.2	(364.7)	255.5	(9.5)	2,385.7	-	0.0	-	-	2,385.7
Funds	1,927.5	574.2	(362.8)	255.5	(8.9)	2,385.7	-	-	-	-	2,385.7
Other	2.5	-	(1.9)	-	(0.5)	0.0	-	0.0	-	-	-
FAIR VALUE	17,805.3	1,113.0	(1,866.2)	1,132.2	(9.5)	18,174.9	15,789.2	0.0	-	-	2,385.7

3.3 Revaluation reserves

These reserves include the changes in the fair value of other equity investments whose changes in fair value are recorded through Equity.

In 2022, the partial disposals of Mowi and Pernod Ricard resulted in a reclassification to retained earnings of EUR 75 million and EUR 297 million respectively. In 2021, at the time of the partial disposals of Umicore, GEA and Holcim, the cumulated revaluation reserves of EUR 152 million, EUR 3 million and EUR 397 million respectively were reclassified to retained earnings.

IN EUR MILLION	SGS	Pernod Ricard	adidas	Umicore	Mowi	Holcim	GEA	Voodoo	Ontex	Total Energies	Other	Total
As of December 31, 2020	986.0	2,296.3	2,974.2	845.0	62.0	369.0	(97.6)	-	(273.4)	3.1	5.2	7,169.9
Change resulting from the change in fair value	683.9	1,088.1	(613.0)	(85.5)	94.8	132.4	242.4	(2.2)	(66.0)	2.5	(43.1)	1,434.4
Transfers to consolidated reserves in case of disposal	-	-	-	(151.6)	-	(397.3)	(3.3)	-	-	-	(5.5)	(557.7)
As of December 31, 2021	1,670.0	3,384.4	2,361.2	607.9	156.8	104.2	141.5	(2.2)	(339.4)	5.6	(43.5)	8,046.6
Change resulting from the change in fair value	(1,096.8)	(556.8)	(1,724.5)	(56.1)	(88.4)	474	(112.4)	6.7	(12.3)	3.7	(29.2)	(3,618.6)
Transfers to consolidated reserves in case of disposal	-	(296.7)	-	-	(75.0)	-	-	-	-	-	69.9	(301.8)
AS OF DECEMBER 31, 2022	573.1	2,530.8	636.7	551.8	(6.5)	151.6	29.2	4.5	(351.7)	9.3	(2.7)	4,126.1

Financial statements

Consolidated financial statements

Note 4 Gains (losses) from disposals, impairments and reversals of non-current assets from investing activities

IN EUR MILLION	2022	2021
Keesing	-	72.2
svt	-	61.3
Indo	47.3	-
Other	0.1	(0.0)
GAINS ON DISPOSALS OF SUBSIDIARIES - INVESTING ACTIVITIES	47.4	133.4
Avanti	(7.4)	-
Pollen	(102.6)	-
Sienna Real Estate	(15.4)	-
Other	(5.3)	6.0
IMPAIRMENTS AND REVERSALS OF NON-CURRENT ASSETS - INVESTING ACTIVITIES	(130.7)	6.0

This item, relating to results from transactions with subsidiaries or associates, mainly includes, in 2022, the net capital gain on the disposal by ECP III of Indo (EUR 47 million) and the impairment loss recorded on Pollen (EUR -103 million). In 2021, it included the net capital gains on the sale by ECP III of Keesing (EUR 72 million) and of svt (EUR 61 million).

Note 5 Other operating income (expenses) and employee expenses

5.1 Details of other operating income (expenses)

IN EUR MILLION	2022	2021
Miscellaneous goods and services	(71.7)	(55.3)
Employee expenses	(38.3)	(43.8)
Depreciation and amortization	(4.6)	(0.8)
Other operating expenses	(4.7)	(0.9)
Other operating income	2.0	1.4
OTHER OPERATING INCOME (EXPENSES) - INVESTING ACTIVITIES	(117.3)	(99.3)
Transport costs	(691.8)	(560.8)
Subcontracting costs	(208.7)	(214.4)
Operating leases	(54.9)	(34.4)
Fees	(234.5)	(145.2)
Various taxes	(54.5)	(51.9)
Other operating expenses	(715.0)	(560.7)
Other operating income	109.0	89.6
Share of profit (loss) of associates and joint ventures belonging to consolidated operating activities	32.6	13.7
OTHER OPERATING INCOME (EXPENSES) - OPERATING ACTIVITIES	(1,817.6)	(1,464.2)

Other operating expenses related to operating activities mainly consist of Imerys' maintenance and repair expenses (EUR 119 million and EUR 117 million in 2022 and 2021 respectively), restructuring expenses (EUR 39 million in 2022 and EUR 68 million in 2021) and research and development costs (EUR 42 million and EUR 38 million in 2022 and 2021 respectively).

Costs related to the acquisitions of Sanoptis and Affidea amount to EUR 18 million and EUR 21 million respectively and are included under "fees".

Financial statements

Consolidated financial statements

5.2 Details of employee expenses

IN EUR MILLION	2022	2021
Remuneration	(36.0)	(20.4)
Social security contributions	(6.2)	(2.7)
Costs related to stock options	9.4	(16.7)
Contributions to pension plans	(2.9)	(2.9)
Other	(2.6)	(1.1)
EMPLOYEE EXPENSES - INVESTING ACTIVITIES	(38.3)	(43.8)
Remuneration	(2,418.8)	(1,910.0)
Social security contributions	(385.8)	(310.3)
Costs related to stock options	(17.6)	(12.9)
Contributions to pension plans	(197.0)	(247.7)
Other	(80.3)	(15.9)
EMPLOYEE EXPENSES - CONSOLIDATED OPERATING ACTIVITIES	(3,099.6)	(2,496.9)

The details of the remuneration of GBL's directors are shown in note 32. The stock option plans are detailed in note 27.

Note 6 Gains (losses) from disposals, impairments and reversals of non-current assets related to operating activities

IN EUR MILLION	2022	2021
Impairment on intangible assets and goodwill	(108.1)	(0.6)
Impairment on property, plant and equipment, net of reversals	(6.8)	(28.6)
Reversal of impairment on other non-current assets	1.0	0.2
Capital gain/(loss) realized on disposals of investments and activities	12.5	(1.9)
TOTAL	(101.4)	(30.9)

The impairments on intangible assets, goodwill and property, plant and equipment are detailed in the notes 9, 10, 24 and 11 respectively.

Note 7 Financial income (expenses)

IN EUR MILLION	2022	2021
Interest income on cash and cash equivalents, non-current assets or other	(7.7)	2.1
Interest expenses on financial liabilities	(27.0)	(20.1)
Gains (losses) on trading securities and derivatives	124.0	(115.6)
Change in the fair value of other equity investments recognized at fair value through profit or loss	(487.1)	255.5
Other financial income	13.1	6.7
Other financial expenses	(10.7)	(19.1)
FINANCIAL INCOME (EXPENSES) - INVESTING ACTIVITIES	(395.4)	109.6
Interest income on cash and cash equivalents and non-current assets	6.4	3.0
Interest expenses on financial liabilities	(196.5)	(127.9)
Gains (losses) on trading securities and derivatives	(1.8)	2.7
Other financial income	40.3	30.6
Other financial expenses	(374.2)	(352.1)
FINANCIAL INCOME (EXPENSES) - OPERATING ACTIVITIES	(525.8)	(443.7)

Financial statements

Consolidated financial statements

Financial income (expenses) from investing activities total EUR - 395 million (compared to EUR 110 million in 2021). They mainly consist of (i) the changes in fair value of other equity investments recognized at fair value in profit or loss for EUR - 487 million (EUR 256 million in 2021), (ii) a total net income of EUR 98 million related to the mark to market of the derivative component associated to the exchangeable bonds into GEA and Pernod Ricard shares and the convertible bonds into GBL shares (a net charge of EUR 140 million 2021), (iii) the result of yield enhancement for EUR 9 million in 2022, including EUR 12 million in revenues generated in 2022 and EUR - 3 million in mark-to-market (against EUR 17 million in 2021) and (iv) the interest charges on GBL's indebtedness, notably institutional bonds for EUR - 23 million (EUR - 18 million in 2021).

Financial income (expenses) from consolidated operating activities essentially result from the changes of the debts on Webhelp's minority shareholders (founders) for EUR - 255 million (EUR - 293 million in 2021) and interest expenses on Webhelp's and Imerys' indebtedness for EUR 95 million and EUR 38 million respectively (EUR 77 million and EUR 37 million in 2021 respectively).

Note 8 Turnover

The table below presents the split of the revenue into sales of goods, services provided and other:

IN EUR MILLION	2022	2021
Sales of goods	4,638.0	3,800.6
Services provided	3,451.4	2,440.5
Other	19.2	1.9
TOTAL	8,108.6	6,243.0

The table below presents the split by cash generating unit:

IN EUR MILLION	2022	2021
Performance Materials	2,844.2	2,425.8
High Temperature Materials & Solutions	1,436.0	1,237.8
Holdings	1.4	1.1
Imerys	4,281.6	3,664.7
Webhelp	2,485.3	2,080.6
Canyon	644.9	344.8
Affidea	306.6	-
Sanoptis	180.1	-
Vanreusel	72.5	59.2
Indo	28.4	53.1
Sausalitos	46.7	31.8
Sienna Real Estate	15.5	8.8
Sienna Private Credit	8.6	-
Sienna Gestion	38.6	-
GBL Capital and SIM	210.2	152.9
TOTAL	8,108.6	6,243.0

The breakdown of the group's turnover by geographic region is as follows:

IN EUR MILLION	2022	2021
Belgium	159.3	143.2
Other European countries	4,729.0	3,389.2
Americas	1,958.0	1,350.9
Asia	1,080.6	927.1
Other	181.7	432.6
TOTAL	8,108.6	6,243.0

Financial statements

Consolidated financial statements

The following table presents a different breakdown of revenue by the time at which goods and services are transferred to customers, distinguishing between goods and services transferred to customers at a given point in time and services transferred to customers over time:

IN EUR MILLION	2022	2018
Goods and services transferred to customers at a specific time	4,768.5	3,834.8
Services progressively transferred to customers	3,340.1	2,408.2
TOTAL	8,108.6	6,243.0

At Imerys' level, main contributor to the turnover, the breakdown of revenue by geographical location of its operations and geographical location of its customers is as follows:

IN EUR MILLION	2022	2021
Turnover breakdown by geographic areas		
Europe	2,204.1	1,892.4
Asia-Oceania	616.5	560.0
North America	1,215.4	1,030.6
Other	245.6	181.7
TOTAL	4,281.6	3,664.7

IN EUR MILLION	2022	2021
Turnover breakdown by geographic areas of the clients		
Europe	1,868.2	1,621.6
Asia-Oceania	903.5	806.2
North America	1,149.7	961.9
Other	360.2	275.0
TOTAL	4,281.6	3,664.7

Financial statements

Consolidated financial statements

Note 9 Intangible assets

IN EUR MILLION	Software	Mining rights	Patents, licenses and concessions	Trade-marks	Customer relations	Other	Total
Gross carrying amount							
As of December 31, 2020	199.9	3.5	248.4	176.5	498.7	193.6	1,320.5
Investments	36.8	(0.6)	0.6	-	-	12.9	49.7
Changes in group structure/Business combinations	7.2	-	33.3	304.4	282.0	76.3	703.3
Transfers between categories	20.6	(0.2)	(35.9)	(1.8)	41.5	(20.2)	3.9
Disposals and retirements	(2.1)	-	(1.5)	-	-	(3.0)	(6.6)
Foreign currency translation adjustments	4.0	0.1	(9.4)	-	(0.6)	10.5	4.6
Other	-	-	-	-	-	(0.8)	(0.8)
As of December 31, 2021	266.5	2.8	235.5	479.1	821.6	269.2	2,074.6
Investments	29.0	0.2	0.8	-	-	55.3	85.3
Changes in group structure/Business combinations	8.2	-	13.4	86.0	713.2	542.9	1,363.6
Transfers between categories	14.0	-	(3.2)	-	-	(12.5)	(1.8)
Disposals and retirements	(9.7)	-	(7.8)	(10.2)	(19.7)	(6.3)	(53.7)
Foreign currency translation adjustments	1.1	0.0	(3.3)	-	4.3	1.7	3.8
Other	(11.6)	(0.4)	(35.7)	(0.1)	(0.3)	(16.7)	(64.7)
AS OF DECEMBER 31, 2022	297.4	2.6	199.8	554.8	1,519.1	833.5	3,407.2
Cumulated amortization							
As of December 31, 2020	(128.1)	(1.0)	(41.9)	(4.4)	(38.4)	(106.1)	(319.8)
Amortization	(28.7)	0.1	(8.6)	(9.9)	(55.5)	(34.1)	(136.6)
Impairment (losses)/reversals	(0.3)	-	(0.2)	-	-	(0.0)	(0.5)
Transfers between categories	(12.6)	0.3	9.9	2.1	(15.1)	10.8	(4.7)
Disposals and retirements	1.9	-	1.0	-	-	3.1	5.9
Foreign currency translation adjustments	(3.5)	(0.0)	(0.8)	-	(0.1)	(1.0)	(5.5)
Changes in group structure/Other	(3.9)	-	2.0	-	0.0	(1.4)	(3.3)
As of December 31, 2021	(175.3)	(0.7)	(38.6)	(12.2)	(109.0)	(128.8)	(464.6)
Amortization	(32.5)	(0.2)	(2.6)	(15.2)	(85.8)	(24.8)	(161.1)
Impairment (losses)/reversals	-	-	-	-	-	(0.1)	(0.1)
Transfers between categories	(2.9)	-	2.6	-	-	1.9	1.6
Disposals and retirements	10.2	-	7.1	4.0	7.7	0.3	29.3
Foreign currency translation adjustments	(1.2)	(0.0)	(0.1)	-	0.6	(1.1)	(1.9)
Changes in group structure/Other	6.7	0.1	6.4	-	0.1	11.9	25.1
AS OF DECEMBER 31, 2022	(195.1)	(0.7)	(25.2)	(23.4)	(186.4)	(140.7)	(571.6)
Net carrying amount							
As of December 31, 2020	71.8	2.5	206.5	172.1	460.3	87.5	1,000.7
As of December 31, 2021	91.1	2.1	196.8	466.9	712.7	140.5	1,610.0
AS OF DECEMBER 31, 2022	102.3	1.9	174.5	531.4	1,332.7	692.8	2,835.6
Of which: Holding	0.5	-	-	-	-	0.6	1.1
Imerys	52.0	1.9	147.8	-	-	85.9	287.5
Webhelp	42.0	-	4.4	148.3	622.3	16.6	833.6
Canyon	1.2	-	3.3	286.5	36.5	45.9	373.4
Affidea	3.4	-	-	78.2	508.1	-	589.7
Sanoptis	0.8	-	0.2	5.2	129.3	527.9	663.5
GBL Capital and SIM	2.4	-	18.9	13.2	36.5	16.0	86.8

The intangible assets with an indefinite useful life amount to EUR 653 million as of December 31, 2022 – presented under the heading “Trademarks” and “Other” (EUR 155 million as of December 31, 2021 – presented under the heading “Trademarks” and “Other”). These mainly include the valuation at Sanoptis of the rights to receive insured patients (EUR 498 million). The depreciation charges for the various periods are shown under “Other operating income (expenses) from investing activities” and “Depreciation/ amortization of property, plant, equipment and intangible assets–consolidated operating activities” in the consolidated income statement.

Research and development costs in 2022 amounted to EUR 42 million (EUR 38 million in 2021).

The heading “Changes in group structure/Business combinations” in 2022 includes mainly the impact of the acquisitions of Sanoptis and Affidea.

Financial statements

Consolidated financial statements

Regarding the emission rights, Imerys is subject to greenhouse gas regulation schemes at eleven of its facilities in Europe and one facility in the US. In 2022, Imerys used 100.0% of the emission rights allocated to its eligible facilities (100.0% in 2021). As the estimated volume of greenhouse gas emissions exceeded the emission rights in 2022, the group has set aside a provision of EUR 8 million at December 31, 2022 to cover the deficit (EUR 1 million at December 31, 2021).

Note 10 Goodwill

IN EUR MILLION	2022	2021
Gross carrying amount		
As of January 1	4,750.6	4,062.5
Changes in group structure/Business combinations	1,916.1	659.8
Foreign currency translation adjustments	45.4	33.6
Subsequent value adjustments	3.6	(5.0)
Disposals	(42.0)	(0.3)
Other	(314.5)	-
As of December 31	6,359.1	4,750.6
Cumulated impairment losses		
As of January 1	(96.3)	(87.3)
Impairment losses	(123.4)	(0.0)
Foreign currency translation adjustments	(2.9)	(9.0)
Other	122.0	0.0
As of December 31	(100.6)	(96.3)
NET CARRYING AMOUNT AS OF DECEMBER, 31	6,258.5	4,654.4
Of which: Holding	-	-
Imerys	1,852.2	2,144.7
Webhelp	2,128.3	2,063.5
Canyon	309.1	309.1
Affidea	889.2	-
Sanoptis	965.9	-
GBL Capital and SIM	113.9	137.1

As of December 31, 2022, this caption is made up of EUR 1,852 million of goodwill generated by Imerys' various business lines, EUR 2,128 million of goodwill from the acquisitions of Webhelp group and from OneLink by Webhelp, EUR 309 million of goodwill from the Canyon group acquisition, EUR 889 million of goodwill from the Affidea group acquisition, EUR 966 million of goodwill from the Sanoptis group acquisition and EUR 114 million of goodwill on acquisitions by GBL Capital and Sienna Investment Managers (EUR 2,145 million, EUR 2,064 million, EUR 309 million, EUR 0 million, EUR 0 million and EUR 137 million respectively as of December 31, 2021).

Definition of cash generating units (CGU)

GBL's management has retained the judgements made by Imerys, Webhelp, Canyon, Affidea, Sanoptis and GBL Capital and Sienna Investment Managers in the definition of CGUs.

At Imerys, as goodwill feeds into the business management indicators monitored by the management, it is tested for impairment at the same levels as those monitored by the management, which are as follows: Performance Minerals Europe, Middle East and Africa (PMEMEA), Performance Minerals Americas (PMA), Performance Minerals Asia Pacific (PMA PAC) excluding G&C and Graphite & Carbon (G&C) within the Performance Minerals (PM) segment; and High Temperature Solutions (HTS) and Refractory, Abrasives & Construction (RAC) within the High Temperature Materials & Solutions (HTMS) segment. As most of the High Temperature Solutions business line and all the business serving the paper market are designated as discontinued operations and assets held for sale respectively (see Note 24), their assets are excluded from the scope of this test. Other than goodwill, all assets within Imerys including right-of-use assets net of lease liabilities and mining assets are covered within the scope of these tests.

At Webhelp, the activity of the Webhelp group is reported through a single CGU, the Webhelp CGU.

At Canyon, the operational reporting and thus the goodwill management is carried out at the highest level, i.e. GoForGold Holding, which represents the only identified CGU.

At Affidea, the activity of the group is reported through a single CGU, the Affidea CGU.

Financial statements

Consolidated financial statements

At Sanoptis, the activity of the group is reported through a single CGU, the Sanoptis CGU.

At GBL Capital and Sienna Investment Managers level, the goodwill is allocated to each investment.

In the table below, the carrying amount and the goodwill impairment loss are presented by CGU:

IN EUR MILLION	2022		2021	
	Net carrying amount	Cumulated impairment losses	Net carrying amount	Cumulated impairment losses
Webhelp	2,128.3	-	2,063.5	-
Performance Materials (Imerys)	1,100.2	(5.5)	1,201.4	(2.4)
Sanoptis	965.9	-	-	-
Affidea	889.2	-	-	-
High Temperature Materials & Solutions (Imerys)	751.2	(79.7)	942.5	(93.9)
Canyon	309.1	-	309.1	-
Vanreusel (GBL Capital)	59.2	-	59.2	-
Sienna Gestion (SIM)	18.3	-	-	-
Sausalitos (GBL Capital)	15.0	-	15.0	-
Sienna Private Credit (SIM)	14.4	-	-	-
Sienna Real Estate (SIM)	7.0	(15.4)	22.4	-
Holdings (Imerys)	0.8	-	0.8	-
Indo (GBL Capital)	-	-	40.5	-
TOTAL	6,258.5	(100.6)	4,654.4	(96.3)

Impairment tests

In accordance with IAS 36, group companies conduct a yearly impairment test on all their CGUs to the extent that they report goodwill. The recoverable amount of a CGU or an individual asset is the highest of the fair value less the costs of sale and the value in use. In practice, fair value can only be reliably estimated for individual assets and therefore corresponds to recent transaction prices for sales of similar assets. The value in use is the most commonly used measurement basis for CGUs and individual assets.

At Imerys, the projected cash flows used in their impairment test as of December 31, 2022 are taken from their 2023-2026 plan. This central case was developed using independent analyses of underlying markets. To calculate the terminal growth rate, Imerys uses the Gordon and Shapiro perpetual growth model. The discount rate used to calculate the value in use is determined using the weighted average cost of capital of groups comparable to Imerys in the industrial minerals sector. This rate, set at 8.00% for 2022 (6.75% for 2021), is adjusted for a country-market risk premium, which depending on the CGU or individual assets tested ranged from + 92 to + 174 bps in 2022 (+ 59 to + 120 bps in 2021). In 2022, the average discount rate after income tax amounted to 8.89% (7.57% in 2021). The calculations net of income tax are the same as those that would be performed with cash flows and rates before income tax, as required by applicable standards.

The impairment tests carried out on the various Imerys CGUs did not result in the recognition of any impairment loss as of December 31, 2022 and December 31, 2021.

At Webhelp, the projected cash flows used are based on a 5-year business plan, then extrapolated to cover a 10-year period. For the terminal value, Webhelp uses the Gordon and Shapiro perpetual growth model. The definition of the discount rate is based on a study of the cost of capital of groups comparable to Webhelp adjusted for a specific premium of 1.00% in line with the group's financial structure. It stands at 8.77% as of December 31, 2022 (8.13% as of December 31, 2021).

The impairment test carried out on the Webhelp CGU does not reveal any loss in value on the group's tested assets as of December 31, 2022 and December 31, 2021.

At Canyon, the projected cash flows used are based on the 2023-2027 plan. For the terminal value, Canyon uses the Gordon and Shapiro perpetual growth model. The definition of the discount rate is based on a study of the cost of capital of groups comparable to Canyon. It stands at 12.69% as of December 31, 2022. (9.40% as of December 31, 2021)

The impairment test carried out on the Canyon CGU does not reveal any loss in value on the group's tested assets as of December 31, 2022.

No impairment test was performed on the goodwill of Affidea as the acquisition was completed in the third quarter of 2022.

At Sanoptis, the cash flow projections used are taken from the 2023-2027 plan. For terminal value, Sanoptis uses the Gordon and Shapiro perpetual growth model. The discount rate is based on a study of the cost of capital of groups comparable to Sanoptis Group. The discount rate is 6.72% at December 31, 2022. The impairment test performed on the Sanoptis CGU did not reveal any impairment of the Group's assets tested at December 31, 2022.

Financial statements

Consolidated financial statements

At GBL Capital and SIM, the projected cash flows derive from the financial budgets made by managements of each respective investment, covering a period of three to five years. The prepared projections are extrapolated and cover a period of ten years. For the terminal value, GBL Capital and SIM use an average of the Gordon and Shapiro perpetual growth model and multiple valuation method. The discount rate used to calculate the value in use is determined based on the weighted average cost of capital of groups comparable to each investment in their respective sector. This rate is adjusted by a country/market risk premium and a specific premium. The average discount rate after taxes was 11.80% in 2022 (11.25% in 2021).

At GBL Capital and SIM, these annual tests resulted in the recognition of impairment losses for an amount of EUR 15 million in 2022 (EUR 0 million in 2021).

In the table below, the weighted average discount and perpetual growth rates used to calculate the value in use are presented by CGU:

	2022		2021	
	Discount rate	Perpetual growth rate	Discount rate	Perpetual growth rate
Performance Materials (Imerys)	9.02%	1.51%	7.48%	1.29%
High Temperature Materials & Solutions (Imerys)	8.64%	1.98%	7.75%	2.86%
AVERAGE RATE IMERYS	8.89%	1.68%	7.57%	1.82%
AVERAGE RATE WEBHELP	8.77%	2.00%	8.13%	2.00%
AVERAGE RATE CANYON	12.69%	1.00%	9.40%	1.00%
AVERAGE RATE SANOPTIS	6.72%	1.00%	-	-
AVERAGE RATE GBL CAPITAL AND SIM	11.80%	2.55%	11.25%	1.75%

Sensitivity analysis

Of the assumptions used, those whose variation has the most significant impact on the financial statements are the forecast cash flows, the discount rate and the perpetual growth rate. The group has carried out simulations to measure the impairment losses that would be recognized in the event of unfavorable changes in the assumptions used in the central scenario at December 31, 2022. The changes used for these sensitivity tests are those that the group considers reasonably possible in the context of the test: a 5.00% decrease in forecast cash flows; a 1.00% increase in discount rates; and a 1.00% decrease in perpetual growth rates (unchanged at December 31, 2021). As summarized in the table below, the sensitivities performed on the central scenario show a total impairment of EUR - 4 million in case of a 5.00% decrease of the forecasted cash flows, EUR - 18 million in case of a 1.00% increase of the discount rates and a total impairment of EUR - 9 million in case of a 1.00% decrease of the perpetual growth rates.

IN EUR MILLION	Adverse changes
FORECASTED CASH FLOWS	(5%)
Impairment loss	(3.9)
DISCOUNT RATES	+ 100 bps
Impairment loss	(17.5)
PERPETUAL GROWTH RATES	(100 bps)
Impairment loss	(8.9)

In addition, Imerys carried out a sensitivity exercise incorporating the risks of climate change in the context of a global warming of + 2 degrees Celsius by 2050, as projected by the International Energy Agency (IEA) in its Stated Policies scenario published in the World Energy Outlook in 2019. This scenario, which is one of the three trajectories modeled by the IEA, was chosen by Imerys for this sensitivity exercise because it is reasonably possible. The risks taken into account in this model are heat waves as identified by the S&P Global Trucost Assessment, fires as identified by the FM Global Assessment and the Angström Index and droughts as identified by the Water Risk Filter of the World Wild Fund for Nature and the Deutsche Investitions- und Entwicklungsgesellschaft. The sites included in the sensitivity exercise are those whose risks are known to be uninsurable in the long term, according to the latest known information as of December 31, 2022, as well as those whose risks are normally insurable but specifically known to be uninsurable due to specific climatic conditions. On this basis, Imerys has estimated for each site the foreseeable frequency of closure and the corresponding cash flow losses. As a result of this work, the sensitivity of the risks and opportunities related to climate issues does not highlight any impairment.

Financial statements

Consolidated financial statements

Note 11 Property, plant and equipment

IN EUR MILLION	Land and buildings	Mineral reserves	Fittings, machinery, equipment and rolling stock	Right-of-use assets	Assets under construction	Other property, plant and equipment	Total
Gross carrying amount							
As of December 31, 2020	651.7	907.2	4,105.8	584.7	227.5	187.0	6,663.7
Investments	14.2	65.1	88.2	168.4	207.5	46.0	589.4
Changes in group structure/ Business combinations	10.4	-	35.1	50.1	-	18.5	114.1
Disposals and retirements	(2.9)	(1.5)	(38.1)	(43.7)	(1.8)	(10.3)	(98.3)
Foreign currency translation adjustments	13.2	41.9	141.5	(61.7)	7.7	(0.8)	141.9
Other	(85.1)	(46.6)	67.7	(3.4)	(178.4)	14.1	(231.6)
As of December 31, 2021	601.6	966.1	4,400.2	694.5	262.6	254.5	7,179.5
Investments	13.3	72.1	119.1	290.2	255.1	85.4	835.2
Changes in group structure/ Business combinations	243.0	-	468.9	421.9	10.8	104.0	1,248.7
Disposals and retirements	(21.6)	(0.2)	(92.0)	(35.6)	(1.8)	(25.5)	(176.6)
Foreign currency translation adjustments	6.4	26.7	30.0	(10.8)	6.9	(6.3)	52.8
Other	(113.5)	(88.2)	(908.9)	(109.9)	(262.3)	308.0	(1,174.9)
AS OF DECEMBER 31, 2022	729.2	976.4	4,017.3	1,250.3	271.3	720.1	7,964.6
Cumulated depreciation							
As of December 31, 2020	(300.2)	(481.6)	(3,038.0)	(195.4)	(23.0)	(109.5)	(4,147.7)
Depreciation	(15.8)	(57.6)	(197.7)	(129.5)	-	(30.3)	(430.8)
Impairment (losses)/reversals	(3.6)	(22.1)	(5.0)	(0.3)	(1.0)	(2.0)	(34.0)
Disposals and retirements	1.3	1.3	31.7	23.3	0.1	9.2	66.7
Foreign currency translation adjustments	(79)	(22.7)	(105.7)	69.8	(0.0)	(0.6)	(67.0)
Changes in group structure/Other	48.7	35.6	121.8	2.3	(0.1)	(24.8)	183.4
As of December 31, 2021	(277.5)	(547.0)	(3,193.0)	(229.9)	(24.1)	(158.0)	(4,429.5)
Depreciation	(24.8)	(57.0)	(186.6)	(153.9)	(1.7)	(78.1)	(502.0)
Impairment (losses)/reversals	(2.3)	-	0.0	-	-	1.5	(0.8)
Disposals and retirements	12.8	0.2	71.8	29.8	0.3	24.1	138.9
Foreign currency translation adjustments	(4.6)	(16.8)	(23.3)	2.1	(1.8)	3.0	(41.4)
Changes in group structure/Other	(77.1)	59.7	452.5	(30.9)	22.7	(268.2)	158.7
AS OF DECEMBER 31, 2022	(373.3)	(560.9)	(2,878.5)	(382.8)	(4.6)	(475.7)	(4,675.9)
Net carrying amount							
As of December 31, 2020	351.5	425.6	1,067.7	389.3	204.5	77.4	2,516.1
As of December 31, 2021	324.1	419.0	1,207.2	464.7	238.5	96.5	2,750.0
AS OF DECEMBER 31, 2022	355.8	415.5	1,138.7	867.5	266.7	244.4	3,288.6
Of which: Holding	-	-	1.2	11.8	-	2.1	15.2
Imerys	227.7	415.5	887.1	133.2	228.6	67.3	1,959.2
Webhelp	1.8	-	88.0	282.2	12.0	115.3	499.4
Canyon	2.4	-	13.5	29.0	3.5	-	48.4
Affidea	101.1	-	92.5	244.2	17.8	13.3	468.9
Sanoptis	10.2	-	31.2	94.4	3.4	44.8	184.0
GBL Capital and SIM	12.6	0.1	25.2	72.8	1.5	1.4	113.6

The depreciation charges for the various periods are shown under “Other operating income (expenses) from investing activities” and “Depreciation/amortization of property, plant, equipment and intangible assets–consolidated operating activities” in the consolidated income statement.

Financial statements

Consolidated financial statements

Leases

The group negotiates leases to obtain from the lessee the right to use certain mining, industrial and logistics equipment, as well as immovable administrative, industrial and logistical property. As of December 31, 2022, the value of these rights, recognized in “Right-of-use assets”, amounted to EUR 868 million (EUR 465 million as of December 31, 2021). “Right-of-use assets” represent the following assets:

IN EUR MILLION	Land and buildings	Mineral reserves	Fittings, machinery, equipment and rolling stock	Assets under construction	Other property, plant and equipment	Total
Gross carrying amount						
As of December 31, 2020	357.9	-	98.8	-	128.0	584.7
Investments	134.2	-	21.9	-	12.3	168.4
Changes in group structure/Business combinations	45.3	-	4.8	-	-	50.1
Disposals and retirements	(38.3)	-	(5.4)	-	-	(43.7)
Foreign currency translation adjustments	(26.7)	-	(20.8)	-	(14.2)	(61.7)
Other	2.2	-	1.6	-	(7.3)	(3.4)
As of December 31, 2021	474.7	-	101.0	-	118.8	694.5
Investments	222.1	-	41.0	-	27.2	290.2
Changes in group structure/Business combinations	298.2	-	114.0	-	9.7	421.9
Disposals and retirements	(32.3)	-	(6.1)	-	2.7	(35.6)
Foreign currency translation adjustments	1.5	-	(16.8)	-	4.5	(10.8)
Other	(78.6)	-	(21.1)	-	(10.1)	(109.9)
AS OF DECEMBER 31, 2022	885.6	-	211.9	-	152.8	1,250.3
Cumulated depreciation						
As of December 31, 2020	(92.6)	-	(54.4)	-	(48.4)	(195.4)
Depreciation	(89.1)	-	(21.6)	-	(18.7)	(129.5)
Impairment (losses)/reversals	(0.3)	-	-	-	-	(0.3)
Disposals and retirements	19.8	-	3.5	-	-	23.3
Foreign currency translation adjustments	32.1	-	23.2	-	14.4	69.8
Changes in group structure/Other	0.1	-	(2.4)	-	4.6	2.3
As of December 31, 2021	(129.9)	-	(51.7)	-	(48.2)	(229.9)
Depreciation	(104.9)	-	(26.0)	-	(22.9)	(153.9)
Impairment (losses)/reversals	0.2	-	(0.1)	-	(0.1)	-
Disposals and retirements	27.4	-	2.4	-	-	29.8
Foreign currency translation adjustments	(10.9)	-	17.6	-	(4.6)	2.1
Changes in group structure/Other	(16.8)	-	(19.0)	-	4.9	(30.9)
AS OF DECEMBER 31, 2022	(234.9)	-	(76.9)	-	(71.0)	(382.8)
Net carrying amount						
As of December 31, 2020	265.4	-	44.4	-	79.5	389.3
As of December 31, 2021	344.8	-	49.3	-	70.6	464.7
AS OF DECEMBER 31, 2022	650.7	-	135.1	-	81.8	867.5
Of which: Holding	11.8	-	-	-	-	11.8
Imerys	78.3	-	32.7	-	22.2	133.2
Webhelp	274.6	-	7.5	-	-	282.2
Canyon	27.8	-	1.2	-	-	29.0
Affidea	151.8	-	92.3	-	-	244.2
Sanoptis	84.8	-	0.3	-	9.3	94.4
GBL Capital and SIM	21.4	-	1.0	-	50.4	72.8

The right-of-use and lease liability model is applied to all leases, except leases with a term of 12 months or less, leases of low-value assets and variable lease payments and services, which are recognized in expenses (EUR 55 million in 2022 and EUR 34 million in 2021). As of December 31, 2022, “lease liabilities” recognized against “right-of-use assets” amounted to EUR 908 million (EUR 491 million as of December 31, 2021) and generated an interest expense of EUR 36 million recognized in financial income (expenses). Cash payments made in 2022 totaled EUR 253 million, broken down as EUR 217 million for the principal and EUR 36 million in interest, respectively in financing and operating activities in the consolidated statement of cash flows (respectively EUR 304 million, EUR 237 million and EUR 67 million in 2021). The group does not generate any material revenue from leasing the freehold assets it owns, nor from the sub-lease of assets leased.

Financial statements

Consolidated financial statements

Note 12 Other non-current assets

IN EUR MILLION	2022	2021
Non-current financial assets	75.7	85.6
Derivative financial instruments - Hedging	9.6	1.2
Derivative financial instruments - Held for trading	-	0.5
Long-term advance payments, loans and deposits	43.6	34.8
Other	22.5	49.1
Non-current non-financial assets	57.2	29.0
Assets related to pension plans	17.1	26.8
Other	40.1	2.1
TOTAL	132.9	114.6
Of which: Holding	0.6	0.6
Imerys	54.9	85.6
Webhelp	28.0	18.8
Canyon	13.1	2.1
Affidea	4.8	-
Sanoptis	6.2	-
GBL Capital and SIM	25.4	7.6

Note 13 Income taxes

13.1 Breakdown of the “income taxes” heading

IN EUR MILLION	2022	2021
Current taxes	(160.4)	(116.8)
For the year in progress	(164.5)	(105.3)
For previous years	4.1	(11.6)
Deferred taxes	37.0	54.6
Related to the creation and reversal of temporary differences	38.6	51.8
Related to changes in tax rates or new tax liabilities	1.3	(2.4)
Related to the recognition / (use) of deferred tax assets resulting from losses from previous periods	(3.8)	3.5
Other	0.9	1.8
TOTAL	(123.4)	(62.2)

13.2 Reconciliation of the income tax expense for the year

IN EUR MILLION	2022	2021
Profit (loss) before income taxes from continuing operations	(386.4)	429.5
Share of profit (loss) of equity-accounted entities	(35.9)	(149.7)
Profit (loss) before income taxes and before share of profit (loss) of equity-accounted entities	(422.3)	279.8
TAXES AT BELGIAN RATE (25.00% IN 2022 AND IN 2021)	105.6	(70.0)
Impact of different tax rates in foreign countries	0.1	(5.7)
Tax impact of non-taxable income	155.8	249.3
Tax impact of non-deductible expenses	(270.1)	(191.4)
Tax impact of changes in tax rates for subsidiaries	1.2	(0.4)
Tax impact of adjustments relating to previous years or previously unrecognized deferred tax assets	2.1	1.3
Other	(118.0)	(45.3)
INCOME TAX (EXPENSE) FOR THE YEAR	(123.4)	(62.2)

The corporate tax rate in Belgium was 25.00% in 2022, as in 2021.

The effective tax rate in 2022 stands at - 29.22%, compared with 22.23% in 2021.

Financial statements

Consolidated financial statements

As a holding company, GBL is not supposed to pay tax as most of its income–dividends and capital gains–come from profits already taxed at the level of the participation. If GBL were to be taxed in turn on the dividends/capital gains, there would be double taxation. This regime is therefore not a tax advantage granted to holding companies, but quite simply a means to avoid double taxation (application of the European Parent-Subsidiary Directive).

13.3 Deferred tax by nature in the balance sheet

IN EUR MILLION	Deferred tax assets		Deferred tax liabilities	
	2022	2021	2022	2021
Property, plant, equipment and intangible assets	150.7	90.2	(836.5)	(578.5)
Inventories, trade receivables, trade payables and provisions	80.1	88.9	(79)	(5.2)
Employee benefit obligations	42.3	54.2	(1.1)	-
Unused tax losses and credits	42.6	31.0	-	-
Other	101.2	78.1	(51.2)	(54.6)
Offsetting of assets/liabilities	(237.2)	(179.8)	237.2	179.8
TOTAL	179.6	162.8	(659.4)	(458.4)
Of which: Holding	-	-	-	-
Imerys	110.7	138.6	(99.9)	(129.6)
Webhelp	16.3	10.8	(142.2)	(183.8)
Canyon	7.8	10.1	(112.8)	(121.6)
Affidea	18.8	-	(140.1)	-
Sanoptis	24.9	-	(139.9)	-
GBL Capital and SIM	1.2	3.3	(24.5)	(23.4)

Deferred tax assets are recognized for tax losses carried forward when their recovery is deemed probable and over an expected recovery horizon not exceeding five years. The valuation of deferred tax assets recognized in this regard is based on an analysis of the loss' constitution, the probability of recurrence of losses in the future, future business prospects and national laws limiting the use of carryforward losses. As of December 31, 2021, these deferred tax assets thus recognized amount to a total of EUR 43 million (EUR 31 million in 2021).

For the Holding segment, tax losses carried forward for an unlimited time and tax credits in Belgium amount to EUR 1,297 million (EUR 1,098 million in 2021); for foreign subsidiaries, these items amount to EUR 5,063 million (EUR 5,022 million in 2021). Furthermore, regarding the other segments, tax losses carried forward for an unlimited time and tax credits amount to EUR 478 million for Imerys, EUR 38 million for Webhelp, EUR 0 million for Canyon, EUR 220 million for Affidea, EUR 0 million for Sanoptis and EUR 90 million for GBL Capital and Sienna Investment Managers (respectively EUR 495 million, EUR 27 million, EUR 0 million, EUR 0 million, EUR 0 million and EUR 89 million in 2021). These tax losses and tax credits did not give rise to the recognition of a deferred tax asset because their recovery is considered uncertain.

No deferred tax liabilities are recognized in relation to the temporary tax differences between the carrying amount and the tax value of investment securities if the group is able to verify the date of the temporary difference's reversal and if it is likely that this difference will not be reversed in the foreseeable future. The group estimates that the deferred tax liabilities not recognized in this regard as of December 31, 2022 amount to EUR 8 million (EUR 12 million as of December 31, 2021).

The following tables show the evolution of deferred tax assets and liabilities in 2022 and 2021:

IN EUR MILLION	December 31, 2021	Result	Statement of comprehensive income	Other	December 31, 2022
Deferred tax assets	162.8	17.5	8.3	(9.0)	179.6
Deferred tax liabilities	(458.4)	19.5	7.6	(228.1)	(659.4)
Net	(295.6)	37.0	15.9	(237.1)	(479.8)

IN EUR MILLION	December 31, 2020	Result	Statement of comprehensive income	Other	December 31, 2021
Deferred tax assets	160.0	54.9	(38.6)	(13.5)	162.8
Deferred tax liabilities	(271.9)	(0.3)	(2.9)	(183.3)	(458.4)
Net	(112.0)	54.6	(41.5)	(196.8)	(295.6)

The amounts included under "Other" are mainly due to the consolidation of the new subsidiaries acquired in 2022.

Financial statements

Consolidated financial statements

Finally, the different taxes directly recorded under shareholders equity are shown in the following table:

IN EUR MILLION	2022	2021
Actuarial gains (losses)	39.0	85.1
<i>Of which amounts before taxes</i>	46.5	110.5
<i>Of which deferred taxes</i>	(7.5)	(25.4)
Gains and (losses) on financial liabilities measured at fair value attributable to the acquisition of a controlling or non-controlling interest	(10.6)	-
<i>Of which amounts before taxes</i>	(8.9)	-
<i>Of which deferred taxes</i>	(1.7)	-
Foreign currency translation adjustments	101.2	57.1
<i>Of which amounts before taxes</i>	101.6	56.3
<i>Of which deferred taxes</i>	(0.4)	0.8
Cash flow hedge	(129.2)	44.0
<i>Of which amounts before taxes</i>	(154.7)	60.9
<i>Of which deferred taxes</i>	25.5	(16.9)
Revaluation reserves	(3,618.6)	1,434.4
<i>Of which amounts before taxes</i>	(3,618.6)	1,434.4
<i>Of which deferred taxes</i>	-	-

Note 14 Inventories

IN EUR MILLION	2022	2021
Raw materials, consumables and parts	670.1	592.6
Work in progress	133.9	112.4
Finished goods and goods for resale	459.4	453.3
Other	0.0	0.1
GROSS TOTAL (BEFORE WRITE-DOWNS)	1,263.4	1,158.3
Write-downs of inventory		
As of January 1	(54.5)	(51.5)
<i>Write-downs over the year</i>	<i>(27.1)</i>	<i>(19.8)</i>
<i>Reversals of write-downs</i>	<i>15.4</i>	<i>17.2</i>
<i>Foreign currency translation adjustments</i>	<i>(0.5)</i>	-
<i>Other</i>	<i>13.9</i>	<i>(0.4)</i>
As of December 31	(52.9)	(54.5)
NET TOTAL	1,210.6	1,103.8
Of which: Holding	-	-
Imerys	789.9	849.1
Webhelp	5.0	4.2
Canyon	393.6	238.7
Affidea	9.6	-
Sanoptis	5.7	-
GBL Capital and SIM	6.7	11.8

The variation of inventories recognized as an expense is EUR 97 million in 2022 (EUR - 91 million in 2021).

Financial statements

Consolidated financial statements

Note 15 Trade receivables

IN EUR MILLION	2022	2021
Trade receivables	1,132.6	1,060.2
Write-downs of doubtful receivables	(23.8)	(40.5)
NET TOTAL	1,108.7	1,019.7
Of which: Holding	0.0	0.6
Imerys	489.9	614.3
Webhelp	454.1	381.2
Canyon	3.3	1.5
Affidea	88.3	-
Sanoptis	53.8	-
GBL Capital and SIM	19.3	22.1

Trade receivables are mainly related to Imerys and Webhelp. Factoring agreements have been put in place by Imerys and Webhelp for an unlimited period for a maximum amount of EUR 248 million, including taxes. As of December 31, 2022, EUR 206 million in receivables were thus transferred and deconsolidated, the risks and benefits associated with these receivables, including default and late payment risks, having been transferred to the factor (EUR 162 million as of December 31, 2021).

Trade receivables do not bear interest and generally have a 30 to 90-day maturity. At the reporting date, some of the trade receivables detailed below may be due without being impaired, for example when covered by a credit insurance contract or a guarantee.

IN EUR MILLION	2022	2021
Delay of no more than 1 month	171.8	141.3
Delay of 1 to 3 months	53.1	39.0
Delay of more than 3 months	57.1	41.3
TOTAL TRADE RECEIVABLES DUE AND NOT WRITTEN DOWN	281.9	221.6
Trade receivables not due and trade receivables due and written down	826.8	798.1
TOTAL TRADE RECEIVABLES, NET	1,108.7	1,019.7

The following table shows the change in write-downs over several years:

IN EUR MILLION	2022	2021
WRITE-DOWNS OF RECEIVABLES AT 1 JANUARY	(40.5)	(42.5)
Write-downs over the year	(2.1)	(9.7)
Utilizations	1.6	5.5
Reversals of write-downs	9.2	8.5
Foreign currency translation adjustments and other	8.0	(2.3)
WRITE-DOWNS OF RECEIVABLES AT 31 DECEMBER	(23.8)	(40.5)

Note 16 Trading financial assets

IN EUR MILLION	2022	2021
Money market funds	841.4	2,052.5
Other trading assets	28.6	33.5
TOTAL	870.0	2,086.0
Of which: Holding	839.8	2,064.7
Imerys	19	7.3
Webhelp	12.0	12.0
Canyon	16.3	2.0
Affidea	-	-
Sanoptis	-	-
GBL Capital and SIM	0.0	0.0

Financial statements

Consolidated financial statements

Note 17 Cash, cash equivalents and financial liabilities

17.1 Cash and cash equivalents

IN EUR MILLION	2022	2021
Current accounts	1,249.0	1,069.9
Term deposits	473.0	241.7
Treasury bonds and treasury notes	46.2	20.0
TOTAL	1,768.3	1,331.6
Of which: Holding	544.0	302.4
Imerys	620.2	577.2
Webhelp	340.0	375.3
Canyon	25.0	34.0
Affidea	63.0	-
Sanoptis	88.0	-
GBL Capital and SIM	88.0	42.8

As of December 31, 2022 and 2021, cash was completely held in current accounts, fixed-term deposits and treasury notes with various financial institutions.

17.2 Financial liabilities

IN EUR MILLION	2022	2021
NON-CURRENT FINANCIAL LIABILITIES	8,714.7	6,616.2
Bonds (GBL)	1,985.2	1,488.7
Convertible bonds (GBL)	499.7	499.7
Exchangeable bonds (GBL)	479.6	444.9
Bonds (Imerys)	1,705.3	1,703.0
Bank borrowings (Webhelp)	1,738.1	1,723.2
Bank borrowings (Canyon)	225.7	158.5
Bank borrowings (Affidea)	572.3	-
Bank borrowings (Sanoptis)	602.0	-
Bank borrowings (GBL Capital)	89.7	124.4
Lease liabilities	738.8	390.7
Other non-current financial liabilities	78.2	83.3
CURRENT FINANCIAL LIABILITIES	1,654.6	1,037.5
Exchangeable bonds (GBL)	447.4	748.1
Bank borrowings (GBL)	535.3	-
Bank borrowings (Imerys)	437.6	149.5
Lease liabilities	168.9	100.2
Other current financial liabilities	65.4	39.7

Bonds issued by GBL

On August 30, 2022, GBL placed a EUR 500 million institutional bond, with a 7-year maturity and a coupon of 3.125%. The carrying amount of this debt is EUR 494 million as of December 31, 2022.

On January 21, 2021, GBL placed a EUR 500 million institutional bond, with a 10-year maturity and a coupon of 0.125%. The carrying amount of this debt is EUR 494 million as of December 31, 2022.

On June 19, 2018, GBL placed a EUR 500 million institutional bond, with a 7-year maturity and a coupon of 1.875%. The carrying amount of this debt is EUR 498 million as of December 31, 2022.

During the first semester of 2017, GBL issued an institutional bond of EUR 500 million, with a coupon of 1.375% and maturing on May 23, 2024. The carrying amount of this debt is EUR 499 million as of December 31, 2022.

These issuances are intended to cover the group's general corporate purposes and lengthen the weighted average maturity of the gross debt.

Financial statements

Consolidated financial statements

Bonds convertible into GBL shares (GBL)

On March 23, 2021, GBL announced the placement by its fully-owned subsidiary Sagerpar SA (the “Issuer”) of EUR 500 million of bonds convertible into existing ordinary shares of GBL (the “Shares”). The bonds are fully guaranteed by GBL (the “Guarantor”). This issue initially relates to approximately 4.3 million treasury shares.

The bonds do not bear interests and had at placement a maturity of 5 years (April 1st, 2026), subject to early redemption. The bonds have been issued at an issue price of 101.25% of their principal amount and, unless previously redeemed, converted or purchased and cancelled, the bonds will be redeemed in cash at their principal amount at maturity (subject to the Issuer’s share redemption option), which corresponds to an annual yield to maturity of - 0.25%. The initial conversion price of the bonds has been set at EUR 1174928. The effective interest rate (including transaction costs allocated to the debt) stands at 0.02%.

The Issuer will have the option to redeem all, but not some only, of the bonds for the time being outstanding at their principal amount, at any time on or after April 16, 2024 provided that the volume-weighted average price of one Share on Euronext Brussels shall have exceeded 130% of the conversion price on each of not less than 20 trading days in any period of 30 consecutive trading days. The Issuer will have a share redemption option to deliver Shares and, as the case may be, an additional amount in cash upon redemption of the Bonds on the maturity date.

Bondholders may request the conversion of their bonds at any time since April 1, 2021 until (and including) the 45th Brussels business day (included) prior to the maturity date, subject to the Issuer’s option to satisfy the conversion rights in cash, shares or a combination thereof. If the Issuer elects to satisfy conversion rights in Shares, it intends to deliver existing Shares which the Issuer holds on behalf of the Guarantor as treasury shares.

The bonds are admitted to trading on the open market (Freiverkher) of the Frankfurt Stock Exchange. The carrying amount of these bonds (excluding the option) is EUR 500 million as of December 31, 2022. The option is assessed at fair value on the reporting date (EUR 7 million as of December 31, 2022, shown under “Other current financial liabilities”).

Bonds exchangeable into Pernod Ricard shares (GBL)

On November 29, 2022, GBL (the “Issuer”) issued bonds exchangeable into existing shares of Pernod Ricard SA (“Pernod Ricard”) for an amount of EUR 500 million. The bonds initially related to 2.0 million Pernod Ricard shares representing approximately 1% of its share capital. The bonds have, at their issuance, a maturity of 3 years (November 29, 2025), except in case of early redemption, exchange or purchase and cancellation. The bonds carry a coupon of 2.125% per annum. The bonds were issued at an issue price of 100% of their principal amount and, unless previously redeemed, exchanged, or purchased and cancelled, will be redeemed at their principal amount at maturity on November 29, 2025.

The Issuer will have the option to redeem all, but not only some, of the bonds, at their principal amount plus accrued and unpaid interest until the relevant date fixed for redemption (i) at any time on or after the date falling 2 years and 21 days after the Issue Date, provided that the value of the exchange property (being initially only Pernod Ricard shares) per bond attributable to EUR 100,000 in principal amount of bonds shall have exceeded EUR 130,000 on each of not less than 20 trading days in any period of 30 consecutive trading days; (ii) at any time, if 20% or less of the principal amount of the bonds originally issued remain outstanding; or (iii) in the event of an offer or scheme relating to the predominant equity share capital comprised in the exchange property, where the consideration as a result of such offer or scheme consists wholly of cash, all as described in the terms and conditions of the bonds.

Bondholders may request the exchange of their bonds for exchange property at any time from January 9, 2023 until 40 Brussels business days before the maturity date, subject to the option of GBL to satisfy exchange rights in cash, exchange property or a combination thereof.

The bonds are admitted to trading on the open market (Freiverkher) of the Frankfurt Stock Exchange. The carrying amount of these bonds (excluding the option) is EUR 480 million as of December 31, 2022. The option is assessed at fair value on the reporting date (EUR 30 million as of December 31, 2022, shown under “Other current financial liabilities”).

Bonds exchangeable into GEA shares (GBL)

On October 1, 2020, GBL has announced the completion of an offering by its fully-owned subsidiary Oliver Capital Sàrl (the “Issuer”) of EUR 450 million of bonds exchangeable into existing registered shares of GEA Group AG (“GEA”) guaranteed by GBL. This issuance initially related to approximately 11.3 million GEA shares representing approximately 6.2% of its share capital. The bonds had, at their issuance, a maturity of 3 years and 3 months (December 29, 2023) except in case of an early redemption and do not bear interest. The bonds have been issued at an issue price of 102.0% of their principal amount and will be redeemed at their principal amount at maturity. The effective interest rate (including transaction costs allocated to the debt) stands at 0.6%.

The Issuer have the option to redeem all, but not only some, of the bonds, at any time since October 6, 2022 at their principal amount, provided that the value of the underlying shares per bond attributable to EUR 100,000 in principal amount of bonds shall have exceeded EUR 130,000 on each of not less than 20 trading days in any period of 30 consecutive trading days. The Issuer has a share redemption option to deliver underlying shares and, as the case may be, an additional amount in cash upon its redemption of the bonds, both on the maturity date and upon early redemption.

Bondholders may request the exchange of their bonds for exchange property (being initially only GEA shares) at any time from November 16, 2020 until 40 Brussels business days before the maturity date, subject to the option of the Issuer to satisfy exchange rights in cash, exchange property or a combination thereof.

The bonds are admitted to trading on the Open Market (Freiverkher) of the Frankfurt Stock Exchange. The carrying amount of these bonds (excluding the option) is EUR 447 million as of December 31, 2022. The option is assessed at fair value on the reporting date (EUR 35 million as of December 31, 2021, shown under “Other current financial liabilities”).

Financial statements

Consolidated financial statements

Bonds exchangeable into Holcim shares (GBL)

The bonds exchangeable into Holcim shares matured on December 30, 2022. They were redeemed in full in cash.

Bank debts (GBL)

During the second half of 2022, GBL entered into forward sales contracts with prepayment for 13.2 million Holcim shares, maturing in May 2023, and received EUR 538 million in cash. As of December 31, 2022, the carrying amount of this debt is EUR 535 million and the value of the derivative attached to these transactions, recorded under "Other current liabilities", amounts to EUR 77 million.

Bonds (Imerys)

Imerys further underscored its commitment in its sustainable development policy by tying its financing strategy to its environmental ambition. Therefore, on May 14, 2021, Imerys completed an issue of bonds indexed to its sustainable development objectives (Sustainability-Linked Bonds) for a principal amount of EUR 300 million. These bonds, due to mature on July 15, 2031, bear an annual coupon of 1.00% and are admitted to trading on the regulated market of the Luxembourg Stock Exchange.

Issued in accordance with the Sustainability-Linked Bond Principles as published by the International Capital Market Association (ICMA), these instruments are indexed to a target to reduce greenhouse gas emissions by 22.9% in 2025 and 36.0% in 2030 in relation to the revenue (tCO₂e/million euros) considering 2018 as the reference year, as approved by the Science Based Target initiative (SBTi). This includes Scope 1 emissions (direct emissions from sources owned or controlled by Imerys) and Scope 2 emissions (indirect emissions from the production of electricity, heat or steam imported or purchased by Imerys). Failure to meet these targets by December 31, 2025 and/or December 31, 2030 could result in the payment of penalties equal to 25 basis points of the principal amount for the 2025 target and/or 50 basis points of the principal amount for the 2030 target. At December 31, 2022, Imerys had reduced the metric tons of CO₂ emitted per million euros of revenue by 31.0% compared with 2018 levels (23.0% compared with 2018 levels on December 31, 2021).

The details of the bond issued by Imerys as of December 31, 2022 are mentioned below :

	Nominal value in currency IN MILLION	Nominal interest rate	Effective interest rate	Listed/Unlisted	Maturity	Fair value IN EUR MILLION	Carrying amount IN EUR MILLION
EUR	500.0	2.00%	2.13%	Listed	12/10/2024	486.4	499.1
EUR	300.0	1.88%	1.92%	Listed	03/31/2028	269.0	303.2
EUR	300.0	1.00%	1.07%	Listed	07/15/2031	208.3	298.6
EUR	600.0	1.50%	1.63%	Listed	01/15/2027	549.2	604.4
TOTAL						1,512.9	1,705.3

The bond issues as of December 31, 2021 are detailed below:

	Nominal value in currency IN MILLION	Nominal interest rate	Effective interest rate	Listed/Unlisted	Maturity	Fair value IN EUR MILLION	Carrying amount IN EUR MILLION
EUR	500.0	2.00%	2.13%	Listed	12/10/2024	524.9	498.4
EUR	300.0	1.88%	1.92%	Listed	03/31/2028	326.5	303.0
EUR	300.0	1.00%	1.07%	Listed	07/15/2031	294.8	298.3
EUR	600.0	1.50%	1.63%	Listed	01/15/2027	637.1	603.3
TOTAL						1,783.3	1,703.0

Bank debts (Imerys)

Those debts coming from Imerys include as of December 31, 2022, EUR 434 million of short-term borrowings and EUR 4 million of bank overdrafts (EUR 119 million and EUR 30 million respectively as of December 31, 2021).

Financial statements

Consolidated financial statements

Bank debts (Webhelp)

Those bank debts coming from Webhelp mainly include the “senior credit agreement” concluded in 2019 and its extension for the financing of the acquisition of OneLink concluded on July 30, 2021:

As of December 31, 2022	Nominal value in currency IN MILLION	Nominal interest rate	Effective interest rate	Listed/Unlisted	Maturity	Fair value IN EUR MILLION	Carrying amount IN EUR MILLION
EUR	1,020.0	3.00%	4.91%	Unlisted	11/18/2026	1,020.0	1,007.0
GBP	125.0	4.00%	7.80%	Unlisted	11/18/2026	140.9	139.0
EUR	285.6	3.75%	5.60%	Unlisted	11/18/2026	285.6	281.0
USD	350.0	4.50%	8.27%	Unlisted	11/18/2026	323.2	317.0
TOTAL						1,769.7	1,744.0

As of December 31, 2021	Nominal value in currency IN MILLION	Nominal interest rate	Effective interest rate	Listed/Unlisted	Maturity	Fair value IN EUR MILLION	Carrying amount IN EUR MILLION
EUR	1,020.0	3.00%	3.39%	Unlisted	11/18/2026	1,020.0	1,004.0
GBP	125.0	4.00%	4.48%	Unlisted	11/18/2026	148.8	146.5
EUR	285.6	3.75%	4.33%	Unlisted	11/18/2026	285.6	279.4
USD	350.0	4.50%	5.18%	Unlisted	11/18/2026	309.0	301.9
TOTAL						1,763.4	1,731.8

Bank debts (Canyon)

This item includes long-term bank loans of Canyon.

Bank loans (Affidea)

This item includes Affidea’s long-term bank debt. It is mainly composed of a bank loan of EUR 600 million, bearing a nominal interest rate of 5.00% and maturing on July 22, 2029. Its carrying amount is EUR 567 million at December 31, 2022.

Bank loans (Sanoptis)

This item includes the long-term bank debt of Sanoptis.

Bank loans (GBL Capital)

This caption includes the different bank loans of the operational subsidiaries of ECP III.

Lease liabilities

These liabilities mature in 2023 for a total of EUR 169 million, between 2024 and 2028 for EUR 464 million and EUR 275 million thereafter.

Other current financial liabilities

This item primarily includes Webhelp’s current portion of long-term debt.

Undrawn credit lines

As of December 31, 2022, the group had undrawn credit lines with various financial institutions totaling EUR 4,336 million (EUR 3,672 million as of December 31, 2021). These credit facilities were available mainly to GBL, Imerys and Webhelp in the amounts of EUR 2,450 million, EUR 1,010 million and EUR 357 million respectively (EUR 2,150 million, EUR 1,160 million and EUR 362 million respectively as of December 31, 2021).

With regards to GBL, all credit lines mature over the 2027–2028 period. Committed credit lines do not have financial covenants, meaning that, under its credit contracts, GBL has no obligations in terms of compliance with financial ratios.

Financial statements

Consolidated financial statements

17.3 Change of financial liabilities

The table below mentions the reconciliation in 2022 and 2021 between the financial debts included in the consolidated balance sheet and the amounts from the consolidated statement of cash flows:

IN EUR MILLION	As of January 1, 2022	Cash flow variation	Acquisitions/sales of subsidiaries	Impact of exchange rates change	Other movements	As of December 31, 2022
Financial liabilities - Non-current liabilities	6,616.2	1,185.1	1,260.6	32.7	(379.9)	8,714.7
Financial liabilities - Current liabilities	1,037.5	(35.6)	50.2	(9.0)	611.5	1,654.6
TOTAL	7,653.7	1,149.5	1,310.8	23.8	231.6	10,369.3

IN EUR MILLION	As of January 1, 2021	Cash flow variation	Acquisitions/sales of subsidiaries	Impact of exchange rates change	Other movements	As of December 31, 2021
Financial liabilities - Non-current liabilities	5,624.5	1,901.5	45.9	69.9	(1,025.8)	6,616.2
Financial liabilities - Current liabilities	394.0	(526.3)	12.1	(8.9)	1,166.5	1,037.5
TOTAL	6,018.5	1,375.2	58.1	61.1	140.7	7,653.7

The other movements in 2022 and 2021 stemmed mainly from the reclassification between non-current liabilities and current liabilities and the recognition of lease liabilities. The change in cash shown in the table above is reconciled with the consolidated statement of cash flows as follows:

IN EUR MILLION	As of December 31, 2022	As of December 31, 2021
Cash flow variation	1,149.5	1,375.2
Of which: proceeds from financial liabilities	2,205.6	2,233.1
repayments of financial liabilities	(1,056.1)	(857.9)

17.4 Residual contractual maturities of financial liabilities

IN EUR MILLION	2023		2024-2028		2029 and more	
As of December 31, 2022	Principal	Interests	Principal	Interests	Principal	Interests
Non-current financial liabilities	-	252.6	5,953.8	955.8	2,760.9	158.6
Other non-current financial liabilities	-	-	1,545.2	-	-	-
Non-current derivative financial instruments	-	-	92.8	-	-	-
Current financial liabilities	1,654.6	40.9	-	-	-	-
Trade payables	857.4	-	-	-	-	-
Current derivative financial instruments	183.3	-	-	-	-	-
Other current financial liabilities	73.7	-	-	-	-	-
TOTAL	2,769.1	293.5	7,591.8	955.8	2,760.9	158.6

IN EUR MILLION	2022		2023-2027		2028 and more	
As of December 31, 2021	Principal	Interests	Principal	Interests	Principal	Interests
Non-current financial liabilities	-	115.2	5,308.1	455.1	1,308.1	103.1
Other non-current financial liabilities	-	-	1,067.0	-	-	-
Non-current derivative financial instruments	-	-	182.7	-	-	-
Current financial liabilities	1,037.5	4.2	-	-	-	-
Trade payables	865.8	-	-	-	-	-
Current derivative financial instruments	37.2	-	-	-	-	-
Other current financial liabilities	34.0	-	-	-	-	-
TOTAL	1,974.4	119.4	6,557.8	455.1	1,308.1	103.1

Financial statements

Consolidated financial statements

Note 18 Other current assets

IN EUR MILLION	2022	2021
Current financial assets	90.9	100.4
Derivative financial instruments held for trading	17.4	7.7
Derivative financial instruments - Hedging	35.5	77.8
Other	38.0	14.8
Current non-financial assets	498.7	420.9
Taxes on result to be recovered	110.7	96.6
Other taxes and VAT to be recovered	201.6	194.0
Deferred expenses	85.1	50.8
Other	101.2	79.6
TOTAL	589.5	521.3
Of which: Holding	44.0	21.3
Imerys	235.6	314.7
Webhelp	179.4	144.1
Canyon	45.7	27.0
Affidea	26.8	-
Sanoptis	29.2	-
GBL Capital and SIM	28.8	14.1

Note 19 Share capital and dividends

19.1 Shares issued and outstanding and treasury shares

	Number of issued shares	Of which treasury shares
As of December 31, 2020	161,358,287	(8,749,816)
Change	(5,003,287)	805,714
As of December 31, 2021	156,355,000	(7,944,102)
Change	(3,355,000)	(4,278,768)
AS OF DECEMBER 31, 2022	153,000,000	(12,222,870)

Treasury shares

As of December 31, 2022, the group held 12,222,870 treasury shares, or 7.99% of the issued capital, the acquisition cost of which is deducted from shareholders' equity; 4,255,580 and 30,613 of which are used to hedge the convertible bond and the stock option plans granted between 2007 and 2012 (see note 27).

The Extraordinary General Meeting of April 26, 2022 approved the cancellation of 3,355,000 own shares acquired by GBL. The capital is therefore represented by 153,000,000 shares.

In 2022, GBL acquired and sold/cancelled respectively 8,657,745 and 4,378,977 shares (to compare with respectively 5,057,804 and 5,863,518 in 2021) for an overall net amount of EUR 644 million.

Information on acquisitions of treasury shares by GBL or its subsidiaries has been published on a weekly basis on the GBL website.

19.2 Dividends

On May 5, 2022, a dividend of EUR 2.75 per share (EUR 2.50 in 2021) was paid to shareholders.

The proposition will be made to the General Shareholders Meeting of May 4, 2023 to approve the profit distribution relating to the 2022 financial year, amounting to a total of EUR 402 million, and which will be paid as from May 15, 2023. Based on the number of shares entitled to dividends (146,321,469), the distribution relating to 2022 will correspond to a gross dividend of EUR 2.75 per GBL share.

Financial statements

Consolidated financial statements

Note 20 Provisions

IN EUR MILLION	Product guarantees	Environment	Legal, social and regulatory risks	Total
As of December 31, 2020	3.4	265.5	191.9	460.8
Additions	3.5	21.1	35.5	60.1
Uses	(2.4)	(8.6)	(15.2)	(26.3)
Reversals	(0.9)	(6.1)	(12.3)	(19.3)
Impact of discounting	-	2.6	0.4	2.9
Changes in group structure/Business combinations	6.2	0.2	12.2	18.6
Foreign currency translation adjustments	0.1	10.4	8.8	19.3
Other	(0.0)	(16.1)	(2.1)	(18.2)
As of December 31, 2021	9.7	268.9	219.3	497.9
Additions	4.2	23.5	42.8	70.5
Uses	(6.0)	(13.8)	(22.9)	(42.8)
Reversals	(1.2)	(0.9)	(14.7)	(16.8)
Impact of discounting	-	2.1	0.8	2.9
Changes in group structure/Business combinations	-	(9.1)	14.1	5.0
Foreign currency translation adjustments	0.1	(0.1)	8.4	8.4
Other	(1.2)	(9.8)	(32.4)	(43.4)
AS OF DECEMBER 31, 2022	5.6	260.7	215.3	481.6
Of which current provisions	4.8	11.3	52.5	68.6
Of which non-current provisions	0.8	249.3	163.0	413.1

The group's provisions totaled EUR 482 million as of December 31, 2022 (EUR 498 million in 2021). They mainly relate to Imerys (EUR 423 million in 2022 and EUR 467 million in 2021).

The probability of settlement and the amount of the obligations are estimated by the group, that generally calls upon in-house company experts to approve the key assumptions, taking into account the anticipated effects, regulatory changes where applicable, and independent counsel regarding material disputes and claims. The resulting estimates are subject to change depending on the uncertainties specific to each dispute. Independent counsel handles allegations of personal or financial damage implicating the civil liability of the group and potential breaches of contractual obligations or regulations on social, real estate and environmental issues. The provisions set aside for these risks are included in the EUR 215 million of provisions for legal, social and regulatory risks in the table of changes mentioned above. This includes in particular the balance of the provision set aside to resolve the litigation involving Imerys' talc operations in the US, the materiality of which justifies a specific development.

On February 13, 2019, the Group's three North American talc subsidiaries (the "North American Talc Subsidiaries") decided to file for the protection, with immediate effect, of the special legal process of Chapter 11 under US bankruptcy law in order to permanently resolve the potential liabilities related to their historic commercial talc operations in the United States. Under Chapter 11, the Group remains the legal owner of the share capital of the North American Talc Subsidiaries, but their businesses are under the judicial control of the relevant US Delaware federal courts, which oversees the continuing operations of the entities concerned as well as the conclusion and execution of a business reorganization plan that these entities have sought to negotiate with representatives of existing and future potential claimants (the "Representatives of the Claimants") in talc related litigation brought against them. The Chapter 11 process also suspends all ongoing and future litigation proceedings and prevents any further claims being brought against these entities relating to past and current talc operations in the US. Given effective control of the North American Talc Subsidiaries was transferred on February 13, 2019 to the court to repay creditors, the assets and liabilities held by the North American Talc Subsidiaries were removed from the scope of consolidation of the group's financial statements from this date forward, which led to an additional expense of EUR - 6 million. Negotiations between the North American Talc Subsidiaries, which were joined by Imerys Talc Italy (the "Talc Subsidiaries Involved"), the group and the Representatives of the Claimants led to the agreement on May 15, 2020 of a joint reorganization, which was filed on the same day with the competent Federal Court for the District of Delaware. The plan provides that once the necessary approvals have been obtained, the Talc Subsidiaries Involved will emerge from the Chapter 11 process and the group will be released from all existing and future talc-related liabilities arising out of their past operations, as such liabilities will be channeled into a dedicated trust to be established. Following the approval by the Bankruptcy Court of the disclosure statement of the plan (the "Disclosure Statement") in January 2021, the plan was then submitted to the vote by the creditors and claimants against the Talc Subsidiaries Involved. Following a challenge to the votes cast in favor of approving the Plan, the Bankruptcy Court decided on October 13, 2021 that certain votes should not be counted in the final vote. This decision took the Plan's approval rate to just under the required majority, under the applicable regulations, of 75% of votes. The North American Talc Subsidiaries, the Representatives of the Claimants, and other stakeholders in the Chapter 11 process therefore initiated a mediation process, which is still underway, approved by the Bankruptcy Court and extended its duration several times. The purpose of this mediation is to obtain a revised plan that could achieve the required 75% majority approval vote. The key remaining disputed issues in the Chapter 11 process involve (i) monetization of the rights to insurance coverage and contractual indemnity enjoyed by the North American Talc Subsidiaries and (ii) allocation of the North American Talc Subsidiaries' assets, including current and future potential settlement proceeds with third parties, among claimants alleging different injuries. These issues are not related to the terms and conditions of the settlement with the Group as embedded in the plan announced in May 2020, which continues to be supported by the Representatives of the Claimants. Once the relevant stakeholders reach an agreed revised, a new Disclosure Statement must be submitted for the approval of the

Financial statements

Consolidated financial statements

Bankruptcy Court before a new solicitation of claimants' votes on the Revised Plan is undertaken by the Talc Subsidiaries Involved. Subject to approval of the revised plan at the required 75% voting threshold, it will then undergo a confirmation procedure before the Bankruptcy Court to be followed by a final approval process before the competent Federal Court.

Imerys Talc Italy has been named in a few talc related lawsuits in the United States. Upon the grant of the required majority vote on the revised plan, Imerys Talc Italy also intends to file for Chapter 11 protection before the final confirmation of the revised plan and join the revised plan in order to benefit from the same comprehensive and permanent resolution of historic talc-related liabilities as the North American Talc Subsidiaries. Imerys Talc Italy's business will remain part of the Group throughout and after the closing of the Chapter 11 proceedings.

In accordance with the plan, the North American Talc Subsidiaries sold their assets to Magris Resources, a Canadian investment fund, for USD 223 million on February 17, 2021. Under the terms and conditions of the settlement with the group as embedded in the plan, the group's contribution consists of (i) a cash payment of USD 75 million, (ii) certain other commitments outlined in the plan.

These commitments primarily include certain insurance assets, financing of minor unsecured trade claims (USD 5 million) and certain potential excess administrative costs of the Chapter 11 process incurred by the Talc Subsidiaries Involved up to a maximum of USD 15 million. In view of the USD 223 million sale price obtained for the assets of the North American talc subsidiaries, the group's contribution to the revised plan provided for in (i) and (ii) above would be limited to the minimum amount of USD 75 million. Based on the progress of the ongoing mediations and negotiations towards a revised plan and in their current state at the date of closing of GBL's 2022 annual financial results, the group, with the support of independent experts, has reviewed and confirmed its previous estimate of the risk related to the resolution of this Chapter 11 proceeding as well as the forecasted financial impacts for the group. As of December 31, 2022, the amount of the provision recorded in the accounts, which amounts to USD 114 million or EUR 106 million, is considered sufficient to cover the expected financial impact of the revised plan on the group.

Imerys' and Canyon's provisions to hedge product guarantees amount to EUR 6 million and have a probable maturity ranging from 2023 to 2027.

Finally, the group (overwhelmingly Imerys) establishes provisions to hedge the environmental risks resulting from its industrial activity and provisions for the rehabilitation of mining sites at the end of their operating lifetimes. These provisions totaled EUR 261 million as of December 31, 2022 (EUR 269 million in 2021). The corresponding obligations are expected to mature between 2023 and 2027 for EUR 66 million, between 2028 and 2037 for EUR 103 million and as from 2038 for EUR 92 million.

Financial statements

Consolidated financial statements

Note 21 Retirement benefits and other post-employment benefits

21.1 Defined contribution plans

In this type of retirement plan, whose future level is not guaranteed to the beneficiaries, the employer commits to pay regular contributions to the third parties (retirement funds, insurance companies or financial institutions) on a mandatory basis (statutory or regulatory provisions) or an optional basis (supplementary retirement plan voluntarily provided by the company).

The amounts are paid during the year in which they are due. The total amount of contributions paid for defined contribution plans is EUR 31 million in 2022 (EUR 34 million in 2021). These plans are mostly granted to Imerys employees.

21.2 Defined benefit plans

Characteristics of defined benefit plans

In this type of plan, the group guarantees to the beneficiaries the level of the benefit that will be paid in the future. The beneficiaries of these plans are employees who are acquiring entitlements in exchange for services rendered to the group (active beneficiaries), employees who are no longer acquiring entitlements in exchange for services rendered to the group and former employees outside the group (deferred beneficiaries), as well as former retired employees (retired beneficiaries).

The valuation of retirement benefit obligations and other employee benefits is carried out by independent actuaries. These plans may be financed by insurance companies (group insurance), retirement funds or independent entities. Two plans accounted for 72.1 % of the group's total commitment as of December 31, 2022. These are the UK plan—the Imerys UK Pension Scheme (Imerys UK) and the US plan—the Imerys USA Retirement Growth Account Plan (Imerys USA).

The table below sets out their main characteristics:

	Imerys UK	Imerys USA
Eligibility		
Hiring limit date	12/31/2004	03/31/2010
Retirement age	65	65
Description of the benefits		
Terms of payment	Annuity ⁽¹⁾	Capital ⁽²⁾
Revaluation based on the consumer price index	Yes	No
End date of cumulated rights	03/31/2015	12/31/2014
Regulatory framework		
Minimum employer funding obligation	Yes ⁽³⁾	Yes ⁽³⁾
Minimum beneficiary contribution obligation	Yes	No
Governance		
Trustees representing the employer	Yes	Yes
Trustees representing beneficiaries	Yes	No
Independent trustees	Yes	No
Responsibility of trustees		
Definition of the investment strategy	Yes	Yes
Negotiation of deficit refinancing with the employer	Yes	-
Administrative management of benefit payments	Yes	Yes

The duration of these two plans is 8 years for Imerys UK and 9 years for Imerys USA (respectively 9 years and 10 years as of December 31, 2021).

Management of risks associated with employees benefits

Description of risks

The main issue related to the financial management of employee benefits is the control of the funding ratio of obligations, i.e. the ratio between the value of plan assets and the value of the obligations. The funding ratio of obligations may be deteriorated by a decorrelation between a change in value (generally negative) of plan assets and a change in value (generally positive) of obligations. The value of plan assets may be reduced by deteriorating the fair value of investments. The value of obligations may rise for all plans after a drop in discount rates or benefits paid as life annuities, either due to an increase in the inflation rates used to remeasure the obligations of certain plans, or due to an increase in the life expectancy of beneficiaries.

(1) Annuity calculated based on number of years of service provided, annual salary on retirement and average of three last annual salaries

(2) Principal at a guaranteed interest rate (Cash Balance Plan)

(3) The employer is obliged to fund each unit of service provided at 100% on the basis of a funding evaluation

Financial statements

Consolidated financial statements

Risk management

The strategy to control the obligation funding level consists firstly of optimizing the value of the plan assets. Investment strategies are therefore devised to deliver a steady return while also taking advantage of opportunities with limited or moderate risks levels. The choice of investments is specific to each plan and factors in the duration of the plan as well as minimum funding regulatory constraints.

Since 2011, Imerys has pursued a specific strategy to control the funding ratio of obligations in the UK in particular, which defines plan asset investments to match the obligation. The strategy, known as Liability Driven Investment (LDI), controls the funding ratio of the obligation by pegging cash inflows to cash outflows over the duration of the obligation. In practice, it involves structuring the portfolio of plan assets so that the cash inflows generated by the return on investments match the cash outflows generated by the payment of benefits. It hedges the risk of an increase in the obligation due to a drop in discount rates or an increase in inflation rates by covering a portion of the value of the regularly revised obligation.

Funding of employee benefits

The group funds the majority of employee benefits with investments unavailable to third parties in trusts or insurance contracts legally separate from the group. These investments, classified as plan assets, stood at EUR 940 million as of December 31, 2022 (EUR 1,282 million as of December 31, 2021). Imerys also has reimbursement rights, in other words investments held directly by the group, which came to EUR 0 million as of December 31, 2022 (EUR 6 million as of December 31, 2021). The obligation funding ratio therefore stood at 85.3% as of December 31, 2022 (70.4% as of December 31, 2021).

A provision of EUR 172 million was recognized as of December 31, 2022 for the funded and unfunded plan deficit (EUR 533 million as of December 31, 2021), as the following table shows:

IN EUR MILLION	2022	2021
Obligations funded by plan assets	(969.4)	(1,369.8)
Obligations funded by reimbursement rights	(0.5)	(28.2)
Fair value of plan assets	939.5	1,282.3
Restrictions on recognized assets	(10.9)	-
Fair value of reimbursement rights	0.2	6.2
FUNDING SURPLUS (DEFICIT)	(41.2)	(109.5)
Unfunded obligations	(130.9)	(423.1)
ASSETS/(PROVISION)	(172.0)	(532.6)
Of which: Non-current liabilities	(189.1)	(559.4)
Non-current assets	17.1	26.8

Fair value of plan assets

The assets held by the group to fund employee benefits generated real interest of EUR - 333 million in 2022 (EUR 29 million in 2021), as presented in the table below. In accordance with current regulations, only a normative share of this return was credited to profit or loss in 2022, amounting to EUR 22 million (EUR 15 million in 2021), calculated based on the discount rate used on the obligations. The surplus real return above the normative return was credited to shareholders' equity in the amount of EUR - 355 million in 2022 (EUR 14 million in 2021).

IN EUR MILLION	2022	2021
Balance as of January 1	1,282.3	1,222.5
Employer's contributions	19.4	22.4
Participants' contributions	1.3	-
Benefits paid	(74.5)	(67.6)
Foreign currency translation adjustments	(23.3)	80.0
Real return on assets	(333.0)	28.9
<i>Normative return (profit or loss)</i>	22.4	14.7
<i>Adjustment to the real return (shareholders' equity)</i>	(355.4)	14.2
Changes in group structure/Business combinations	74.8	-
Other movements	(7.4)	(3.9)
BALANCE AS OF DECEMBER 31	939.5	1,282.3

Financial statements

Consolidated financial statements

Distribution of plan assets

IN %	2022	2021
Shares	12%	7%
<i>Listed</i>	12%	7%
<i>Unlisted</i>	0%	-
Bonds	68%	79%
<i>Listed</i>	66%	79%
<i>Unlisted</i>	2%	-
Real estate	2%	-
Other	19%	14%
TOTAL	100%	100%

Plan obligations – funded, unfunded and partially funded plans

IN EUR MILLION	2022	2021
Balance as of January 1	1,821.1	1,661.9
Current service costs for the period	24.4	233.5
Interest expense	26.0	19.0
Actuarial losses (gains) from:	(412.8)	(96.3)
<i>changes to demographic assumptions</i>	4.0	(33.2)
<i>changes to financial assumptions</i>	(448.0)	(51.8)
<i>experience adjustments</i>	31.3	(11.4)
Benefits paid	(83.7)	(75.7)
Changes in group structure/Business combinations	45.5	0.4
Foreign currency translation adjustments	(19.7)	89.5
Other movements	(300.0)	(11.1)
BALANCE AS OF DECEMBER 31	1,100.8	1,821.1

Amounts relating to the plan recognized in comprehensive income

IN EUR MILLION	2022	2021
Current service costs for the period	24.4	233.5
Interest expense	26.0	19.0
Normative return on the assets of defined benefit plans	(22.4)	(14.7)
Amounts recognized in profit or loss	28.1	237.7
Surplus real return on assets above their normative return	355.4	(14.2)
Actuarial losses (gains) from post-employment benefits due to:	(412.8)	(96.3)
<i>changes to demographic assumptions</i>	4.0	(33.2)
<i>changes to financial assumptions</i>	(448.0)	(51.8)
<i>experience adjustments</i>	31.3	(11.4)
Restrictions on recognized assets	10.9	-
Amounts recognized in shareholders' equity - (credit)/debit	(46.5)	(110.5)
TOTAL	(18.4)	127.3

Financial statements

Consolidated financial statements

Changes in the statement of financial position

The change in the amounts recognized in the statement of financial position is explained in the following table:

IN EUR MILLION	2022	2021
Amounts recognized as of January 1	532.6	433.3
Net expense recognized in profit or loss	28.1	237.7
Contributions paid	(29.9)	(30.5)
Actuarial (gains)/losses and ceiling on assets recognized in shareholders' equity	(46.5)	(110.5)
Changes in group structure/Business combinations/Foreign currency translation adjustments and other	(312.3)	2.4
AMOUNTS RECOGNIZED AS OF DECEMBER 31	172.0	532.6
Of which: Holding	1.4	5.6
Imerys	144.1	232.9
Webhelp	14.4	293.6
Canyon	0.2	0.3
Affidea	11.1	-
Sanoptis	1.5	-
GBL Capital and SIM	(0.7)	0.2

During the financial year 2022, a net credit amount of EUR 39 million related to actuarial gains and losses and the ceiling on recognized assets was charged directly to comprehensive income, i.e. EUR 46 million gross less EUR 8 million in related taxes (a net credit amount of EUR 85 million as of December 31, 2021, i.e. EUR 110 million gross less EUR 25 million in related taxes).

Estimates

The actuarial assumptions used to value the defined benefit plans are presented below:

IN %	2022	2021
Discount rate	0.2% - 12.0%	0.9% - 2.2%
Average salary increase rate	2.0% - 36.0%	2.6% - 6.0%
Inflation rate	1.2% - 36.0%	2.0% - 3.4%

More specifically for the two monetary zones where the largest commitments are located (the United Kingdom and the United States), the actuarial assumptions were as follows in 2022:

IN %	United Kingdom	United States
Discount rate	4.8%	4.8%
Average salary increase rate	2.8%	2.8%
Inflation rate	3.2%	3.2%

Among these estimates, it is the discount rate that has the most significant impact on the group's financial statements.

The following table presents the impact of a reasonably estimated change in discount rates following a possible decrease (lower case) or increase (higher case) in the assumption applied to the financial statements as of December 31, 2022 (actual 2022). The impact of these changes is measured on three aggregates (obligation, net interest and current service cost) in the two monetary zones in which the most significant obligations have been undertaken (the United Kingdom and the United States). The reasonably estimated change in discount rates has been set at 50 basis points, based on the weighted average change in discount rates in the United Kingdom and the United States over the last five years.

Financial statements

Consolidated financial statements

IN EUR MILLION	Low Simulation	Central/Base scenario	High Simulation
United Kingdom			
Discount rate	4.3%	4.8%	5.3%
Obligation at the reporting date	626.3	585.3	548.4
Net interest in 2023 profit or loss ⁽¹⁾	(0.9)	0.9	3.0
Current service costs in 2023 profit or loss ⁽²⁾	-	-	-
United States			
Discount rate	4.3%	4.8%	5.3%
Obligation at the reporting date	217.1	208.9	201.4
Net interest in 2023 profit or loss ⁽¹⁾	(3.3)	(3.3)	(3.3)
Current service costs in 2023 profit or loss ⁽²⁾	(0.7)	(0.7)	(0.7)

At constant scope of consolidation and all other things being equal, the amount of the contributions to the various defined retirement benefit plans is estimated at EUR 10 million for 2023.

Note 22 Other non-current liabilities

IN EUR MILLION	2022	2021
Non-current financial liabilities	1,638.0	1,249.7
Debt on minority shareholders	1,512.6	1,065.4
Derivative financial instruments held for trading	88.7	182.7
Derivative financial instruments - Hedging	4.1	-
Other	32.6	1.5
Non-current non-financial liabilities	486.8	89.7
Debts on minority shareholders	445.3	-
Liabilities related to cash-settled share-based payments	8.5	19.0
Other	33.0	70.7
TOTAL	2,124.8	1,339.4
Of which: Holding	45.4	168.8
Imerys	24.1	72.4
Webhelp	1,732.1	1,089.4
Canyon	-	-
Affidea	28.4	-
Sanoptis	262.2	-
GBL Capital and SIM	32.6	8.7

The 2 founders and some members of the staff of the Webhelp group are minority shareholders of Webhelp and hold put options towards Sapiens Sàrl (sub-subsidiary of GBL and dedicated investment vehicle of the Webhelp group) on all their shares, which can be exercised at certain predefined periods.

Consequently, a debt on minority shareholders has been recognized on the balance sheet and is valued at amortized cost. As of December 31, 2022, it amounts to EUR 1,675 million (EUR 1,348 million as of December 31, 2021).

The debt valuation for the founders (EUR 1,113 million included under “Non-current financial liabilities”), the changes in value of which are recorded under “Financial income and expenses from operating activities” is, as contractually defined, based on equity value estimates at possible exercise date, computed based on (i) EBITDA projections, (ii) a characteristic multiple of Webhelp’s activity and (iii) the group’s projected net debt. Expected future cash flows are discounted at a constant discount rate taking into account the liquidity windows during which the options can be exercised.

The debt towards members of the staff (EUR 563 million), the changes in value of which are recorded under “Other operating income and expenses from operating activities”, includes:

- the amount owed to the related employees, in the event of their departure before the exercise periods of the put options they hold, based on the redemption price determined. This part of the debt is included under “Non-current financial liabilities”;
- the assessment of the additional amounts that these employees will receive in the event of the exercise of their put options, as defined contractually, which is based on:
 - a determined equity value at possible exercise date, computed based on (i) EBITDA projections, (ii) a fixed unchanged multiple or a characteristic multiple of Webhelp’s activity and (iii) the group’s projected net debt;
 - an additional estimated retrocession, which will depend on the level of EBITDA taken into account when exercising the put options.

(1) Accretion of obligation, net of normative yield on assets

(2) Plan closed-frozen as of April 1, 2015

Financial statements

Consolidated financial statements

This part of the debt⁽¹⁾, included under “Non-current non-financial liabilities”, subject to a service condition, is recognized over the vesting period. The related expected future cash flows are discounted at a constant discount rate taking into account the liquidity windows during which their put options can be exercised.

In terms of sensitivity, a 10% increase/decrease in EBITDA would, all things being equal, have an estimated impact of EUR 281 million and EUR - 256 million on the value of the debt.

Note 23 Other current liabilities

IN EUR MILLION	2022	2021
Current financial liabilities	257.0	71.1
Derivative financial instruments held for trading	69.8	31.8
Derivative financial instruments - Hedging	113.5	5.3
Other	73.7	34.0
Current non-financial liabilities	1,006.1	896.2
Social security liabilities	344.9	371.4
Tax liabilities other than those related to income tax	168.6	154.9
Other	492.6	369.9
TOTAL	1,263.1	967.4
Of which: Holding	153.6	49.5
Imerys	373.3	418.1
Webhelp	518.0	447.8
Canyon	33.2	31.7
Affidea	129.5	-
Sanoptis	26.1	-
GBL Capital and SIM	29.4	20.4

The other current non-financial liabilities mainly include a Webhelp debt corresponding to funds received by the group on behalf of their clients (EUR 176 million) and the debt on fixed assets at Imerys' level for EUR 91 million.

Note 24 Assets and liabilities associated with assets held for sale and discontinued operations

On July 28, 2022, Imerys received an offer to purchase substantially all of its High Temperature Solutions business line. Imerys, having taken note of the offer of the potential buyer and having observed that this activity could be sold immediately, in its current state, within one year, concluded that it constituted a group to be sold. Depreciation and amortization ceased to be recognized as of the date of receipt of the offer to purchase. In addition, as the business is a separate major line of business, it has been classified as a discontinued operation. The sale of the business to the US investment fund Platinum Equity was completed on January 31, 2023 (see note 33). The cash proceeds received amount to EUR 708 million. The translation reserve associated with the activity, amounting to EUR - 154 million as of December 31, 2022, will be reclassified in the income statement for its amount as of the date of the loss of control. The contributions of the activity have been presented in separate line items in the consolidated income statement and their details in the income statement and the consolidated statement of cash flows are provided in the tables below:

IN EUR MILLION	2022	2021
Turnover	891.0	718.2
Raw materials and consumables	(425.7)	(325.1)
Employee expenses	(148.6)	(138.4)
Depreciation/amortization of property, plant, equipment and intangible assets	(13.8)	(21.6)
Other operating income (expenses) from operating activities	(183.8)	(138.9)
Gains (losses) on disposals, impairments and reversals of non-current assets from operating activities	(0.4)	(0.4)
Financial income (expenses) from operating activities	(2.7)	0.6
Profit (loss) before tax from consolidated operating activities - continuing operations	116.0	94.4
Income taxes	(38.7)	(26.8)
Profit (loss) from consolidated operating activities - discontinued operations	77.3	67.5

(1) Presented in the Annual Report 2021 under “Retirement benefits and other post-employment benefits”

Financial statements

Consolidated financial statements

IN EUR MILLION	December 31, 2022	December 31, 2021
Net cash from (used in) operating activities	94.4	125.7
Net cash from (used in) investing activities	23.9	(37.2)
Net cash from (used in) financing activities	(35.1)	9.7
NET VARIATION IN CASH AND CASH EQUIVALENTS	83.2	98.2

Furthermore, on September 9, 2022, Imerys received an offer to purchase a group of mining and industrial assets serving the paper market in America, Europe and Asia in its Performance Minerals business group. Imerys, having undertaken a review of the potential buyer's offer and having observed that the assets could be disposed of immediately, in their current condition and within one year, their assets and associated liabilities were designated as assets (and liabilities related to assets) held for sale on the date of receipt of the offer. Depreciation ceased to be recorded at that date. The following table presents details of the assets (and liabilities related to assets) isolated from the rest of the continuing operations in the statement of financial position. The share of the goodwill of the Performance Minerals activity allocated to the divested activity amounts to EUR 110 million. This amount has been written down by EUR 108 million in order to limit the carrying amount of the assets (and asset-related liabilities) of the activity to their fair value net of costs to sell. This impairment loss was recognized in the income statement as "Gains (losses) on disposals, impairments and reversals of non-current assets from operating activities". The translation reserve associated with the business, amounting to EUR -220 million as of December 31, 2022, will be reclassified to the income statement for its amount as of the date of loss of control.

The assets and liabilities associated with the assets held for sale of these two Imerys activities include the following items:

IN EUR MILLION	December 31, 2022	December 31, 2021
Assets held for sale	1,376.2	63.1
Non-current assets	725.1	44.6
Current assets	651.1	18.5
Liabilities associated with assets held for sale	468.9	13.5
Non-current liabilities	220.5	2.0
Current liabilities	248.4	11.4

Note 25 Financial risks management and sensitivity analysis

Considering the specific nature of each of the entities consolidated in the group's financial statements and their widely differing activities (financial for GBL and operational for Imerys, Webhelp, Canyon, Affidea and Sanoptis), each entity manages risks independently.

The main risks identified at group level are the foreign exchange risk, the stock exchange risk, the interest rate risk, the energy price risk, the market liquidity risk, the conversion of financial statements risk and the credit risk (mainly for Webhelp and Imerys).

Foreign exchange risk is defined as the risk whereby a cash flow labeled in foreign currency may be subject to a deterioration caused by an unfavorable change in its counterpart in functional currency. The group is exposed to foreign exchange risk through:

(i) The impact it can have on the value of its portfolio through investments quoted in foreign currencies (accounted for as other equity investments and trading assets), as well as through dividend flows it receives. As of December 31, 2022, GBL was primarily exposed to CHF, USD and NOK, to a lesser extent. A 10% appreciation/depreciation in the Euro versus its end-of-year rate for all currencies used by the group would have had an impact of EUR - 449 million and EUR 449 million on shareholders' equity and EUR - 121 million and EUR 121 million on the annual income statement. These calculations only concern statements of financial position owned by the group and does not take into account the impact of the appreciation/depreciation of these currencies on the market price of the underlying assets.

(ii) The impact on the underlying elements of its net financial debt, i.e. before foreign exchange rates derivatives as of December 31, 2022. A 10% downward or upward variation of the Euro against other foreign currencies would generate a variation of EUR 142 million and EUR - 133 million on net financial debt. A 10% decrease/increase in foreign currency exchange rates on the portfolio of derivative instruments held as of December 31, 2022 for highly probable future transactions of purchases and sales in foreign currencies would have an impact on equity (effective portion of derivative instruments qualified as cash flow hedges) of EUR 2 million and EUR - 1 million respectively and on the income statement (ineffective portion of derivative instruments qualified as cash flow hedges of cash and derivative instruments not eligible for hedge accounting) of EUR 0 million and EUR 0 million.

The transactions performed by the group are accounted for, wherever possible, in the functional currency of the entity that carries out the transaction. When it is not possible to record a transaction in the functional currency of the entity, the transactional currency risk may be hedged on an individual basis using forwards, swaps or options. The corresponding instruments qualify as cash flow hedges.

Financial statements

Consolidated financial statements

Stock exchange risk is defined as the risk whereby the portfolio of the group (other equity investments and trading assets) may be influenced by an unfavorable change of market prices. The group is exposed, due to the very nature of its activities, to market fluctuations of its portfolio. The volatility of the financial markets, moreover, can have an impact on the share price of GBL. As of December 31, 2022, a 10% appreciation/depreciation in the market price of all portfolio investments in listed companies as well as on the derivative instruments (options, exchangeable and convertible bonds) would have an impact of EUR 1,056 million and EUR -1,056 million on shareholders' equity and of EUR -28 million and EUR 28 million on the annual income statement.

Interest rate risk is defined as the risk whereby the interest flow related to financial liabilities, on the one hand, and gross cash, on the other hand, may be deteriorated by an unfavorable change of interest rates. Regarding financial liabilities, a modification of interest rates has a limited impact on GBL's profit (loss) because the vast majority of its financial liabilities is issued at fixed interest rates. As regards cash, GBL has chosen to continue to give priority to liquidity while limiting counterparty risk. Cash is therefore invested on a very short-term basis so that it can be mobilized at any time to contribute to the group's flexibility and security in the event of investment or the materialization of external risks. Imerys' strategy focuses on obtaining finances mainly in euros, which is the most accessible fixed-rate financial resource. Medium-term fixed-rate bond issues can be converted to floating rates using interest rate swaps. Given the expected trend in interest rates in 2022, the group has fixed the interest rate for part of its future financial debt on various terms. At Webhelp's level, the interest rate risk relates mainly to its variable rate bank debt, which was taken out at the time of GBL's majority investment in November 2019 and extended in July 2021 as part of the acquisition of OneLink. At the end of 2022, the group put in place interest rate hedges to transform part of its variable-rate debt into fixed-rate debt. At Canyon, Affidea and Sanoptis, bank debt is also at variable rates, and in order to protect itself against rising interest rates, those companies entered into interest rate hedging instruments in 2022.

In terms of sensitivity, a decrease or increase of interest rates (Euribor, SONIA and SOFR) of 0.5% would respectively have an impact on the net financial debt of the group of EUR - 8 million and EUR 8 million.

Energy price risk is the risk whereby the cash outflow due in relation to energy purchases may be subject to a deterioration by a rise in its market price. Imerys is exposed to the price risk of energy used in the production cycle of its activities, mainly natural gas, electricity and, to a lesser extent, coal. To manage energy price risk, Imerys sources its energy from a variety of geographical locations and sources. The group aims at impacting the increase in energy onto the selling price of its products. Energy price risk is hedged using forward and option contracts, instruments that qualify as cash flow hedges. In terms of sensitivity, a 10% decrease or increase of natural gas and Brent prices on the portfolio of derivative instruments held at December 31, 2022 with respect to highly probable future purchases of natural gas and Brent would have an impact on equity (effective portion of cash flow hedges) of EUR - 4 million and EUR 4 million respectively, and on the income statement (ineffective portion of cash flow hedges and non-hedge derivative instruments) of EUR 0 million and EUR 0 million.

Market liquidity risk is the risk whereby the group would not be in a position to meet the repayment obligations of its financial liabilities due to the non-renewal of a non-confirmed financial resource (short-term negotiable securities, bank facility and accrued interests, or other debt and facilities). Group cash flow forecasts between the drawdown date and the repayment date of these debts must allow the group to honor its repayments at maturity. The debt schedule of debts is presented in note 17.

Conversion risk of financial statements is a form of foreign exchange risk whereby the value in euros of the financial statements of a foreign operation may be subject to a deterioration due to an unfavorable change in the foreign exchange rate of the functional currency of that business. The group, mainly through Imerys, hedges part of its net investments in foreign operations by granting loans specifically allocated to financing the operations in the long term and by controlling the proportion of its financial debt stated in foreign currencies. The exchange rate differences generated by the loans and borrowings qualified as hedges of net investments in foreign operations are recognized in equity so as to neutralize, to a certain extent, the translation gains or losses on hedged net investments. In terms of sensitivity, a 10% decrease or increase in foreign exchange rates on the portfolio of foreign exchange swaps held at December 31, 2022 with respect to hedges of net investments in foreign operations would have an impact on equity (effective portion of hedges of net investments in foreign operations) of EUR - 55 million and EUR 45 million respectively, and on the income statement (ineffective portion of hedges of net investments in foreign operations and non-hedge derivative instruments) of EUR 0 million and EUR 0 million.

Credit risk is the risk that a group debtor (mainly Imerys and Webhelp) does not reimburse their debt at the agreed due date. This risk mainly affects trade receivables. Credit risk is monitored at entity level by analyzing the breakdown of receivables by maturity. Generally due between 30 and 90 days, the group's receivables are not covered by any material financing component. Group entities may hedge credit risk through credit insurance contracts or warranties (see note 15).

Financial statements

Consolidated financial statements

Note 26 Derivative financial instruments

26.1 Fair values of short-term and long-term derivative financial instruments

The fair values of the derivative financial instruments held as of December 31, 2022 and 2021 are shown in the following table:

IN EUR MILLION	2022	2021
ASSETS	62.5	87.3
<i>Of which non-current assets</i>	<i>9.6</i>	<i>1.7</i>
<i>Of which current assets</i>	<i>52.9</i>	<i>85.5</i>
Composed of:		
Forwards, futures and currency swaps – Derivative instruments held for trading	17.3	8.3
Forwards, futures and currency swaps – Hedging	38.7	13.3
Futures and commodities options – Derivative instruments held for trading	-	-
Futures and commodities options – Hedging	6.5	65.7
LIABILITIES	(276.1)	(219.9)
<i>Of which non-current liabilities</i>	<i>(92.8)</i>	<i>(182.7)</i>
<i>Of which current liabilities</i>	<i>(183.3)</i>	<i>(37.2)</i>
Composed of:		
Forwards, futures and currency swaps – Derivative instruments held for trading	(0.3)	(6.5)
Forwards, futures and currency swaps – Hedging	(15.0)	(2.2)
Futures and commodities options – Hedging	(25.9)	(3.2)
Forwards on shares – Hedging	(76.7)	-
Call and put options on shares – Derivative instruments held for trading	(158.2)	(208.0)
NET POSITION	(213.7)	(132.6)
Forwards, futures and currency swaps	40.7	12.9
Forwards on shares	(76.7)	-
Futures and commodities options	(19.4)	62.5
Call and put options on shares	(158.2)	(208.0)

The following table shows the maturity of the cash flow hedge derivatives for the reporting periods ended December 31, 2022 and 2021:

IN EUR MILLION	Total	Within the year	2 to 5 years	Over 5 years
Forwards, futures and currency swaps	23.7	18.3	5.4	-
Futures and commodities options	(19.4)	(19.4)	-	-
Forwards on shares	(76.7)	(76.7)	-	-
TOTAL AS OF DECEMBER 31, 2022	(72.4)	(77.8)	5.4	-
Forwards, futures and currency swaps	11.1	11.0	0.1	-
Futures and commodities options	62.5	62.5	-	-
TOTAL AS OF DECEMBER 31, 2021	73.6	73.5	0.1	-

26.2 Change in fair value of derivative instruments

The following table shows the changes in the fair value of hedging derivative instruments between two closing dates:

IN EUR MILLION	2022	2021
Derivative instruments - hedging		
As of January 1 – net derivatives position	73.6	(4.4)
Increase (decrease) recognized in profit or loss	(1.7)	-
Increase (decrease) recognized in shareholders' equity	(154.7)	60.9
Changes in group structure/Business combinations/Other	10.4	17.1
AS OF DECEMBER 31 – NET DERIVATIVES POSITION	(72.4)	73.6

Financial statements

Consolidated financial statements

The following table shows the changes in the fair value of derivative instruments held for trading between two closing dates:

IN EUR MILLION	2022	2021
Derivative financial instruments held for trading		
As of January 1 – net derivatives position	(206.2)	(17.6)
Increase (decrease) recognized in profit or loss	98.7	(133.6)
Increase recognized in shareholders' equity	-	-
Changes in group structure/Business combinations/Other	(33.6)	(55.0)
AS OF DECEMBER 31 – NET DERIVATIVES POSITION	(141.2)	(206.2)

26.3 Notional underlying amounts of derivative financial instruments

IN EUR MILLION	2022	2021
ASSETS	2,140.4	663.3
Composed of:		
Forwards, futures and currency swaps	2,063.7	661.9
Futures and commodities options	76.7	1.4
LIABILITIES	4,043.6	3,530.7
Composed of:		
Forwards, futures and currency swaps	1,715.9	1,234.1
Forwards on shares	537.6	-
Futures and commodities options	21.7	14.4
Call and put options on shares	1,768.4	2,282.2

26.4 Maturity of notional underlying amounts of derivative financial instruments

IN EUR MILLION	Total	Within the year	2 to 5 years	Over 5 years
Forwards, futures and currency swaps	3,779.6	3,067.9	107.1	604.6
Forwards on shares	537.6	537.6	-	-
Futures and commodities options	98.4	98.4	-	-
Call and put options on shares	1,768.4	689.6	1,078.8	-
TOTAL AS OF DECEMBER 31, 2022	6,184.0	4,393.5	1,185.9	604.6
Forwards, futures and currency swaps	1,896.0	1,810.0	86.0	-
Futures and commodities options	15.8	15.8	-	-
Call and put options on shares	2,282.2	1,298.0	984.3	-
TOTAL AS OF DECEMBER 31, 2021	4,194.0	3,123.8	1,070.3	-

Financial statements

Consolidated financial statements

Note 27 Stock options

GBL

Cash-settled plans

GBL issued since 2013 several incentive plans concerning the shares of a sub-subsiaries of the group. These options were granted to the staff and the Executive Management of GBL. These options give the right to the beneficiary to acquire a share for an exercise price, corresponding with the value of the underlying share at the moment of the granting of the options. These options can be exercised during a period of time.

The options will be settled in cash or in shares. These plans are treated as cash-settled plans. The characteristics of the plans not yet fully exercised or expired are included in the table below:

	FINPAR VIII S.R.L. ⁽¹⁾	FINPAR VII S.R.L. ⁽²⁾	FINPAR VI S.R.L.	FINPAR V S.R.L.	FINPAR IV S.A.	FINPAR III S.A.	FINPAR II S.A.	URDAC S.A.	LTI TWO S.A.
Issue date	May 9, 2022	November 22, 2021	December 15, 2020	June 12, 2020	May 10, 2019	May 7, 2018	May 8, 2017	May 5, 2015	April 29, 2014
Number of accepted options	1,819,341	1,273,215	346,359	335,729	303,380	337,146	348,424	257,206	223,256
Exercise price (in EUR)	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00	10.00
Vesting date	May 9, 2025	November 22, 2024	December 15, 2023	June 12, 2023	May 10, 2022	May 7, 2021	May 8, 2020	May 5, 2018	April 29, 2017
Expiry date	May 8, 2032	November 21, 2031	December 14, 2030	June 11, 2030	May 9, 2029	May 6, 2028	May 7, 2027	May 4, 2025	April 28, 2024

Valuation assumptions

Valuation method	Intrinsic value	Intrinsic value	Intrinsic value	Intrinsic value	Intrinsic value	Intrinsic value	Intrinsic value	Monte Carlo	Monte Carlo
Implicit volatility of the underlyings	n.r.	n.r.	n.r.	n.r.	n.r.	n.r.	n.r.	16.25% -18.08%	15.93% -29.74%
Fair value per unit (in EUR)	0.00	0.00	8.80	13.45	0.00	0.00	0.00	11.60	21.59
Debt accounted for (in EUR million)	0.7	0.5	2.6	4.2	0.0	0.0	0.0	0.1	0.1

The table of changes is shown below:

	2022		2021	
	Number	Exercise price (IN EUR)	Number	Exercise price (EN EUR)
As of January 1	1,678,790	10.00	1,344,694	10.00
Exercised by:				
<i>Executive Management</i>	-	10.00	-	10.00
<i>Employees</i>	(400)	10.00	(10,038)	10.00
Granted to:				
<i>Executive Management</i>	675,000	10.00	86,400	10.00
<i>Employees</i>	2,417,556	10.00	257,734	10.00
As of December 31	4,770,946	10.00	1,678,790	10.00
Plan LTI Two	3,249	10.00	3,249	10.00
Plan URDAC	6,328	10.00	6,728	10.00
Plan FINPAR II	348,424	10.00	348,424	10.00
Plan FINPAR III	337,146	10.00	337,146	10.00
Plan FINPAR IV	303,180	10.00	303,180	10.00
Plan FINPAR V	334,649	10.00	334,649	10.00
Plan FINPAR VI	345,414	10.00	345,414	10.00
Plan FINPAR VII	1,273,215	10.00	-	-
Plan FINPAR VIII	1,819,341	10.00	-	-

In 2022, the total cost for the group with respect to the stock option plans was recorded in operating expenses and amounted to EUR - 8 million (EUR 15 million in 2021), of which EUR - 1 million for the Executive Management (EUR 4 million in 2021). At the end of 2022, 29.92% of the options were vested, but only 0.20% were exercisable.

(1) Of which Type A and Type B options

(2) Of which Type A and Type B options

Financial statements

Consolidated financial statements

Equity-settled plans

GBL has issued six incentive plans from 2007 to 2012 based on GBL shares for its Executive Management and staff. These plans are treated as equity-settled plans. The characteristics of the plans outstanding and not fully exercised as of December 31, 2022 are shown in the following table:

GBL PLAN	2008
Characteristics	
Number of options on issuing	153,984
Initial exercise price (in EUR)	7740
Vesting date	January 1, 2012
Expiry date	April 9, 2018 April 9, 2023

GBL PLAN	2008
Black & Scholes valuation assumptions (according to an independent expert) when the plans are launched	
Expected volatility	25.6%
Expected dividend growth	8.0%
Risk-free rate	4.9%
Fair value per unit (in EUR)	21.82

The table of changes is shown below:

	Number	2022 Exercise price (IN EUR)	Number	2021 Exercise price (IN EUR)
As of January 1	52,426	81.17	161,541	84.83
Exercised by:				
Executive Management	-	-	-	-
Employees	(21,813)	86.46	(109,115)	86.58
As of December 31	30,613	77.40	52,426	81.17
2007 plan	-	91.90	18,932	91.90
2008 plan	30,613	77.40	30,613	77.40
2011 plan	-	65.04	-	65.04
2012 plan	-	50.68	2,881	50.68

Imerys

Imerys has put in place an incentive plan for the group's executives and some of the managers and employees that entails the granting of options on Imerys shares. Each option entitles the holder to subscribe shares at a predetermined fixed price. The right to exercise the options is generally acquired three years after the date of the granting and the options have a maximum life of ten years.

Changes in options granted are shown in the following table:

	Number	Exercise price IN EUR
As of December 31, 2020	162,113	48.24
Granted during the period	-	-
Expired during the period	(84,893)	(52.40)
Exercised during the period	-	-
AS OF DECEMBER 31, 2021	77,220	43.62
Exercisable as of December 31, 2021	77,220	-
As of December 31, 2021	77,220	43.62
Granted during the period	-	-
Expired during the period	(77,220)	(43.62)
Exercised during the period	-	-
AS OF DECEMBER 31, 2022	-	-
Exercisable as of December 31, 2022	-	-

Financial statements

Consolidated financial statements

The number of options on Imerys shares is as follows:

PLAN	Maturity	Exercise price IN EUR	2022 Number	2021 Number
April 2012	2022	43.62	-	77,220
TOTAL			-	77,220

In addition, Imerys grants stock option plans, which, if exercised, result in the subscription of shares newly issued for this as well as free shares acquired in the market. In 2022, Imerys granted 432,950 free performance bonus shares (482,200 in 2021). As of December 31, 2022, the total employee expenses recognized in the Imerys group's financial statements with respect to stock option and bonus share plans for the year amounted to EUR 14 million (EUR 9 million in 2021).

	Number of free shares	Maturity	Turnover rate	Average dividend rate	Performance conditions	Fair value IN EUR	Total cost per plan IN EUR MILLION	2022 cost of plans IN EUR MILLION	2021 cost of plans IN EUR MILLION
2018	265,200	3 years	40.20%	3.00%	52.40%	6711	(5.6)	-	1.6
2019	427,500	3 years	33.80%	3.00%	55.00%	35,75	(5.6)	(0.2)	(1.0)
2020	154,150	3 years	9.80%	3.10%	94.20%	36,71	(4.8)	(1.4)	(1.7)
2020	457,700	3 years	6.00%	3.10%	94.20%	26,75	(10.8)	(4.1)	(3.9)
2021	482,200	3 years	6.90%	3.20%	92.40%	38,85	(16.1)	(5.7)	(3.6)
2022	432,950	3 years	10.00%	3.30%	89.70%	27,36	(9.6)	(2.1)	-
COST OF PLANS RECOGNIZED IN EMPLOYEE EXPENSES								(13.5)	(8.6)
Settlement in equity instruments								(13.5)	(8.6)

Webhelp

Finally, Webhelp's stock option plan for Courcelles Lux S.C.A ended in 2021.

Note 28 Earnings per share

28.1 Earnings per share (group's share)

IN EUR MILLION	2022	2021
Basic		
Consolidated income for the period (including discontinued operations)	(584.7)	278.8
Consolidated income for the period (excluding discontinued operations)	(627.2)	241.7
Diluted		
Consolidated income for the period (including discontinued operations)	(614.2)	312.9
Consolidated income for the period (excluding discontinued operations)	(656.7)	275.9

Financial statements

Consolidated financial statements

28.2 Number of shares

	2022	2021
Issued shares at beginning of year	156,355,000	161,358,287
Treasury shares at beginning of year	(7944,102)	(8,749,816)
Weighted changes during the period	(1,693,739)	(451,329)
Weighted average number of shares used to determine basic earnings per share	146,717,159	152,157,142
Impact of financial instruments with a diluting effect:		
Convertible bonds	4,255,580	4,255,580
Stock options (Note 27)	-	52,426
Weighted average number of shares used to determine diluted earnings per share	150,972,739	156,465,148

28.3 Summary of earnings per share

IN EUR PER SHARE	2022	2021
Basic	(3.99)	1.83
Continuing operations	(4.28)	1.59
Discontinued operations	0.29	0.24
Diluted	(4.07)	1.83
Continuing operations	(4.35)	1.59
Discontinued operations	0.28	0.24

Note 29 Financial instruments

Fair value

To reflect the importance of inputs used when measuring at fair value, the group classifies these valuations according to a hierarchy composed of the following levels:

- level 1: listed prices (non-adjusted) on active markets for identical assets or liabilities;
- level 2: inputs, other than the listed prices included in level 1, that are observable for the asset or liability concerned, either directly (i.e. prices) or indirectly (i.e. derived from prices); and
- level 3: inputs related to the asset or liability that are not based on observable market data (non-observable inputs).

Analysis of financial instruments by category – balance sheets

The tables below show a comparison of the book value and the fair value of the financial instruments as of December 31, 2022 and as of December 31, 2021, as well as the fair value hierarchy.

The category, according to IFRS 9, uses the following abbreviations:

- FATOCI: Financial Assets measured at fair value through Other Comprehensive Income
- FATPL: Financial Assets measured at fair value through Profit or Loss
- FLTPL: Financial Liabilities measured at fair value through Profit or Loss
- FAAC: Financial Assets measured at Amortized Cost
- FLAC: Financial Liabilities measured at Amortized Cost
- HeAc: Hedge Accounting.

Financial statements

Consolidated financial statements

As of December 31, 2022

IN EUR MILLION	Category according to IFRS 9	Carrying amount	Fair value	Hierarchy of fair values
FINANCIAL ASSETS				
Non-current assets				
Other equity investments				
Equity investments measured at fair value and with changes recognized in equity	FATOCI	10,837.2	10,837.2	Level 1
Equity investments measured at fair value and with changes recognized in equity	FATOCI	273.0	273.0	Level 3
Equity investments measured at fair value and with changes recognized in profit or loss	FATPL	127.3	127.3	Level 1
Equity investments measured at fair value and with changes recognized in profit or loss	FATPL	1,927.0	1,927.0	Level 3
Other non-current assets				
Derivative instruments - hedging	HeAc	9.6	9.6	Level 2
Other financial assets	FAAC	66.1	66.1	Level 2
Current assets				
Trade receivables	FAAC	1,108.7	1,108.7	Level 2
Trading financial assets	FATPL	870.0	870.0	Level 1
Cash and cash equivalents	FAAC	1,768.3	1,768.3	Level 2
Other current assets				
Derivative instruments - hedging	HeAc	35.5	35.5	Level 2
Derivative instruments - other	FATPL	174	174	Level 2
Other financial assets	FAAC	38.0	38.0	Level 2
FINANCIAL LIABILITIES				
Non-current liabilities				
Financial liabilities	FLAC	8,714.7	8,379.3	Level 2
Other non-current liabilities				
Derivative instruments - hedging	HeAc	4.1	4.1	Level 2
Derivative instruments - other	FLTPL	88.7	88.7	Level 2
Other non-current liabilities	FLAC	1,545.2	1,545.2	Level 2
Current liabilities				
Financial liabilities				
Other financial liabilities	FLAC	1,654.6	1,675.9	Level 2
Trade payables	FLAC	8574	8574	Level 2
Other current liabilities				
Derivative instruments - hedging	HeAc	113.5	113.5	Level 2
Derivative instruments - other	FLTPL	69.8	69.8	Level 2
Other current liabilities	FLAC	73.7	73.7	Level 2

Financial statements

Consolidated financial statements

As of December 31, 2021

IN EUR MILLION	Category according to IFRS 9	Carrying amount	Fair value	Hierarchy of fair values
FINANCIAL ASSETS				
Non-current assets				
Other equity investments				
Equity investments measured at fair value and with changes recognized in equity	FATOCI	15,523.2	15,523.2	Level 1
Equity investments measured at fair value and with changes recognized in equity	FATOCI	266.0	266.0	Level 3
Equity investments measured at fair value and with changes recognized in profit or loss	FATPL	481.4	481.4	Level 1
Equity investments measured at fair value and with changes recognized in profit or loss	FATPL	1,904.3	1,904.3	Level 3
Other non-current assets				
Derivative instruments - hedging	HeAc	1.2	1.2	Level 2
Derivative instruments - other	FATPL	0.5	0.5	Level 2
Other financial assets	FAAC	83.9	83.9	Level 2
Current assets				
Trade receivables	FAAC	1,019.7	1,019.7	Level 2
Trading financial assets	FATPL	2,086.0	2,086.0	Level 1
Cash and cash equivalents	FAAC	1,331.6	1,331.6	Level 2
Other current assets				
Derivative instruments - hedging	HeAc	77.8	77.8	Level 2
Derivative instruments - other	FATPL	7.7	7.7	Level 2
Other financial assets	FAAC	14.8	14.8	Level 2
FINANCIAL LIABILITIES				
Non-current liabilities				
Financial liabilities	FLAC	6,616.2	6,910.3	Level 2
Other non current liabilities				
Derivative instruments - other	FLTPL	182.7	182.7	Level 2
Other non current liabilities	FLAC	1,067.0	1,067.0	Level 2
Current liabilities				
Financial liabilities				
Other financial liabilities	FLAC	1,037.5	1,038.7	Level 2
Trade payables	FLAC	865.8	865.8	Level 2
Other current liabilities				
Derivative instruments - hedging	HeAc	5.3	5.3	Level 2
Derivative instruments - other	FLTPL	31.8	31.8	Level 2
Other current liabilities	FLAC	34.0	34.0	Level 2

There were no significant transfers between the different levels during 2022.

Measurement techniques

The group's financial instruments very largely belong to classification levels 1 and 2. The financial assets measured at level 3 fair value are not significant compared to the other asset classes (12.88% as of December 31, 2022 and 9.52% as of December 31, 2021).

The techniques used to measure the fair value of level 2 financial instruments are as follows:

The exchangeable or convertible bonds issued by the group are considered to be hybrid instruments, i.e. instruments including a bond component and an embedded derivative. At the date of issue, the fair value of the bond component is estimated based on the prevailing market interest rate for similar non-exchangeable or non-convertible bonds, taking into account the risk associated with GBL (credit spread). At each reporting date, the value of the bond component is recalculated, taking into account the change in the risk-free rate and GBL's credit spread, and the difference in relation to the price of the exchangeable or convertible bond observed on the Luxembourg Stock Exchange's Euro MTF market is taken as the new value of the derivative component. The change in this value in relation to the previous reporting date is recognized in profit or loss.

The fair value of derivative instruments not associated with exchangeable or convertible bonds is taken from a model that uses observable data, in other words the quotes on the reporting date provided by third-parties operating on the financial markets. These valuations are adjusted for the counterparties' credit risk and the credit risk specific to Imerys or GBL. Accordingly, if the market value of the derivative is positive (derivative asset), its fair value incorporates the likelihood of the counterparty defaulting (Credit Value Adjustment or CVA). If the derivative's market value is negative (derivative liability), its fair value factors in the likelihood of Imerys or GBL defaulting (Debit Value Adjustment or DVA).

Financial statements

Consolidated financial statements

These adjustments are measured based on the spreads of the bonds in circulation on the secondary market, as issued by Imerys, GBL and their counterparts.

The techniques used to measure the fair value of level 3 financial instruments are as follows:

Level 3 financial instruments are valued on a quarterly basis at their fair value in line with the International Private Equity and Venture Valuation Guidelines. Recent investments are valued at their acquisition cost, provided that these valuations are considered as the best estimates of fair value. Investments in level 3 funds are revalued at their fair value, as determined by the fund managers, based on their investment portfolio.

Analysis of financial instruments by category – income statement

The tables hereafter present the income and expenses before income taxes recognized in the income statement by categories of financial instruments. These tables analyze the product and expense lines containing financial instruments according to categories presented in columns. These distinguish, on the one hand, the categories applied by default to any item excluding hedge accounting and, on the other hand, the categories applied to any item falling within the scope of hedge accounting.

The IFRS 9 categories of amortized cost and fair value through profit or loss apply to the majority of non-hedge accounting items. Hedge accounting items are classified according to their fair value or cash flow hedging qualifications, distinguishing the values of hedged items and hedging instruments in columns and the types of risks hedged in rows.

In addition, in order to ensure reconciliation between IFRS 9 classes and financial statements, this table includes a column containing the following non-IFRS 9 items: share-based payments (IFRS 2), mining assets (IFRS 6), inventories (IAS 2), income tax assets and liabilities (IAS 12), property, plant and equipment (IAS 16), finance lease liabilities (IFRS 16), defined benefit and short-term employee benefits assets and liabilities (IAS 19), grants (IAS 20), provisions (IAS 37), intangible assets and prepaid expenses (IAS 38), stripping assets (IFRIC 20) and duties and taxes (IFRIC 21). The logic of classification of financial instruments in assets and liabilities is applied in transversally to their changes in income statement. For example, revenue is included in the amortized cost category, as its counterparties in trade receivables or cash and cash equivalents fall under this category on the asset side.

2022

IN EUR MILLION	Non-hedge accounting				Hedge accounting				Total
	Amortized cost	IFRS 9 Categories		Out of IFRS 9 scope	Fair value		Cash flows		
		Fair value through profit or loss	Fair value through equity		Hedged item	Hedging instrument	Hedged item	Hedging instrument	
Net dividends from investments	-	-	322.3	-	-	-	-	-	322.3
Other operating income (expenses) from investing activities	(74.3)	-	-	-	-	-	-	-	(74.3)
Financial income (expenses) from investing activities	(490.0)	94.6	-	-	-	-	-	-	(395.4)
Of which: Financial income	168.7	119.0	-	-	-	-	-	-	287.7
Financial expenses	(658.7)	(24.4)	-	-	-	-	-	-	(683.1)
PROFIT (LOSS) FROM INVESTING ACTIVITIES - CONTINUING OPERATIONS	(564.3)	94.6	322.3	-	-	-	-	-	(147.4)
Turnover	8,108.7	-	-	-	-	-	-	(0.1)	8,108.6
Raw materials and consumables	(2,322.4)	-	-	199.9	-	-	-	100.4	(2,022.1)
Other operating income (expenses) from operating activities	(1,791.1)	-	-	18.1	-	-	-	-	(1,773.0)
Financial income (expenses) from operating activities	(520.6)	5.8	-	(11.0)	-	-	-	-	(525.8)
Of which: Financial income	40.9	5.8	-	-	-	-	-	-	46.7
Financial expenses	(561.5)	-	-	(11.0)	-	-	-	-	(572.5)
PROFIT (LOSS) FROM CONSOLIDATED OPERATING ACTIVITIES - CONTINUING OPERATIONS	3,474.7	5.8	-	207.0	-	-	-	100.3	3,787.8

Financial statements

Consolidated financial statements

2021

IN EUR MILLION	Non-hedge accounting				Hedge accounting				Total
	Amortized cost	IFRS 9 Categories		Out of IFRS 9 scope	Fair value		Cash flows		
		Fair value through profit or loss	Fair value through equity		Hedged item	Hedging instrument	Hedged item	Hedging instrument	
Net dividends from investments	-	-	363.1	-	-	-	-	363.1	
Other operating income (expenses) from investing activities	(54.8)	-	-	-	-	-	-	(54.8)	
Financial income (expenses) from investing activities	249.7	(140.2)	-	-	-	-	-	109.6	
<i>Of which: Financial income</i>	372.0	18.4	-	-	-	-	-	390.4	
<i>Financial expenses</i>	(122.3)	(158.6)	-	-	-	-	-	(280.9)	
PROFIT (LOSS) FROM INVESTING ACTIVITIES - CONTINUING OPERATIONS	195.0	(140.2)	363.1	-	-	-	-	417.9	
Turnover	5,808.1	-	-	-	-	432.2	2.7	6,243.0	
Raw materials and consumables	(1,456.5)	-	-	119.1	-	(184.3)	38.6	(1,483.1)	
Other operating income (expenses) from operating activities	(1,494.5)	-	-	16.6	-	-	-	(1,477.9)	
Financial income (expenses) from operating activities	(436.1)	2.7	-	(10.3)	-	-	-	(443.7)	
<i>Of which: Financial income</i>	33.7	2.8	-	-	-	-	-	36.5	
<i>Financial expenses</i>	(469.7)	(0.1)	-	(10.3)	-	-	-	(480.1)	
PROFIT (LOSS) FROM CONSOLIDATED OPERATING ACTIVITIES - CONTINUING OPERATIONS	2,421.0	2.7	-	125.4	-	2,479	41.3	2,838.4	

Financial statements

Consolidated financial statements

Note 30 Subsidiaries in which GBL holds significant non-controlling interests

The tables below present concise financial information about each of the subsidiaries in which GBL holds significant non-controlling interests, without taking intragroup eliminations into account.

IN EUR MILLION	Imerys	Webhelp	Canyon	Sanoptis	Subsidiaries that are not individually material	2022
Ownership percentage held by non-controlling interests	45.0%	38.7%	50.4%	16.5%		
Voting rights held by non-controlling interests	31.9%	38.7%	50.4%	37.0%		
Non-current assets	4,357.4	3,505.6	751.7	1,846.8		
Current assets	3,513.6	990.6	483.9	176.7		
Non-current liabilities	2,465.6	3,879.3	367.1	1,100.2		
Current liabilities	2,020.0	792.1	123.2	77.5		
Non-controlling interests	47.5	1.0	-	5.0		
Equity (group's share)	3,337.9	(176.2)	745.2	841.1		
Non-controlling interests (including those of the subsidiary)	1,550.4	1.0	362.4	140.5	45.7	2,100.0
Turnover	4,281.6	2,485.3	644.9	180.1		
Net result of the period attributable to the shareholders of GBL (group's share)	130.4	(388.2)	11.0	(20.7)		
Net result of the period attributable to the non-controlling interests	124.0	17.2	11.8	(4.1)	3.2	152.2
Net result of the period (including non-controlling interests)	254.4	(371.0)	22.8	(24.8)		
Other comprehensive income attributable to the shareholders of GBL (group's share)	7.9	26.9	(0.2)	2.2		
Other comprehensive income attributable to the non-controlling interests	15.9	17.2	(0.2)	0.4	0.2	33.5
Total of other comprehensive income (including non-controlling interests)	23.8	44.1	(0.4)	2.6		
Total comprehensive income attributable to the shareholders of GBL (group's share)	138.2	(361.3)	10.8	(18.5)		
Total comprehensive income attributable to the non-controlling interests	139.9	34.4	11.7	(3.6)	3.4	185.7
Total comprehensive income (including non-controlling interests)	278.2	(326.9)	22.4	(22.2)		
Dividends paid to the non-controlling interests	71.9	-	-	-		
Net cash flows from operating activities	440.7	276.3	(111.9)	77.9		
Net cash flows from investing activities	(311.3)	(301.4)	7.2	(187.9)		
Net cash flows from financing activities	76.2	(0.5)	96.0	188.2		
Impact of exchange differences on funds held and impact of changes in scope of consolidation	(3.0)	(9.5)	-	9.7		
Increase/decrease of cash and cash equivalents	202.6	(35.2)	(8.7)	88.0		

Due to the existence of put options contracts that the founders and managers of Webhelp, minority shareholders, hold in all of their shares towards GBL, the non-controlling interests recorded on the acquisition of Webhelp have been reclassified as debts on minority shareholders (see note 22). Contracts of the same type and a reclassification of the same order were recorded on Sanoptis.

Financial statements

Consolidated financial statements

IN EUR MILLION	Imerys	Webhelp	Canyon	Subsidiaries that are not individually material	2021
Ownership percentage held by non-controlling interests	45.2%	41.2%	46.7%		
Voting rights held by non-controlling interests	32.6%	40.8%	46.7%		
Non-current assets	4,990.3	3,285.5	764.6		
Current assets	2,425.8	916.7	303.2		
Non-current liabilities	2,726.5	3,448.3	307.6		
Current liabilities	1,447.7	694.5	98.3		
Non-controlling interests	48.5	1.1	-		
Equity (group's share)	3,193.5	58.4	662.0		
Non-controlling interests (including those of the subsidiary)	1,490.9	1.1	308.0	56.7	1,856.8
Turnover	4,382.9	2,080.6	344.8		
Net result of the period attributable to the shareholders of GBL (group's share)	131.6	(466.4)	(15.3)		
Net result of the period attributable to the non-controlling interests	118.0	28.7	(6.5)	15.8	156.0
Net result of the period (including non-controlling interests)	249.7	(437.8)	(21.7)		
Other comprehensive income attributable to the shareholders of GBL (group's share)	98.0	1.9	1.7		
Other comprehensive income attributable to the non-controlling interests	72.5	1.2	1.5	0.1	75.3
Total of other comprehensive income (including non-controlling interests)	170.5	3.2	3.2		
Total comprehensive income attributable to the shareholders of GBL (group's share)	229.7	(464.5)	(13.6)		
Total comprehensive income attributable to the non-controlling interests	190.5	29.9	(5.0)	15.9	231.3
Total comprehensive income (including non-controlling interests)	420.1	(434.6)	(18.6)		
Dividends paid to the non-controlling interests	53.4	-	-		
Net cash flows from operating activities	540.0	233.5	(103.4)		
Net cash flows from investing activities	(306.7)	(593.3)	(68.4)		
Net cash flows from financing activities	(312.0)	425.1	205.7		
Impact of exchange differences on funds held and impact of changes in scope of consolidation	7.3	(4.1)	-		
Increase/decrease of cash and cash equivalents	(71.3)	61.2	33.9		

Note 31 Contingent assets and liabilities, rights and commitments

In relation to GBL

Investment/subscription commitments

Following GBL's commitment to GBL Capital, the uncalled subscribed capital totaled EUR 846 million as of December 31, 2022 (EUR 742 million at the end of 2021).

Foreign dividends/double international taxation

The group has taken certain measures in order to preserve its interests in matters of double taxation on its foreign dividends.

Financial statements

Consolidated financial statements

GBL's consolidated subsidiaries

Operating lease commitments

The remaining off-balance sheet items are limited to contracts outside the scope of IFRS 16 on leases, notably mining leases and commitments to purchase services associated with leases (EUR 4 million as of December 31, 2022).

Other commitments given and received

These commitments given and received solely concern Imerys, Webhelp, GBL Capital and Sienna Investment Managers.

Other commitments given primarily relate to:

- Imerys' site rehabilitation, in the amount of EUR 68 million (EUR 67 million in 2021);
- operating activities, i.e. firm purchase commitments given by Imerys within the framework of contracts for the purchase of goods, services, energy or transport (EUR 113 million compared with EUR 209 million in 2021);
- cash, i.e. corresponding to letters of credit and guarantees, mortgages and pledges obtained by Imerys and Webhelp from financial institutions to guarantee operating cash flow needs for their clients (EUR 63 million compared with EUR 68 million in 2021); and
- other obligations (EUR 192 million compared with EUR 218 million in 2021).

Commitments received totaled EUR 470 million as of December 31, 2022 (EUR 364 million as of December 31, 2021).

Note 32 Transactions with related parties

External related parties to GBL

GBL's related parties are the Canadian group Power Corporation of Canada and the Belgian group Frère. These groups are for GBL the ultimate group heads. Through their joint venture Parjointco SA, they exercise joint control over the Swiss group Pargesa SA which controls GBL. Pargesa SA is as such a related party of GBL. There is no contract between GBL and Pargesa SA.

As of December 31, 2022 and 2021, there were no transactions with these related parties, except for the provision of services to the Frère and Power Corporation of Canada groups for an amount of EUR 1 million as of December 31, 2022 (EUR 0 million as of December 31, 2021).

Directors' remunerations

The remunerations paid to the Directors are shown in the table below:

IN EUR MILLION	2022	2021
Remunerations, charges and short-term benefits	3.3	3.0
Post-employment benefits	0.5	0.6
Costs related to cash-settled share-based payments	(1.1)	3.8
Other	0.1	0.2
TOTAL	2.7	7.6

Financial statements

Consolidated financial statements

Note 33 Events after the reporting period

Measures to enhance shareholder returns: treasury share buybacks

Between January 2 and March 7, 2023, GBL acquired 1.2 million GBL shares, accounting for 0.8% of the shares representing the capital and valued at EUR 93 million on March 7, 2023. The fifth envelope of share buybacks was 81.2% executed at that date.

On March 9, 2023, the Board of Directors approved a sixth envelope of EUR 500 million to be allocated to share buybacks.

Pernod Ricard

From January 16 to February 1, 2023, GBL completed its disposal plan, selling 0.6 million shares of Pernod Ricard for EUR 110 million, reducing its holding from 6.9% of the capital to 6.7%. GBL remains the largest shareholder after the reference family shareholder. This operation generated a net capital gain⁽¹⁾ of EUR 76 million based on the historical acquisition price.

Mowi

From February 16 to March 7, 2023, GBL sold 2.9 million shares of Mowi, reducing its holding from 1.9% of the capital to 1.3%, for proceeds of EUR 47 million. This operation generated a net capital loss⁽¹⁾ of EUR 2 million.

Note 34 Statutory Auditor's fees

GBL's consolidated and statutory financial statements for this year have been audited and approved without qualifications by the Statutory Auditor PwC Reviseurs d'Entreprises.

In accordance with article 3:65 of the Code on companies and associations, the fees for the services provided by the Statutory Auditor PwC Reviseur d'Entreprises and its network were as follows:

IN EUR	2022	2021
Audit assignment	5,244,000	1,846,068
of which GBL	91,000	91,000
Other attest assignments	271,286	143,220
Tax consultancy assignments	672,482	1,459,064
Other assignments not related to the audit assignment	384,579	394,447
TOTAL	6,572,347	3,842,799
Of which: Holding	970,158	786,230
Imerys	3,508,966	1,421,174
Webhelp	1,516,759	1,001,643
Canyon	13,000	103,100
Affidea	10,350	-
Sanoptis	-	-
GBL Capital and SIM	553,114	530,652

(1) In accordance with IFRS 9, capital gains (losses) from disposals do not impact GBL's net consolidated result

Financial statements

Statutory Auditor's report

7.2 STATUTORY AUDITOR'S REPORT



STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING OF GROUPE BRUXELLES LAMBERT SA/NV ON THE CONSOLIDATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2022

We present to you our statutory auditor's report in the context of our statutory audit of the consolidated accounts of Groupe Bruxelles Lambert SA/NV (the « Company ») and its subsidiaries (jointly « the Group »). This report includes our report on the consolidated accounts, as well as the other legal and regulatory requirements. This forms part of an integrated whole and is indivisible.

We have been appointed as statutory auditor by the general meeting *d.d.* 27 April 2021, following the proposal formulated by the board of directors and following the recommendation by the audit committee. Our mandate will expire on the date of the general meeting which will deliberate on the annual accounts for the year ended 31 December 2023. We have performed the statutory audit of the Group's annual accounts for 2 consecutive years.

Report on the consolidated accounts

Unqualified opinion

We have performed the statutory audit of the Group's consolidated accounts, which comprise the consolidated balance sheet as at 31 December 2022, the consolidated income statement, the consolidated statement of comprehensive income, the consolidated statement of changes in shareholders' equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated accounts, including a summary of significant accounting policies and other explanatory information, and which is characterised by a consolidated balance sheet total of EUR 33.400,4 million and a consolidated loss for the year, attributable to owners of the Company, of EUR 584,7 million.

In our opinion, the consolidated accounts give a true and fair view of the Group's net equity and consolidated financial position as at 31 December 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended, in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium.

Basis for unqualified opinion

We conducted our audit in accordance with International Standards on Auditing (ISAs) as applicable in Belgium. Furthermore, we have applied the International Standards on Auditing as approved by the IAASB which are applicable to the year-end and which are not yet approved at the national level. Our responsibilities under those standards are further described in the « *Statutory auditor's responsibilities for the audit of the consolidated accounts* » section of our report. We have fulfilled our ethical responsibilities in accordance with the ethical requirements that are relevant to our audit of the consolidated accounts in Belgium, including the requirements related to independence.

We have obtained from the board of directors and Company officials the explanations and information necessary for performing our audit.

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Financial statements

Statutory Auditor's report



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key audit matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated accounts of the current period. These matters were addressed in the context of our audit of the consolidated accounts as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Identification and measurement of the fair value of intangible assets on the acquisition date of the Affidea and Sanoptis groups

Description of the Key Audit Matter

In 2022, GBL and its subsidiaries made a series of acquisitions. The main operations are the acquisitions of the Affidea and Sanoptis groups in July 2022, for EUR 994 million and EUR 753 million respectively, as described in section 7.1.7. (changes in scope) of the consolidated accounts.

IFRS 3 « Business Combinations » requires a purchase price allocation exercise, whereby the total consideration is allocated between the fair value of the identifiable assets acquired and the liabilities assumed; the remaining balance being recognized as goodwill. The valuation of certain assets involves the use of estimates regarding future cash flows. This allocation exercise was carried out by management with the help of independent experts for each of the two acquisitions. The acquisition-date fair value of intangible assets and goodwill amounted to EUR 598 million and EUR 883 million, respectively, for Affidea, and EUR 564 million and EUR 860 million, respectively, for Sanoptis.

We considered the accounting treatment arising from these two acquisitions to be a key audit matter because they are significant and require significant assumptions and judgments regarding the identification and valuation of the intangible assets acquired.

How our Audit addressed the Key Audit Matter

With respect to the Affidea and Sanoptis acquisition price allocation exercises, for each acquisition we have, among other things, read the share purchase agreement, verified the calculation of the consideration paid, discussed with local management and read due diligence reports to assess the completeness of the purchase price allocation. We have verified the calculations of the fair value of the identifiable assets acquired and the liabilities assumed and we have ensured that the accounting treatment applied is correct and that appropriate information has been provided in the notes to the consolidated financial statements. With the help of valuation specialists, we reviewed the reasonableness of valuation assumptions such as discount rates, growth rates and gross margin percentage by recalculating them and comparing them with past actual figures. We also assessed the adequacy of the information provided in section 7.1.7.

Following our procedures, we found that the methodologies and assumptions applied are appropriate and fall within a reasonable range, and that the accounting for acquisitions is carried out and disclosed in the notes in an appropriate manner.

Financial statements

Statutory Auditor's report



Valuation of goodwill, intangible and tangible assets

Description of the Key Audit Matter

The Group's consolidated financial statements as of 31 December 2022 show goodwill in the assets amounting to EUR 6.258 million, as well as intangible and tangible fixed assets for amounts of EUR 2.836 million and EUR 3.289 million respectively (see Notes 9 to 11 of the consolidated accounts).

As described in Note 10 and in the accounting policies for the consolidated financial statements, the companies of the Group carry out an impairment test each year on all of their cash-generating units (« CGUs ») insofar as goodwill is present in these. Group management has retained the judgments made by its subsidiaries Imerys, Webhelp, Canyon Bicycles, Sienna Investment Managers, Affidea and Sanoptis in the definition of the CGUs, namely different branches at Imerys, a single CGU at Webhelp, Affidea, Sanoptis and Canyon Bicycles respectively, and each investment at Sienna. In addition, when facts are identified indicating that a CGU, a group of CGUs or an individual non-current asset may have been impaired, management performs an impairment test at an intermediate date.

Most of these assets relate to Imerys, Webhelp, Affidea and Sanoptis (see segment information in Note 1 to the consolidated financial statements).

We considered that the valuation of goodwill and intangible and tangible fixed assets of Imerys, Webhelp, Affidea and Sanoptis is a key audit matter due to their significant nature in the group's accounts, because the definition of the level of test of the goodwill (« CGU ») and the determination of impairment indicators constitute important management judgments, and because the determination of their recoverable amount, most often based on forecasts of discounted future cash flows taking into account, among other things, the uncertainties related to the macroeconomic situation and climate change, requires the use of significant management judgments and estimates.

How our Audit addressed the Key Audit Matter

We have reviewed the annual impairment tests of the main goodwill items carried out by the Group, and we have also met with management to identify any signs of impairment.

We have analysed the compliance with IAS 36 « Impairment of Assets » of the method used by management to determine the recoverable amount of the main CGUs or main groups of CGUs and, where applicable, significant individual non-current assets falling within the scope of the standard, presenting an indication of loss of value.

We have also, where necessary with the help of our valuation specialists, studied the procedures for implementing this methodology for the main CGUs or the main groups of CGUs and analysed in particular:

- The cash flow projections relating to each group of CGUs compared to the economic and financial context in which they operate.

Financial statements

Statutory Auditor's report



- The consistency of these cash flow projections with the most recent Management estimates that were presented to the board of directors of the respective affiliates as part of the budget process and with external studies related to the markets served by the Group.
- The reasonableness of assumptions applied to the projected cash flows, and mainly long-term growth rate and discount rate, with regards to market analyses, the consensus of the main players and the economic environment of countries in which your Group operates.

We have assessed the relevance of information disclosed in Note 10 of the notes to the consolidated accounts and verified arithmetical calculations of sensitivity analyses presented by management.

Based on the procedures implemented, we found that the results of the valuation of goodwill and intangible and tangible fixed assets carried out by management were consistent with the results of our procedures.

Valuation of debts to minority shareholders of Webhelp

Description of the Key Audit Matter

In the context of the acquisition of Webhelp in 2019, fully consolidated, options have been issued on Webhelp shares that give minority shareholders the right to sell all of their Webhelp shares under certain conditions to GBL. Those options have been recognized in GBL's consolidated accounts as debts towards minority shareholders. The value of those debts is reassessed at each closing based on the expected discounted cash flows following the exercise of those options by the minority shareholders.

Debts to minority shareholders amount to EUR 1.675 million as of 31 December 2022 and are recognized in other non-current liabilities (see Notes 22 to the consolidated financial statements).

As part of our audit, we identified the valuation of debts to minority shareholders of Webhelp as a key audit matter primarily because of the materiality of the transaction, the complexity of contracts and the level of estimate required for the valuation of debts to minority shareholders.

How our Audit addressed the Key Audit Matter

We analysed the accounting treatment of agreements for options issued on Webhelp shares, primarily on the basis of IAS 32/IFRS 9 « Financial Instruments », IAS 19 « Personal Benefits » and IFRS 2 « Share-based Payment ».

We audited the valuation of the minority debts as of 31 December 2022. Our experts in valuation have been involved. The procedures performed can be summarised as follows:

- The review of the valuation model, including the mathematical accuracy.
- The review of the assumptions taken in the valuation model.
- The review of the information published in the consolidated accounts and assessment of their compliance with IFRS.

The above procedures provided sufficient evidence to address the key audit matter relating to the valuation of the debts to minority shareholders of Webhelp.

Financial statements

Statutory Auditor's report



The classification and accounting treatment of the different investment lines

Description of the Key Audit Matter

As at 31 December 2022, Groupe Bruxelles Lambert holds a stake of respectively 19,98%, 19,11%, 16,18% and 15,92% in Ontex, SGS, Voodoo and Umicore. In accordance with IFRS 9, Management considers these investments as other equity investments.

As indicated in the notes to the consolidated accounts (« accounting policies », section « changes in accounting estimates/judgments ») summarising the accounting principles of the company, GBL analysed the accounting treatment to be applied for these four investments and in particular the classification as (i) investments in associated companies (IAS 28), or as (ii) other equity investments (IFRS 9). Taking into account an ownership of less than 20% of each of the investments and the fact that:

- The representation of GBL on the board of directors is not sufficient to demonstrate the existence of a notable influence; moreover, representation in the board of directors is limited to the duration of directors' terms and requires a resolution at General Shareholders' Meeting; in particular for listed companies, this representation does not come from a contractual or legal right.
- The other criteria are generally considered to prove that there is no significant influence.

GBL has concluded that there is no significant influence demonstrated and, accordingly, these four investments are recorded as other equity investments.

As part of our audit, we have identified the classification of the investments in Ontex, SGS, Voodoo and Umicore as a key audit matter and this mainly for the following reasons:

- The proximity of the ownership rate to the threshold of 20%.
- The significant importance of these investments.
- The important level of judgement in the analysis of significant influence indicators, as defined by IAS 28.

How our Audit addressed the Key Audit Matter

We reviewed the management's arguments and the facts supporting the classification of the investments in Ontex, SGS, Voodoo et Umicore as other equity investments.

Based on this information, we have obtained sufficient evidence to address the key audit matter related to the accounting treatment of the investments in Ontex, SGS, Voodoo et Umicore.

Assessment of the financial impact relating to the litigation of the talc business of Imerys

Description of the Key Audit Matter

Certain Imerys Group subsidiaries, fully consolidated, are involved in litigations related to the talc business in the United States (Note 20 of the consolidated accounts).

Financial statements

Statutory Auditor's report



In February 2019, the North American entities exposed to these disputes filed for the specific legal Chapter 11 bankruptcy protection. Under this procedure, even though the Imerys Group remains legal owner of the relevant entities, Imerys lost its control over these entities. Therefore, they were removed from the Group's consolidated scope on 13 February 2019.

In May 2020, the Imerys Group and claimants' representatives filed a jointly agreed reorganisation plan (the « Plan » or « Disclosure Statement ») which was later approved by the Judge in January 2021. During this process, in October 2020, an agreement was concluded with Magris Resources for the sale of North American talc activities for a purchase price of USD 223 million and the sale was closed in February 2021.

The voting process of the Plan failed to obtain 75% of favourable votes at the end of 2021. A revised plan is, as of today, still under negotiation. As of 31 December 2022, the remaining provisions for these claims for the Imerys group amounts to EUR 106 million, fully included in GBL's consolidated financial statements.

The measurement of the provision depends on management's judgement as to whether a reliable estimate of the resulting obligation and all associated costs, if any, can be made. Given the importance of the financial impacts for the Imerys group and the determining nature of management's judgments and estimates to assess potential liabilities, we have considered the assessment of the financial consequences of litigation related to the talc business as a key point of our audit.

How our Audit addressed the Key Audit Matter

We have assessed the reasonableness of the residual provision recorded in the balance sheet, based on:

- The « Disclosure Statement » approved by the Court.
- Extracts from the minutes of the various board of directors' meetings of the Imerys group, featuring the exchanges relating to this talc dispute in the US and the Chapter 11 proceedings.
- Inquiries with management, especially with the legal director of the Imerys group.

We obtained confirmation from the external legal advisors representing Imerys group in connection with the Chapter 11 proceedings of its North American subsidiaries that the provision reflected a reasonable estimate of the net financial impact for the Imerys group arising from the potential resolution of these proceedings, and we have verified that this provision is properly included in GBL's consolidated financial statements as of 31 December 2022.

We have assessed the disclosure in the notes to the consolidated financial statements with regard to IAS 37 'Provisions, contingent liabilities and contingent assets'.

We have determined that the assumptions used in the assessment of the financial consequences related to the talc litigation were reasonable.

Financial statements

Statutory Auditor's report



Responsibilities of the board of directors for the preparation of the consolidated accounts

The board of directors is responsible for the preparation of consolidated accounts that give a true and fair view in accordance with International Financial Reporting Standards as adopted by the European Union and with the legal and regulatory requirements applicable in Belgium, and for such internal control as the board of directors determine is necessary to enable the preparation of consolidated accounts that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated accounts, the board of directors is responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the board of directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Statutory auditor's responsibilities for the audit of the consolidated accounts

Our objectives are to obtain reasonable assurance about whether the consolidated accounts as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated accounts.

In performing our audit, we comply with the legal, regulatory and normative framework applicable to the audit of the consolidated accounts in Belgium. A statutory audit does not provide any assurance as to the Group's future viability nor as to the efficiency or effectiveness of the board of directors' current or future business management at Group level. Our responsibilities in respect of the use of the going concern basis of accounting by the board of directors are described below.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated accounts, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the board of directors.

Financial statements

Statutory Auditor's report



- Conclude on the appropriateness of the board of directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our statutory auditor's report to the related disclosures in the consolidated accounts or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our statutory auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated accounts, including the disclosures, and whether the consolidated accounts represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient and appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the Group audit. We remain solely responsible for our audit opinion.

We communicate with the audit committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the audit committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the audit committee, we determine those matters that were of most significance in the audit of the consolidated accounts of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter.

Other legal and regulatory requirements

Responsibilities of the board of directors

The board of directors is responsible for the preparation and the content of the directors' report on the consolidated accounts and the other information included in the annual report on the consolidated accounts.

Statutory auditor's responsibilities

In the context of our engagement and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, the directors' report on the consolidated accounts and the other information included in the annual report on the consolidated accounts and to report on these matters.

Financial statements

Statutory Auditor's report



Aspects related to the directors' report on the consolidated accounts and to the other information included in the annual report on the consolidated accounts

In our opinion, after having performed specific procedures in relation to the directors' report on the consolidated accounts, this directors' report is consistent with the consolidated accounts for the year under audit and is prepared in accordance with article 3:32 of the Companies' and Associations' Code.

In the context of our audit of the consolidated accounts, we are also responsible for considering, in particular based on the knowledge acquired resulting from the audit, whether the directors' report on the consolidated accounts and the other information included in the annual report on the consolidated accounts, containing the condensed statutory financial statements as of 31 December 2022, is materially misstated or contains information which is inadequately disclosed or otherwise misleading. In light of the procedures we have performed, there are no material misstatements we have to report to you.

The non-financial information required by virtue of article 3:32, §2 of the Companies' and Associations' Code is included in the directors' report on the consolidated accounts which is part of the section ESG of the annual report. The Company has prepared the non-financial information, based on (i) the Directive 2014/95/EU on non-financial information (transposed into the Belgian law of 3 September 2017) and (ii) the GRI Standards - Core Option. However, in accordance with article 3:80, §1, 5° of the Companies' and Associations' Code, we do not express an opinion as to whether the non-financial information has been prepared in accordance with the (i) Directive 2014/95/EU on non-financial information (transposed into the Belgian law of 3 September 2017) and (ii) the GRI Standards - Core option as disclosed in the directors' report on the consolidated accounts.

Statements related to independence

- Our registered audit firm and our network did not provide services which are incompatible with the statutory audit of the consolidated accounts, and our registered audit firm remained independent of the Group in the course of our mandate.
- The fees for additional services which are compatible with the statutory audit of the consolidated accounts referred to in article 3:65 of the Companies' and Associations' Code are correctly disclosed and itemised in the notes to the consolidated accounts.

European Uniform Electronic Format (ESEF)

We have also verified, in accordance with the draft standard on the verification of the compliance of the financial statements with the European Uniform Electronic Format (hereinafter « ESEF »), the compliance of the ESEF format with the regulatory technical standards established by the European Delegate Regulation No. 2019/815 of 17 December 2018 (hereinafter: « Delegated Regulation »).

The board of directors is responsible for the preparation, in accordance with ESEF requirements, of the consolidated accounts in the form of an electronic file in ESEF format (hereinafter « digital consolidated accounts ») included in the annual financial report.

Financial statements

Statutory Auditor's report



Our responsibility is to obtain sufficient appropriate evidence to conclude that the format and marking language of the digital consolidated accounts comply in all material respects with the ESEF requirements under the Delegated Regulation.

Based on the work we have performed, we believe that the format of and marking of information in the digital consolidated accounts included in the annual financial report of the Group per 31 December 2022 comply in all material respects with the ESEF requirements under the Delegated Regulation.

Other statements

This report is consistent with the additional report to the audit committee referred to in article 11 of the Regulation (EU) N° 537/2014.

Diegem, 4 April 2023

The statutory auditor
PwC Reviseurs d'Entreprises SRL / PwC Bedrijfsrevisoren BV
Represented by

Alexis Van Bavel
Réviseur d'Entreprises / Bedrijfsrevisor

Delivering meaningful growth

Financial statements

Consolidated IFRS figures over 10 years

7.3 CONSOLIDATED IFRS FIGURES OVER 10 YEARS

IN EUR MILLION	2022	2021 ⁽¹⁾	2020	2019	2018	2017	2016	2015	2014	2013
Balance sheet										
Non-current assets	26,477.0	28,172.1	26,086.9	26,402.4	20,529.3	21,098.5	17,945.3	17,124.1	15,707.4	15,730.9
Current assets	6,923.4	6,125.5	4,270.2	4,883.9	3,360.9	2,960.1	3,927.5	3,281.5	3,977.4	3,226.8
Total assets	33,400.4	34,297.6	30,357.0	31,286.3	23,890.2	24,058.6	21,872.8	20,405.6	19,684.8	18,957.7
Shareholders' equity – Group's share	14,719.6	19,931.5	18,978.2	19,758.2	15,918.7	16,505.0	14,867.0	13,245.6	13,172.7	12,665.2
Non-controlling interests	2,100.0	1,856.8	1,494.7	1,581.2	1,710.9	1,431.4	1,507.2	1,297.9	1,111.5	1,025.6
Non-current liabilities	12,101.1	9,389.3	7,514.8	7,129.5	4,832.6	3,773.9	3,226.5	4,379.6	4,236.9	4,266.9
Current liabilities	4,479.7	3,120.1	2,369.4	2,817.4	1,428.0	2,348.3	2,272.1	1,482.5	1,163.7	1,000.0
Total liabilities and shareholders' equity	33,400.4	34,297.6	30,357.0	31,286.3	23,890.2	24,058.6	21,872.8	20,405.6	19,684.8	18,957.7
Income statement										
Share of profit (loss) of associates	3.2	136.0	(30.9)	(49.3)	25.6	23.9	24.2	(82.8)	72.5	135.8
Net dividends from investments	322.3	363.1	312.9	508.3	350.4	340.7	338.4	323.5	316.5	368.0
Other operating income (expenses) from investing activities	(117.3)	(99.3)	(69.6)	(62.5)	(39.1)	(59.4)	(48.2)	(52.4)	(37.2)	(37.7)
Gains (losses) on disposals, impairments and reversals of non-current assets from investing activities	(83.3)	139.4	1.2	128.6	4.2	245.7	(968.0)	749.8	495.8	192.2
Financial income (expenses) from investing activities	(395.4)	109.6	424.0	143.2	11.8	(174)	37.5	52.4	(123.6)	(169.5)
Profit (loss) before tax from investing activities - continuing operations	(270.4)	648.7	637.6	668.3	352.9	533.5	(616.1)	990.5	724.0	488.8
Turnover	8,108.6	6,243.0	5,915.9	5,037.9	5,201.3	4,626.3	4,531.7	4,392.4	3,918.8	3,904.5
Raw materials and consumables	(2,022.1)	(1,483.1)	(1,551.9)	(1,729.5)	(1,715.7)	(1,434.0)	(1,434.2)	(1,416.1)	(1,283.6)	(1,355.7)
Employee expenses	(3,099.6)	(2,496.9)	(2,157.0)	(1,163.1)	(1,201.5)	(1,064.7)	(982.2)	(948.9)	(806.2)	(807.1)
Depreciation/amortization of property, plant, equipment and intangible assets (excluding impairments and reversals)	(658.1)	(543.5)	(538.2)	(432.6)	(313.3)	(280.6)	(261.8)	(256.0)	(233.2)	(229.6)
Other operating income (expenses) from operating activities	(1,817.6)	(1,464.2)	(1,362.4)	(1,413.3)	(1,802.0)	(1,331.6)	(1,299.5)	(1,302.5)	(1,166.3)	(1,111.3)
Gains (losses) on disposals, impairments and reversals of non-current assets from operating activities	(101.4)	(30.9)	(81.5)	(51.1)	(215.2)	(6.6)	(25.2)	(268.9)	11.9	-
Financial income (expenses) from operating activities	(525.8)	(443.7)	(352.4)	(82.6)	(95.7)	(97.1)	(73.9)	(69.2)	(51.0)	(60.0)
Profit (loss) before tax from consolidated operating activities - continuing operations	(115.9)	(219.3)	(127.5)	165.7	(142.1)	411.7	454.9	130.8	390.4	340.8
Income taxes	(123.4)	(62.2)	(80.8)	(65.1)	(94.7)	(121.4)	(149.7)	(65.4)	(121.3)	(104.9)
Profit (loss) from continuing operations	(509.8)	367.3	429.3	768.9	116.1	823.8	(310.9)	1,055.9	993.1	724.7
Profit (loss) from consolidated operating activities - discontinued operations	77.3	67.5	0.0	-	788.0	67.3	-	-	-	-
Non-controlling interests	152.2	156.0	38.3	64.2	(245.2)	(185.7)	(146.8)	(29.5)	(117.8)	(104.1)
Consolidated profit (loss) for the year – Group's share	(584.7)	278.8	391.0	704.7	658.9	705.4	(457.7)	1,026.4	875.3	620.6
Gross dividend (in EUR)	2.75	2.75	2.50	3.15	3.07	3.00	2.93	2.86	2.79	2.72
Coupon number for dividend	25	24	23	22	21	20	19	18	17	16
Adjusted net assets per share (in EUR)	116.18	143.91	127.03	126.11	100.35	117.06	105.31	94.13	94.58	92.45
Share price (in EUR)	74.58	98.16	82.52	93.96	76.08	89.99	79.72	78.83	70.75	66.73
Number of shares in issue	153,000,000	156,355,000	161,358,287	161,358,287	161,358,287	161,358,287	161,358,287	161,358,287	161,358,287	161,358,287
Number of treasury shares	12,222,870	7,944,102	8,749,816	5,238,989	2,642,982	5,660,482	5,924,416	6,079,926	6,147,123	6,308,090

(1) Results of Imerys for the 12-month period ended December 31, 2021 have been restated to reflect the results from continuing operations excluding the High Temperature Solutions business area ("HTS") whose contemplated disposal was announced on July 28, 2022. According to IFRS 5, HTS is accounted for as a discontinued operation and reported under "Profit (loss) from consolidated operating activities - discontinued operations" – see note 24

Financial statements

Condensed statutory financial statements as of December 31

7.4 CONDENSED STATUTORY FINANCIAL STATEMENTS AS OF DECEMBER 31

In accordance with article 3:17 of the Code on companies and associations, the non-consolidated accounts are presented hereafter in a summary version of the annual accounts, which does not include all the attachments required by law, nor the Statutory Auditor's report. The complete version of the annual accounts, to be deposited with the National Bank of Belgium, will be available on request from the company's registered office; they are also available on the website (www.gbl.be). The capital structure (as mentioned in the appendix of these accounts) is detailed on page 295.

The Statutory Auditor's report on the annual accounts was unqualified.

7.4.1 Condensed statutory balance sheet as of December 31 (after appropriation)

Assets

IN EUR MILLION	2022	2021
Formation expenses	8.7	4.0
Fixed assets	16,651.0	16,355.4
Intangible assets	1.1	-
Tangible assets	1.0	1.2
Financial assets	16,648.9	16,354.2
Current assets	415.7	231.9
Amounts receivable within one year	6.4	3.5
Short-term investments	397.8	219.7
Cash at the bank and in hand	10.1	7.6
Deferred charges and accrued income	1.3	1.1
TOTAL ASSETS	17,075.3	16,591.4

Liabilities

IN EUR MILLION	2022	2021
Capital and reserves	14,116.8	14,609.7
Capital	653.1	653.1
Share premium account	3,519.6	3,519.6
Reserves	688.2	440.4
Profit carried forward	9,255.9	9,996.6
Provisions and deferred taxes	15.1	23.3
Provisions for liabilities and charges	15.1	23.3
Liabilities	2,943.4	1,958.4
Amounts payable after more than one year	2,491.0	1,492.9
Amounts payable within one year	422.6	438.1
Accrued charges and deferred income	29.8	27.5
TOTAL LIABILITIES	17,075.3	16,591.4

Financial statements

Condensed statutory financial statements as of December 31

7.4.2 Income statement as of December 31

IN EUR MILLION	2022	2021
Sales and services	4.1	4.5
Turnover	3.2	3.3
Other operating income	0.9	1.1
Non-recurring operating income	0.0	0.0
Operating charges	33.3	47.9
Miscellaneous goods and services	22.0	20.2
Remuneration, social security and pensions	17.1	11.5
Depreciation on and amounts written off start-up costs, intangible and tangible assets	1.5	1.1
Amounts written off inventories, contracts in progress and trade debtors	-	-
Provisions for liabilities and charges	(7.3)	13.8
Other operating expenses	0.1	0.9
Non-recurring operating expenses	-	0.3
OPERATING INCOME (LOSS)	(29.3)	(43.4)
Financial income	486.9	1,541.1
Recurring financial income	222.4	215.2
<i>Income from financial assets</i>	167.2	193.7
<i>Income from current assets</i>	33.4	0.9
<i>Other financial income</i>	21.9	20.7
Non-recurring financial income	264.5	1,325.8
Financial expenses	230.6	224.5
Recurring financial expenses	66.2	32.0
<i>Debt expenses</i>	23.7	17.1
<i>Amounts written off current assets</i>	25.3	2.8
<i>Other financial expenses</i>	17.2	12.1
Non-recurring financial expenses	164.4	192.5
Profit (loss) for the year before income taxes	227.1	1,273.2
Income taxes on result	-	-
Taxes	-	-
Adjustment of taxes and release of tax provisions	-	-
PROFIT (LOSS) FOR THE YEAR	227.1	1,273.2

Financial statements

Dividend policy

7.5 DIVIDEND POLICY

The profit appropriation policy proposed by the Board of Directors aims at maintaining a balance between an attractive dividend yield for shareholders and growth in GBL's share price. The dividend payout level is supported by the cash earnings

7.5.1 Appropriation of profit

Taking into account the profit carried forward from previous year of EUR 9,996,560,491.11, the profit for the year of EUR 227,074,879.75 and the deduction from and transfer to reserves of EUR - 565,393,335.09 the amount available for appropriation is EUR 9,658,242,035.77. The Board of Directors will propose the following appropriation to the General Meeting on May 4, 2023:

INEUR	
Dividend on 146,321,469 shares	402,384,039.75
To be carried forward	9,255,857,996.02

7.5.2 Appropriation of profit by Groupe Bruxelles Lambert (non-consolidated accounts)

IN EUR MILLION	2022	2021
Profit (loss) available for appropriation	10,223.6	10,697.0
Profit (loss) for the year available for appropriation	227.1	1,273.2
Profit (loss) carried forward from the previous year	9,996.6	9,423.8
Deduction from capital and reserves	0.3	0.3
from reserves	0.3	0.3
Transfer to capital and reserves	(565.7)	(280.4)
to other reserves	(565.7)	(280.4)
Result to be carried forward	9,255.9	9,996.6
Profit (loss) to be carried forward	9,255.9	9,996.6
Profit to be distributed	402.4	420.2
Dividends	402.4	420.2

7.5.3 Dividend per share

INEUR	2022		2021	
	Gross	Net ⁽¹⁾	Gross	Net ⁽¹⁾
Share	2.75 ⁽²⁾	1.925	2.75	1.925

(1) Dividend excluding a 30.00% withholding tax

(2) Excluding treasury shares held by Groupe Bruxelles Lambert SA



General description of the Company and its share capital

8.1	Information relating to the Company	292
8.2	Share capital and shareholding structure	295
8.3	Shareholders	296
8.4	Other information for shareholders	300
8.5	Auditing of the financial statements	303

General description of the Company and its share capital

Information relating to the Company

8.1 INFORMATION RELATING TO THE COMPANY

8.1.1 History and development

The Company was founded as the result of the merger in April 2001 between GBL SA and Electrafina, in which GBL SA held a stake of more than 80%.

Over the years, Electrafina became the “energy arm” of the group, holding its interests in the oil and electricity industries. Later, it also invested in media. GBL SA, on the other hand, held direct interests in fields such as financial services, real estate and trade. Over time, the differences between the assets of the parent company and its subsidiary became less pronounced and all assets were brought together into a single entity.

This merger also conformed to the group’s strategy of keeping assets internationally positioned in a portfolio in a context of concentration and increasing competition, which resulted in its divestment of the financial services and the sale of interests that had become marginal.

8.1.2 Name

Groupe Bruxelles Lambert
Groep Brussel Lambert
in abbreviated form “GBL”

The French and Dutch registered names may be used together or separately.

8.1.3 Registered office

24, avenue Marnix - 1000 Brussels

The registered office may be transferred to any other address in Belgium by decision of the Board of Directors.

8.1.4 Legal form, incorporation and statutory publications

The Company was incorporated on January 4, 1902 as a limited liability company under Belgian law, by deed executed by Edouard Van Halteren, Notary in Brussels, published in the Appendices to the Belgian Official Gazette of January 10, 1902, reference number 176. The Articles of Association have been amended on a number of occasions, most recently by a deed dated April 26, 2022 published in the Appendices to the Belgian Official Gazette of May 13, 2022, reference number 22331471 and of May 25, 2022, reference number 22063652.

8.1.5 Legislation governing its activities and amendment of the Articles of Association

The Company is governed by existing and future laws and regulations applicable to public limited companies and by its Articles of Association.

Except for capital increases decided by the Board of Directors within the limits of the authorized capital, only an Extraordinary General Meeting is empowered to amend GBL’s Articles of Association. A General Meeting can only deliberate on amendments to the Articles of Association (including increases or reductions in capital, as well as mergers, splits and a liquidation) if at least 50% of the subscribed capital is represented. If this quorum is not reached, a new Extraordinary General Meeting must be convened. The latter will deliberate regardless of the share of capital represented. As a general rule, amendments to the Company’s Articles of Association are only adopted if they receive 75% of the votes cast. The Code on companies and associations requires a higher majority in specific cases, such as changes in the corporate’s purpose or legal form of the Company.

8.1.6 Register of Legal Entities

The Company is registered in the Register of Legal Entities (RPM) under the business number 0407.040.209.

8.1.7 Legal Entity Identifier

The Company’s Legal Entity Identifier is 549300KVOZEHT2KVU152.

8.1.8 Term

The Company is incorporated for an unlimited period.

8.1.9 Purpose

The Company’s object is:

- to carry out for itself or on behalf of third parties all real estate, financial and portfolio management transactions; to this end, it may create companies or bodies, take stakes therein, carry out all financing, consignment, loan, pledge or deposit transactions;
- to carry out all studies and provide technical, legal, accounting, financial, commercial, administrative or management assistance on behalf of companies or bodies in which it holds a direct or indirect interest, or on behalf of third parties;
- to insure for itself or on behalf of third parties any transport or transit companies.

The Company may be interested by contribution or merger in any existing or future companies or bodies whose object is similar, analogous or related to its own or which would be of such a nature as to confer on it any advantage in terms of achieving its object.

General description of the Company and its share capital

Information relating to the Company

8.1.10 Share capital

8.1.10.1 Issued capital

As at December 31, 2022, the fully paid-up share capital amounts to EUR 653,136,356.46. It is represented by 153,000,000 shares without par value.

Subject to the provisions of section 8.1.11, all shares, representing the share capital, have the same rights.

GBL has not issued any other class of shares, such as non-voting or preferential shares.

In accordance with the law of December 14, 2005 on the elimination of bearer shares, holders of bearer shares had to convert their securities into registered or dematerialized shares by December 31, 2013 at the latest. Bearer shares that had not been converted into registered or dematerialized shares as at January 1, 2014 were automatically converted into dematerialized shares registered in a securities account in GBL's name.

Since January 1, 2014, the exercising of bearer share rights has been suspended in accordance with the law.

The law also provides that, as from January 1, 2015, issuers must put any unclaimed bearer shares up for sale on the stock market and announce this mandatory sale in good time.

Once the unclaimed bearer shares have been sold, the proceeds of this sale (in other words, the proceeds less any custodian costs) must be transferred to the Caisse des Dépôts et Consignations within fifteen days.

In accordance with this obligation, two notices stating the maximum number of securities liable to be put up for sale and the depositing deadline and location for bearer shares were published by GBL and Euronext on their websites. An initial notice was published on December 5, 2014 and concerned 69,082 unclaimed bearer shares, while a second notice was published on October 2, 2015 relating to 32,656 bearer shares from share exchange reserves. These notices were also published in the Belgian Official Gazette of December 11, 2014 and October 6, 2015 respectively. Following the publication of these notices, the shares in question were sold on the stock exchange on January 21, 2015 (69,082 shares) and November 16, 2015 (32,656 shares). The proceeds from these sales were transferred on January 23, 2015 and November 18, 2015 to the Caisse des Dépôts et Consignations.

Since December 31, 2015, the owners of these old bearer shares have been entitled to demand payment of the corresponding proceeds from the Caisse des Dépôts et Consignations, subject to these owners being able to provide proof of ownership. However, the law of December 14, 2005 provides that, as from January 1, 2016, such reimbursement shall be subject to a fine of 10% of the proceeds from the sale of the underlying bearer shares, calculated per year of delay that has commenced. GBL is therefore no longer involved in this process.

8.1.10.2 Restrictions on transfers of securities

GBL's Articles of Association do not impose any restrictions on the transfer of shares or other securities. In addition, the Company is not aware of any restrictions imposed by law, except in the context of the legislation on market abuse and the lock-up obligations imposed by the Code on companies and associations with regard to certain share allocations.

Finally, GBL shares that are allocated to Directors as part of their remuneration may not be transferred for a period of three years from the date of allocation.

8.1.10.3 Authorized capital

The Extraordinary General Meeting of April 28, 2020 renewed, for a period of five years, the authorization given to the Board of Directors to:

- increase the share capital, on one or more occasions, by up to EUR 125 million;
- decide to issue, on one or more occasions, convertible bonds or bonds redeemable in shares, subscription rights or other financial instruments, whether or not they are attached to bonds or other securities, and that may in time give rise to capital increases of a maximum amount such that the amount of the capital increases that may result from the exercise of these conversion or subscription rights, whether or not they are attached to such securities, does not exceed the authorized amount remaining as defined by the above-mentioned limits.

In both cases, the Board of Directors may, in the interest of the Company, limit or cancel the preferential subscription rights of the existing shareholders according to the conditions provided for by law.

This authorization, which was granted for the first time in 1987, was last renewed on April 28, 2020. It is valid for a five-year period from May 25, 2020, i.e. until May 2025.

As at December 31, 2022, the authorized capital amounts to EUR 125 million.

Based on this amount, a maximum of 29,281,787 new shares may be created.

8.1.10.4 Treasury shares

The Extraordinary General Meeting of April 28, 2020 renewed the authorization given to the Company's Board of Directors, for a period of five years, to buy a maximum of 32,271,657 of its treasury shares, in accordance with the legal provisions. These acquisitions can only be made at an equivalent value that may not be more than ten per cent (10%) below the lowest closing price of the twelve (12) months preceding the transaction and no more than ten per cent (10%) above the highest closing price of the last twenty (20) days preceding the transaction.

This authorization also covers purchases by GBL's direct and indirect subsidiaries.

General description of the Company and its share capital

Information relating to the Company

The same Extraordinary General Meeting also renewed the authorization of the Company's Board of Directors to purchase and divest its treasury shares when such a purchase or divestment is necessary to prevent serious and imminent harm to the Company. This authorization is valid for three years from May 25, 2020, i.e. until May 2023.

Furthermore, the Board of Directors may also sell treasury shares on or off the stock market without the prior intervention of the General Meeting and without any time limits, under certain conditions.

The Company has entered into a liquidity agreement to improve the market liquidity of GBL shares. This agreement is performed on a discretionary basis by a third-party on behalf of GBL within the limits of the authorization granted by the General Meeting of April 28, 2020, as well as in compliance with the applicable laws.

In 2022, GBL's Board of Directors also authorized the Company, if appropriate and depending on market conditions, to buy back treasury shares amounting to up to EUR 500 million. Purchases and sales of treasury shares in 2021 and 2022 are presented in detail on page 250 of this annual report.

Finally, the General Meeting of April 26, 2022 decided to cancel 3,355,000 treasury shares.

8.1.11 Voting rights

There are no statutory restrictions on the exercise of voting rights, without prejudice to general rules on admission to the General Meeting.

Pursuant to Article II of the Articles of Association, double voting rights were granted to Company shares that have been registered for at least two years, without interruption, in the name of the same shareholder in the register of registered shares.

As at December 31, 2022, the total number of voting securities and the total number of voting rights were split as follows:

Total capital	EUR 653,136,356.46
Total number of securities conferring voting rights	153,000,000
Number of securities conferring double voting rights	54,115,343
Total number of voting rights (= denominator)	207,115,343

This situation (the denominator) serves as the basis for the reporting of the exceeding of thresholds by shareholders.

8.1.12 Documents available to the public

8.1.12.1 Shareholders' access to information, website and email address

GBL has set up a website to provide information to its shareholders (<http://www.gbl.be>).

This site, which is updated regularly, contains the information required under the Royal Decree of November 14, 2007 on the obligations of issuers of financial instruments admitted to trading on a regulated market.

This information includes accounts, annual reports, all press releases issued by the Company, as well as any useful and necessary information about General Meetings and shareholders' attendance at such meetings, including the conditions provided for by the Articles of Association for the calling of (Ordinary and Extraordinary) General Meetings.

The results of votes, as well as the minutes of General Meetings, are also published on the website.

The Company's email address, within the meaning of Article 2:31 of the Code on companies and associations, is info@gbl.be.

8.1.12.2 Places where publicly accessible documents may be viewed

The Company's Consolidated Articles of Association may be viewed at the clerk office of the Brussels Company Court, at the Company's registered office and on its website (<http://www.gbl.be>).

Annual accounts are filed with the National Bank of Belgium and may be viewed on GBL's website. Resolutions relating to the appointment and removal of members of the Company's executive bodies are published in the Appendices to the Belgian Official Gazette.

Financial notices relating to the Company are published in the financial press. Other documents available for public inspection may be viewed at the Company's registered office.

The Company's annual report is sent each year to registered shareholders and to any person requesting a copy. It is available free of charge at the registered office.

The annual reports and all the documents referred to in this section may be viewed on the Company's website.

The 2020 Code is available on the following website: <https://www.corporategovernancecommittee.be/en>.

General description of the Company and its share capital

Share capital and shareholding structure

8.2 SHARE CAPITAL AND SHAREHOLDING STRUCTURE

8.2.1 Key share information (as of December 31, 2022)

- Total number of shares issued and outstanding: 153,000,000
- Fully paid-up share capital: EUR 653.1 million
- All shares are entitled to dividends⁽¹⁾ and voting rights, and since 2020, the Company has granted double voting rights under certain conditions⁽²⁾. The right to dividends on GBL shares held by the Company itself is suspended. Voting rights linked to GBL shares held by the Company itself or by its direct and indirect subsidiaries are suspended.
- Market capitalization: EUR 11.4 billion
- Listed on the Euronext Brussels stock exchange
- Included in the BEL20 index, which represents the 20 largest listed companies in Belgium. With a weight of 7.0%, GBL is the 5th largest company in the index.
- Included in the STOXX Europe 600 Financial Services index. With a weight of 2.3%, GBL is the 10th largest company in the index.
- RIC: GBLB.BR
- Bloomberg: GBLB BB

8.2.3 Shares held by GBL Directors

For information on the shares and options held by members of GBL's Board of Directors and the CEO, please see pages 31 to 37 and 42 to 47.

8.2.2 Employee and Management incentive scheme

GBL has set up a long-term incentive scheme, tied to the Company's performance. To this end, various employee incentive plans have been granted to employees and the Executive Management from 2007 to 2012 offering entitlement, when exercised, to 30,613 GBL shares (0.02% of the issued capital).

Since 2013, plans have been set up that are a variant of the GBL stock option plans used in previous years. For more information, please see pages 263-264.

(1) Excluding Treasury shares held by Groupe Bruxelles Lambert SA

(2) Double voting rights are granted to GBL shares that have been registered for at least two years, without interruption, in the name of the same shareholder in GBL's register of registered shares

General description of the Company and its share capital

Shareholders

8.3 SHAREHOLDERS

8.3.1 Shareholding structure

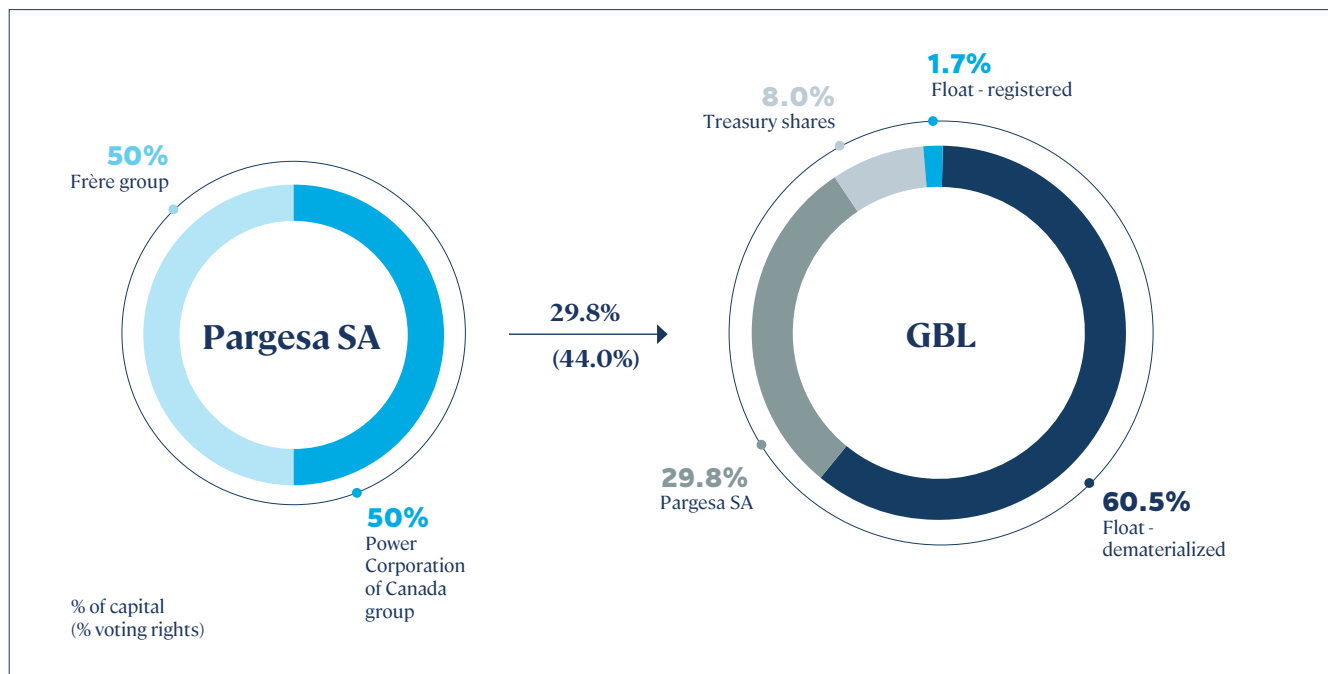
At year-end 2022, GBL's share capital totaled EUR 653.1 million, representing 153,000,000 shares. GBL's shareholding is characterized by a controlling shareholder, Pargesa SA, which holds 29.8% of the outstanding shares and 44.0% of the voting rights. Pargesa SA itself is held jointly by the Power Corporation of Canada (Canada) and Frère (Belgium) groups, providing GBL with a stable and solid shareholder base. Since 1990, the two groups have been bound by a shareholders' agreement. This agreement, which was extended in December 2012 until 2029, includes an extension possibility going forward. The chain of control is presented in detail and illustrated on page 298. At year-end 2022, GBL held, directly and through its subsidiaries, 12,222,870 GBL shares representing 8.0% of the issued capital.

The Company concluded an agreement with a third party to improve the market liquidity of the GBL share. This liquidity agreement is executed on a discretionary basis on behalf of GBL within the limits of the authorization granted by the General Shareholders' Meeting of April 28, 2020 and in accordance with the applicable rules. GBL group did not hold shares in that respect in its portfolio as of December 31, 2022.

For further information about this authorization, please see page 293 of this report.

/ Simplified shareholding structure

(AS OF DECEMBER 31, 2022)



General description of the Company and its share capital

Shareholders

8.3.2 Compliance with the provisions of the 2020 Code concerning shareholders

The Company complies with all of the provisions of the 2020 Code concerning shareholders.

Accordingly, one or more shareholders who collectively own at least 3% of the Company's share capital may request the addition of an item to the agenda of the General Meeting, and may also submit proposals for decisions concerning the items to be discussed or to be placed on the agenda. The threshold from which one or more shareholders may request the calling of a General Meeting is set at 10% of the share capital.

Furthermore, the Company publishes the results of votes and the minutes of the General Meeting on its website as soon as possible after the Meeting.

8.3.3 Relations with the controlling shareholder

The shareholding of the Company is described on page 299.

Following the simplification of the shareholding structure by the Company's controlling shareholder, the Frère and Power Corporation of Canada groups, through their vehicle of control Parjointco SA and its subsidiary Pargesa SA:

- have gone from de jure control to de facto control over GBL due to the double voting right adopted at the 2020 General Meeting; and
- hold, as at December 31, 2022, 29.77% of GBL's capital (43.98% of the voting rights) plus GBL's treasury shares (7.99% as at December 31, 2022).

Furthermore, by letter dated March 1, 2021, Parjointco SA confirmed to the Board of Directors its strategic objectives as controlling shareholder, in accordance with the 2020 Code. These objectives are:

- maintain its stake in the Company in order to ensure joint control of the groups Power Corporation of Canada and Frère in the Company;
- support GBL's strategy of deploying capital in quality assets, leaders in their sector, and generally promote long term value creation in a sustainable way; and
- encourage GBL to act as a professional, active and responsible investor.

During its meeting on March 11, 2021, the Board of Directors assessed the need to enter into a relationship agreement between the Company and Parjointco SA. It has determined that such an agreement is not necessary, as the controlling shareholder has demonstrated, for many years, that it has used its position judiciously by avoiding conflicts of interest and respecting the rights and interests of minority shareholders.

8.3.4 Information on shareholding structure

8.3.4.1 Notification in accordance with legislation on takeover bids

On February 21, 2008, the Company received a notification from its controlling shareholders concerning their holding in GBL as at September 1, 2007.

This notification was sent in accordance with Article 74 § 7 of the law of April 1, 2007 on takeover bids. Under this law, shareholders who hold more than 30% of the capital of a listed company are exempted from the obligation to launch a takeover bid on this company provided that they have notified the FSMA of their holding by the time of the law's entry into force (i.e. September 1, 2007) and the company concerned by February 21, 2008 at the latest.

Pursuant to this law, these shareholders are also obliged to report any change in their controlling interest to the FSMA and to the company concerned each year. They therefore sent GBL on September 1, 2022 an update of the controlling shareholding structure as at August 31, 2022, which is set out below:

- Number and percentage of shares with voting rights held by the declaring parties:

Shareholders	Number of shares with voting rights	%
The Desmarais Family Residuary Trust	500	0.00
Paul Desmarais, Jr.	11,550	0.01
Counsel Portfolio Services Inc	1,950	0.00
Ségolène Gallienne - Frère	6,050	0.00
Gérald Frère	452,215	0.30
Frère-Bourgeois Holding SA	19,250	0.01
FG Bros SA	19,250	0.01
Pargesa SA	45,546,336	29.77
Groupe Bruxelles Lambert SA (*)	2,415,031	1.58
Sagerpar SA (*)	4,385,848	2.87
GBL Verwaltung SA (*)	17,500	0.01
LTI Two SA (*)	129,770	0.08
FINPAR II SA (*)	171,678	0.11
FINPAR III SA (*)	161,956	0.11
FINPAR IV SA (*)	154,568	0.10
FINPAR V SRL (*)	192,884	0.13
FINPAR VI SRL (*)	181,000	0.12
FINPAR VII SRL (*)	674,382	0.44
FINPAR VIII SRL (*)	1,200,421	0.78
URDAC SA (*)	141,108	0.09
TOTAL	55,883,247	36.52

(*) Shares with suspended voting rights

- Natural and/or legal person(s) ultimately controlling the declaring legal persons:

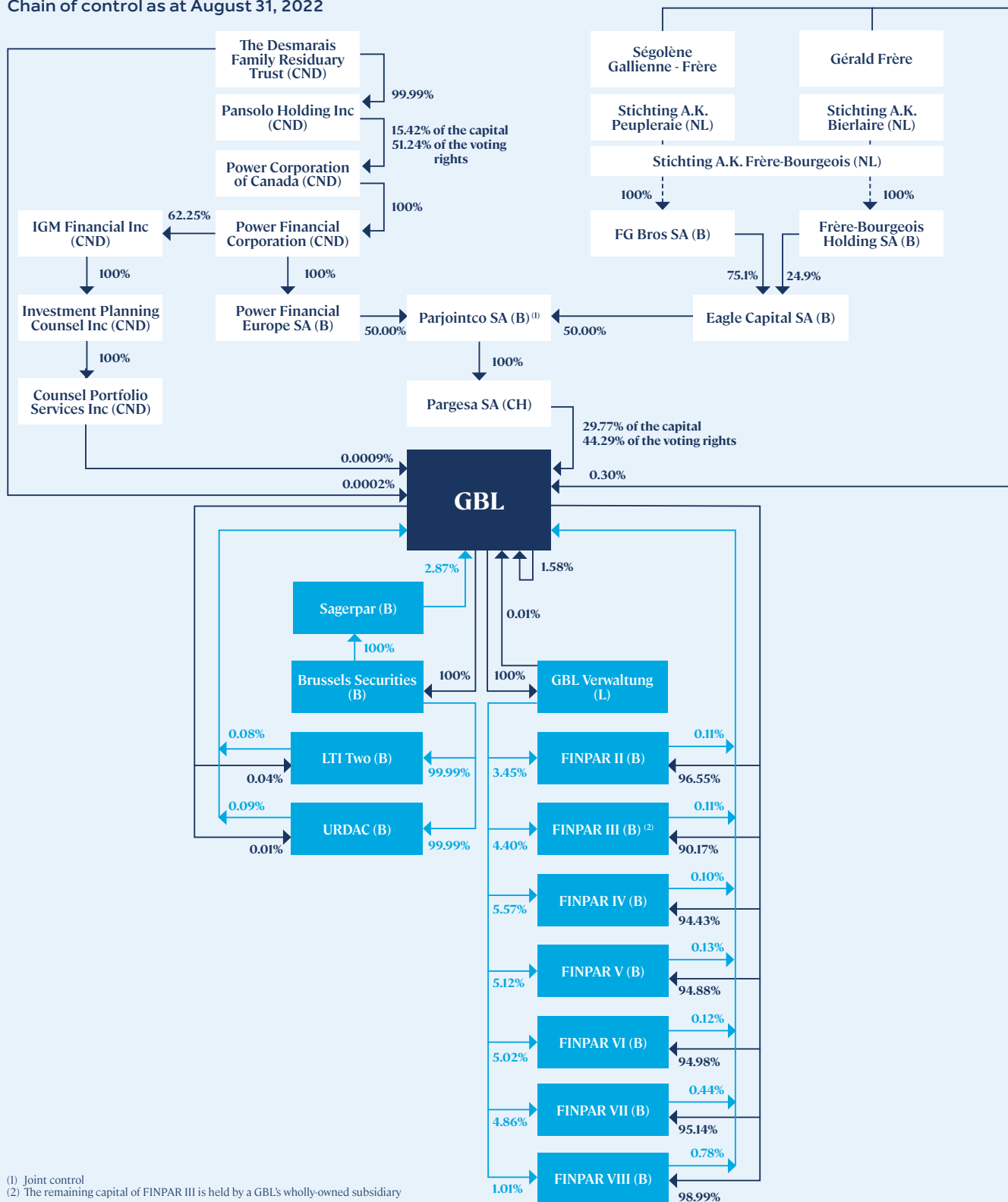
The Desmarais Family Residuary Trust and Ségolène Gallienne - Frère, the groups Power and Frère being bound by an action in concert.



General description of the Company and its share capital

Shareholders

Chain of control as at August 31, 2022



(1) Joint control
 (2) The remaining capital of FINPAR III is held by a GBL's wholly-owned subsidiary
 Unless otherwise stated, the % refer to the shareholding in capital

General description of the Company and its share capital

Shareholders

8.3.4.2 Notification of major holdings

In accordance with Belgian legal requirements on transparency, all GBL shareholders must make a disclosure whenever their voting rights either exceed or fall below the thresholds of 5%, 10%, 15% and all other multiples of 5% of the total voting rights.

GBL's Articles of Association do not lay down a declaration threshold lower than 5% or 10%.

The Extraordinary General Meeting of April 28, 2020 amended the Articles of Association to grant double voting rights for Company shares that have been registered for at least two years, without interruption, in the name of the same shareholder in the register of registered shares (see Article II of the Articles of Association).

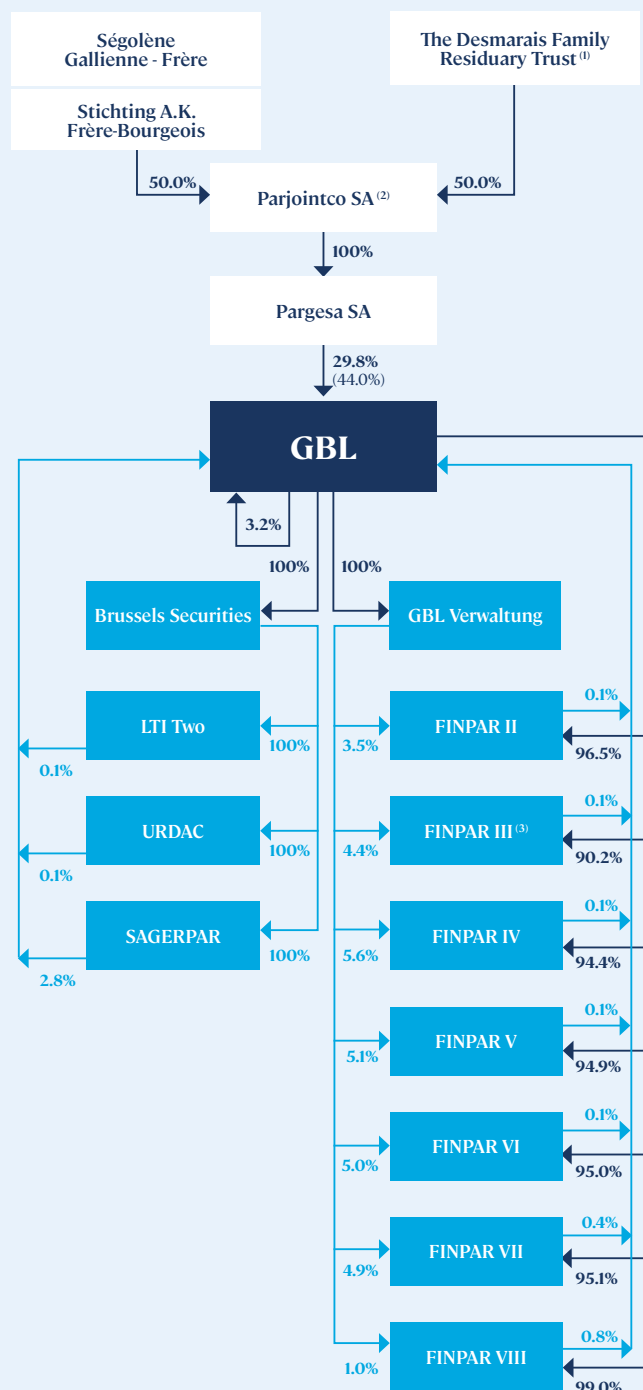
Between January 1, 2022 and March 9, 2023, GBL received the following transparency notifications:

- on January 18, 2022, a transparency notification from which it results that on May 18, 2021 Artisan Partners Limited Partnership and Artisan Partners Asset Management Inc held 5.01% of the voting rights of GBL;
- on February 4, 2022, a transparency notification from which it results that, as at January 31, 2022, Gérald Frère, Ségolène Gallienne - Frère, Stichting Administratiekantoor Frère-Bourgeois, The Desmarais Family Residuary Trust and Pargesa SA hold 50.50% of the voting rights of GBL. This declaration follows the acquisition of double voting rights by Sagerpar SA, a wholly-owned subsidiary of GBL;
- on December 19, 2022, a transparency notification from which it results that on December 13, 2022, Artisan Partners Limited Partnership and Artisan Partners Asset Management Inc held 4.97% of the voting rights of GBL.

8.3.4.3 Shareholding structure as at December 31, 2022

Shareholders	Number of voting rights		% of voting rights		Date of exceeding the threshold
	Attached to securities	Not linked to securities	Attached to securities	Not linked to securities	
Gérald Frère, Ségolène Gallienne - Frère, Stichting Administratiekantoor Frère-Bourgeois, The Desmarais Family Residuary Trust and Pargesa SA	100,840,415	-	50.50%	-	January 31, 2022
Artisan Partners Limited Partnership and Artisan Partners Asset Management Inc	10,299,670	-	4.97%	-	December 13, 2022
First Eagle Investment Management LLC	13,310,034	-	6.07%	-	June 16, 2020

8.3.5 Simplified organization chart relating to control of GBL as at December 31, 2022



- (1) Voting rights
 (1) Trustees of a trust set up on the death of Paul G. Desmarais, for the benefit of certain members of the Desmarais family
 (2) Joint control and concerted action on GBL between the groups Power and Frère
 (3) The balance of FINPAR III's capital is held by a wholly-owned subsidiary of GBL

General description of the Company and its share capital

Other information for shareholders

8.4 OTHER INFORMATION FOR SHAREHOLDERS

8.4.1 Key information for shareholders

8.4.1.1 Financial calendar

FEBRUARY 7 - MARCH 10, 2023

Closed period

APRIL 19 - MAY 5, 2023

Closed period

MAY 4, 2023

Extraordinary and Ordinary General Meetings 2023

MAY 4, 2023

Results as of March 31, 2023

JULY 1 - AUGUST 1, 2023

Closed period

JULY 31, 2023

Half-year 2023 results

OCTOBER 18 - NOVEMBER 3, 2023

Closed period

NOVEMBER 2, 2023

Results as of September 30, 2023

MARCH 2024

Annual results 2023

MAY 2, 2024

Ordinary General Meeting 2024

Note: some of the above-mentioned dates depend on the dates of the Board of Directors and are thus subject to change

8.4.1.2 Extraordinary and Ordinary General Meetings

Shareholders are invited to participate in the Extraordinary and Ordinary General Meetings to be held on Thursday May 4, 2023, respectively at 2.30 pm and 3 pm.

Resolutions proposed to shareholders

Extraordinary General Shareholders' Meeting of May 4, 2023

1. Cancellation of treasury shares

Proposal to cancel 6,300,000 treasury shares acquired by the company.

The unavailable reserve created for the acquisition of the treasury shares would be cancelled as required by Article 7:219, § 4 of the Code on companies and associations.

Article 4 of the Articles of Association would be accordingly modified as follows:

"The capital is set at six hundred and fifty-three million one hundred and thirty-six thousand three hundred and fifty-six euros and forty-six cents (653,136,356.46 EUR).

It is represented by one hundred and forty-six million seven hundred thousand shares (146,700,000), without mention of nominal value, each representing one / one hundred and forty-six million seven hundred thousandth (1/146,700,000th) of the capital.

Each of these shares is fully paid up."

2. Powers

Proposal to delegate all powers to any employee of Groupe Bruxelles Lambert, with a substitution option and, where appropriate, without prejudice to other delegations of power, in order (i) to coordinate the Articles of Association to take the above amendments into account, to sign the coordinated versions of the Articles of Association and deposit them with the clerk office of the Brussels Company Court, and (ii) to carry out any other formalities for the deposit or publication of the above decision.

Ordinary General Shareholders' Meeting of May 4, 2023

1. Management report of the Board of Directors and reports of the Statutory Auditor on the 2022 financial year

2. Financial statements for the year ended December 31, 2022

2.1. Presentation of the consolidated accounts for the year ended December 31, 2022.

2.2. Approval of annual accounts for the year ended December 31, 2022.

3. Discharge of the Directors

Proposal for the discharge to be granted to the Directors for duties performed during the year ended December 31, 2022.

4. Discharge of the Statutory Auditor

Proposal for the discharge to be granted to the Statutory Auditor for duties performed during the year ended December 31, 2022.

General description of the Company and its share capital

Other information for shareholders

5. Resignation and appointment of Directors

5.1. Acknowledgment of the resignation of Jocelyn Lefebvre as Director at the conclusion of this General Shareholders' Meeting (for information purposes).

5.2. Acknowledgment of the expiration of the term of office as Director of Gérald Frère, Antoinette d'Aspremont Lynden and Marie Polet at the conclusion of this General Shareholders' Meeting (for information purposes).

5.3. Appointment of Directors

5.3.1. Proposal to appoint Mary Meaney as Director for a four-year term and to acknowledge the independence of Mary Meaney who meets the criteria listed in Article 7:87, § 1 of the Code on companies and associations and included in the GBL Corporate Governance Charter.

5.3.2. Proposal to appoint Christian Van Thillo as Director for a four-year term and to acknowledge the independence of Christian Van Thillo who meets the criteria listed in Article 7:87, § 1 of the Code on companies and associations and included in the GBL Corporate Governance Charter.

5.4. Renewal of Directors' term of office

5.4.1. Proposal to re-elect for a four-year term, in his capacity as Director, Paul Desmarais, Jr. whose current term of office expires at the conclusion of this General Shareholders' Meeting.

5.4.2. Proposal to re-elect for a four-year term, in his capacity as Director, Cedric Frère whose current term of office expires at the conclusion of this General Shareholders' Meeting.

5.4.3. Proposal to re-elect for a four-year term, in her capacity as Director, Ségolène Gallienne - Frère whose current term of office expires at the conclusion of this General Shareholders' Meeting.

6. Remuneration report

Proposal to approve the Board of Directors' remuneration report for the 2022 financial year.

7. Long term incentive plan

7.1. Report of the Board of Directors drawn up pursuant to Article 7:227 of the Code on companies and associations with respect to the guarantee referred to in the following resolution proposal.

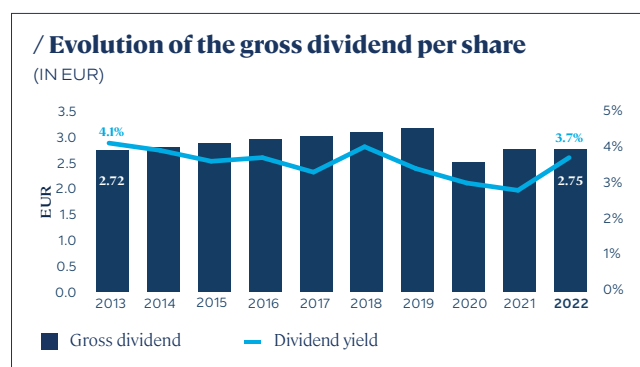
7.2. Pursuant to Article 7:227 of the Code on companies and associations, to the extent necessary, proposal to approve the grant by GBL of a guarantee with respect to a credit granted to a subsidiary of GBL, permitting the latter to acquire GBL shares in the framework of the annual long term incentive plan of the group.

8. Miscellaneous

8.4.1.3 Profit distribution and proposed dividend

The profit allocation related to the 2022 financial year will be submitted for approval to the Ordinary General Meeting on May 4, 2023, for a total of EUR 402.4 million, compared to EUR 420.2 million granted for the previous year.

Taking into account the number of GBL shares entitled to dividends, this proposal for the distribution of profits corresponds to a gross dividend of EUR 2.75 per share (stable compared to the dividend for 2021), equivalent to EUR 1.925 net per share.



Coupon #25

Gross dividend per share⁽¹⁾⁽²⁾:	EUR 2.75 (stable)
May 11, 2023:	Ex-dividend date
Total amount⁽²⁾:	EUR 402.4 million
May 12, 2023:	Record date of the positions eligible
Net dividend⁽¹⁾⁽²⁾⁽³⁾:	EUR 1.925
May 15, 2023:	Payment date

The dividend will be payable as from May 15, 2023, either by bank transfer to registered shareholders or by transfer to the bank account of the owner of the dematerialized shares. The financial service is provided by ING Belgium bank (System Paying Agent).

(1) Amount calculated on the basis of the number of shares entitled to the dividend (146,321,469, corresponding to the total number of GBL shares making up the capital, after deduction of treasury shares held by Groupe Bruxelles Lambert SA). Treasury shares held by the Company do not entitle the Company to dividends

(2) Subject to the approval of GBL's Ordinary General Meeting of May 4, 2023

(3) The withholding tax rate has been uniformly set at 30% for the GBL dividend

General description of the Company and its share capital

Other information for shareholders

8.4.1.4 Investor relations

Additional information can be found on our website (www.gbl.be), among which:

- Historical information
- Annual and half-yearly reports as well as press releases in relation to quarterly results
- Net asset value
- Our press releases
- Our investments
- Transparency declarations

Online registration in order to receive investor information (notifications of publication, press releases, etc.) is available on our website.

Investor relations: Alison Donohoe
ADonohoe@gbl.be - tel.: +32 2 289 17 64

8.4.2 Analyst coverage of GBL

AlphaValue, Bank of America, Degroof Petercam, CIC, BNP Paribas Exane, ING, KBC Securities, Société Générale

8.4.3 Stock market data

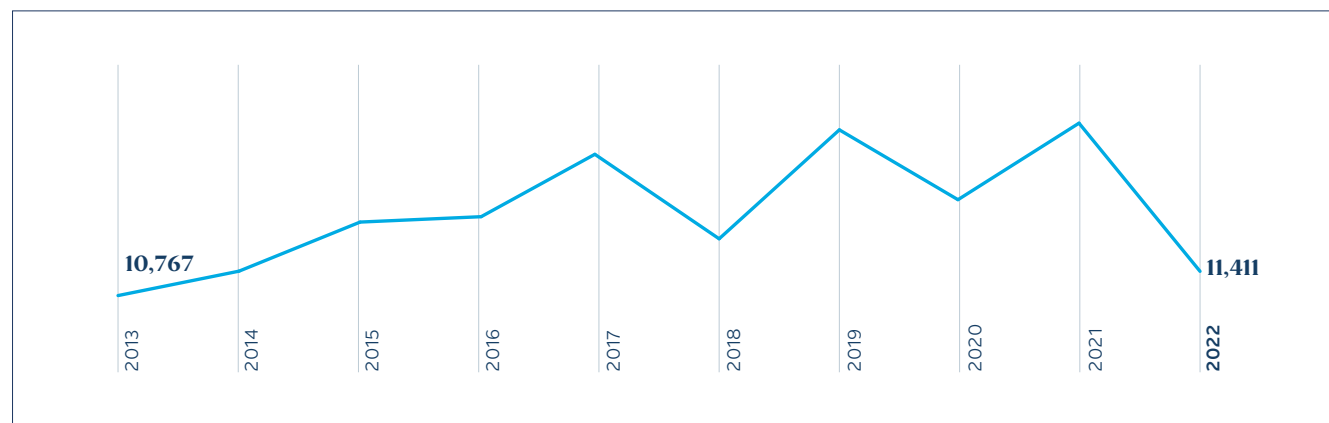
	2022	2021	2020	2019	2018
Stock price (in EUR)					
At the end of the year	74.58	98.16	82.52	93.96	76.08
Maximum	99.90	104.05	96.22	94.50	96.32
Minimum	70.60	81.78	58.66	74.98	73.54
Yearly average	83.64	93.02	76.46	85.87	89.63
Dividend (in EUR)					
Gross dividend	2.75	2.75	2.50	3.15	3.07
Net dividend	1.925	1.925	1.75	2.21	2.15
Variation (in %)	+ 0.0	+ 10.0	- 20.6	+ 2.6	+ 2.3
Ratios (in %)					
Dividend yield	3.7	2.5	3.0	3.4	4.0
Total Shareholder Return	- 21.7	+ 22.3	- 8.2	+ 28.0	- 12.7
Number of shares at December 31					
Issued	153,000,000	156,355,000	161,358,287	161,358,287	161,358,287
Treasury shares	12,222,870	7,944,102	8,749,816	5,238,989	2,642,982
Net asset value (in EUR million)					
	17,775.5	22,501.0	20,497.9	20,349.4	16,192.7
Market capitalization (in EUR million)					
	11,410.7	15,347.8	13,315.3	15,161.2	12,276.1
Variation (in %)	- 25.7	+ 15.3	- 12.2	+ 23.5	- 15.5

General description of the Company and its share capital

Other information for shareholders - Auditing of the financial statements

/ Market capitalization over 10 years

IN EUR MILLION



Over the year, the volume of transactions reached EUR 6.6 billion, while the number of traded shares totaled close to 52 million, with a daily average of 309,243.

The velocity on free float was 83%⁽¹⁾. GBL's market capitalization as of December 31, 2022 was EUR 11.4 billion.

Stock market indicators⁽¹⁾

GBL is listed on the Euronext Brussels stock exchange and is part of the BEL 20 and the STOXX Europe 600 Financial Services indexes.

	2022	2021	2020	2019	2018
Traded volume (in EUR billion)	6.6	6.4	6.3	5.0	5.8
Number of traded shares (in thousands)	79,476	69,022	82,617	57,573	64,639
Average number of traded shares on a daily basis	309,243	267,525	321,544	225,864	252,496
Capital traded on the stock exchange (in %)	51.9	44.1	51.2	35.7	40.1
Velocity on free float (in %)	83	67	71	71	80
Weight in the BEL 20 (in %)	7.0	7.7	6.9	6.2	5.5
Ranking in the BEL 20	5	5	6	8	9
Weight in the STOXX Europe 600 Financial Services (in %)	2.3	2.5	2.8	3.6	4.5
Ranking in the STOXX Europe 600 Financial Services	10	11	11	8	6

8.5 AUDITING OF THE FINANCIAL STATEMENTS

The Ordinary General Meeting of April 27, 2021 approved the appointment of PwC Reviseurs d'Entreprises ("PwC"), represented by Alexis Van Bavel, as Statutory Auditor of GBL for a period of three years, for a fee of EUR 91,000 per year, exclusive of VAT.

In the performance of its duties, the Statutory Auditor is in relation with the CEO and has free access to the Board of Directors via the Audit Committee. Furthermore, it may address the Chairwoman of the Audit Committee and the Chairman of the Board of Directors directly and with no restrictions.

At group level (GBL and its wholly-owned subsidiaries, identified under the heading "Holding" in note 1, page 221), the total fees paid to PwC for its audit of the 2022 financial statements amount to EUR 6,572,347.

Details regarding the fees paid to PwC can be found in note 34, page 274.

(1) Source: Bloomberg, ticker EU

Other information



9.1	Responsible persons	306
9.2	Statutory Auditor	306
9.3	Financial glossary	307
9.4	ESG glossary	311

Other information

Other information

Responsible persons - Statutory Auditor

9.1 RESPONSIBLE PERSONS

9.1.1 Responsibility for the document

Ian Gallienne
CEO

9.1.2 Declaration of the persons responsible for the financial statements and for the management report

Ian Gallienne, the CEO, and Xavier Likin, Chief Financial Officer, certify in the name and on behalf of GBL, that to their knowledge:

- the financial statements as of December 31, 2022, contained in this annual report were drawn up in accordance with applicable accounting standards (IFRS or Belgian accounting legislation) and give a fair and true view of the assets the financial position and results of GBL and of its consolidated companies⁽¹⁾;
- the management report⁽²⁾ presented in the annual report presents a true picture of the evolution of the activities, results and position of GBL and of its consolidated companies⁽¹⁾, and contains a description of the main risks and uncertainties with which they are confronted.

9.2 STATUTORY AUDITOR

PwC Reviseurs d'Entreprises SRL
Represented by Alexis Van Bavel
Culliganlaan 5
1831 Diegem
Belgium

(1) "Consolidated companies" are GBL's subsidiaries within the meaning of Article 1:15 of the Code on Companies and Associations. See list of subsidiaries on pages 215-216

(2) Document established by the Board of Directors on March 9, 2023

9.3 FINANCIAL GLOSSARY

The specific terminology used in the section on “Accounts as of December 31, 2022” refers to the IFRS (International Financial Reporting Standards) rules as adopted by the European Union.

Alternative Performance Indicators are intended to complement the standard IFRS information included in the consolidated financial statements. They are calculated and presented in a consistent manner for the different financial years. These Alternative Performance Indicators are not audited. They are specific to GBL and therefore may not be comparable to Alternative Performance Indicators as defined by other groups.

With regards to the terms related to financial data on the investments, please refer to the definitions provided by each company in its financial communication.

Finally, the terms used in the “Corporate Governance Statement” refer directly to the 2020 Belgian Code on corporate governance and other specific legislation.

Asset rotation

The asset rotation is the total cumulative nominal amount, for the period specified, of investments and divestments by the GBL group – Holding segment, excluding repurchases of treasury shares.

Assets under management - “AuM”

Assets under management is an operational business indicator corresponding to assets in portfolio marketed by Sienna Investment Managers, whether Sienna Investment Managers manages them, advises on them or delegates their management to an external manager. It includes the NAV of the proprietary capital.

Cash and debt

Net cash or, where applicable, net debt, consists of gross cash (excluding treasury shares) and gross debt.

Gross debt includes all the financial liabilities of the Holding segment (mainly convertible and exchangeable bonds, institutional bonds and bank debt), valued at their nominal repayment value.

Gross cash includes the cash and cash equivalents of the Holding segment. It is valued at the book or market value (for certain cash equivalents).

The cash and debt indicators are presented for the Holding segment to reflect GBL's own financial structure and the financial resources available to implement its strategy.

Discount (%)

The discount is defined as the percentage difference (expressed in relation to the net asset value) between the market capitalization and the net asset value.

Dividend yield (%)

The dividend yield is defined as the ratio between (i) the gross dividend detached (or the sum of the gross dividends detached) during the period (12 months) and (ii) the stock market price at the beginning of the period.

The dividend yield for year N is therefore the ratio between (i) the gross dividend (or the sum of the gross dividends) having its (their) Ex-Date in year N+1 and (ii) the closing price on the last trading day of year N.

The value of gross dividends not yet declared is estimated using Bloomberg's “BDVD” function. If this function is not available, the last gross dividend declared is used as an estimate.

Economic presentation of the result

In order to facilitate and clarify the reading of the consolidated result attributable to the group (included in the consolidated income statement as of December 31, and in Note 1.1 Segment information - Consolidated income statement) and its various components, the group communicates the “Economic Presentation of the Consolidated Result” which breaks out the elements of the consolidated result (attributable to the group) for the period by nature:

Cash earnings: Elements of the consolidated result (attributable to the group) relating to the “Holding” segment which systematically involve cashflow (excluding results from disposals)

- Cash earnings primarily include dividends from portfolio companies and treasury shares, dividends and interests from GBL Capital or Sienna Investment Managers, net earnings from the yield enhancement activity, income from cash management, realized exchange differences, tax refunds, less general overheads, gross debt-related charges and taxes. All of these results relate to the Holding activity.
- Cash earnings also are one of the components used in the calculation of the payout ratio.

Other information

Financial glossary

Mark to market and other non-cash items: Elements of the consolidated result (attributable to the group) relating to the “Holding” segment which are non-cash and which correspond (i) to items resulting from the application of certain IFRS norms for certain types of assets or liabilities held by GBL and (ii) to impacts of provisions/reversals of provisions

- The concept of mark to market is one of the foundations of the fair value method of valuation as defined in IFRS international accounting standards, the principle of which is to value some assets and liabilities at their market value on the last day of the financial year.
- Mark to market and other non-cash items in GBL’s accounts reflect the changes in fair value of the financial instruments bought or issued (bonds, exchangeables or convertibles, trading assets, options,...), the actuarial costs of financial liabilities valued at their amortized cost, unrealized exchange differences, various non-cash expenses, as well as the adjustment of certain cash earnings items in accordance with IFRS rules (dividends decided but not paid out during the financial year but after the date of approval of the financial statements, etc.). All these results relate to the Holding activity.

Operating companies (associates or consolidated): Portion of the consolidated result (attributable to the group) relating to GBL’s share in the results of the consolidated operating companies, i.e. the segments “Imerys,” “Webhelp,” “Canyon,” “Affidea” and “Sanoptis,” or associated companies, i.e. the investment in Parques Reunidos (via Piolin II)

- The consolidated operating companies are those that the group controls. Control is presumed to exist when GBL holds, directly or indirectly, more than 50% of the voting rights.
- Associated operating companies are those in which the group has a significant influence. The exercise of significant influence is presumed to exist if the group has, directly or indirectly, more than 20% of the voting rights. Associated operating companies are accounted for in the consolidated financial statements using the equity method.
- This column also includes changes in the value of liabilities on minority shareholders of Webhelp.

GBL Capital and Sienna Investment Managers: Elements of the consolidated result (attributable to the group) relating to GBL’s share in the results of investments made by GBL Capital and Sienna Investment Managers (segment “GBL Capital and Sienna Investment Managers”)

- The contributions of GBL Capital and Sienna Investment Managers are made up of the various elements relating to their activity: (i) the results, group’s share, of associated or consolidated operating companies, (ii) interest income (expenses), (iii) other financial income (expenses), (iv) other operating income (expenses), (v) gains (losses) on disposal, impairments and reversals on non-current assets and (vi) taxes.

Eliminations, capital gains, impairments and reversals: Elements of the consolidated result (attributable to the group) relating to the “Holding” segment (i) which are included in “Cash Earnings” but must be cancelled in accordance with IFRS and (ii) which correspond to the results on disposals, impairments and reversals on certain assets and on discontinued operations held by GBL

The eliminations, capital gains, impairments and reversals mainly include the elimination of dividends received from associated or consolidated operating companies and from dividends received from own shares as well as gains (losses) on disposals, impairments and reversals on some assets and on discontinued operations. All these results relate to the Holding activity.

ESES and payment of dividend

ESES, for Euroclear Settlement for Euronext-zone Securities, is the single platform for the stock market transactions of Euronext Brussels, Paris and Amsterdam and non-stock market transactions involving securities traded on these markets (OTC).

The theoretical distribution calendar for the dividend is as follows:

- Ex-Date: date (at market opening) from which the underlying share is traded without its dividend or ex-entitlement;
- Record Date (Ex-date + 1): date on which positions are recorded by the central depository (at market closing, after clearing) in order to determine which shareholders are entitled to dividends;
- Payment Date: date of payment of the dividend in cash, at the earliest the day after the Record Date.

Given the time needed for settlement-delivery and ownership transfer relative to D + 2 (D being the transaction date), the last day on which the share is traded with entitlement to dividend distribution is the day before the Ex-Date.

Group’s shareholding

In **capital**: the percentage interest held directly and indirectly, calculated on the basis of the number of shares in issue on the date of calculation.

In **voting rights**: the percentage held directly or indirectly, calculated on the basis of the number of voting rights existing on the date of calculation, including suspended voting rights.

Liquidity profile

The liquidity profile corresponds to the sum of gross cash and the undrawn amount of committed credit lines.

Other information

Financial glossary

Loan To Value (%)

The Loan To Value ratio is calculated on the basis of (i) GBL's net debt relative to (ii) the portfolio's value of GBL increased by, if applicable, the value of the treasury shares underlying the bonds convertible into GBL shares. The valuation methods applied to the portfolio and treasury shares are identical to those used for the net asset value.

The detailed calculation is illustrated on page 196 of the Annual Report 2022.

Multiple on Invested Capital – “MoIC”

The Multiple on Invested Capital measures the value generated by an investment. $\text{MoIC} = (\text{realized value} + \text{unrealized value (NAV)}) / \text{total investment}$.

Net asset value – “NAV”

The change in GBL's net asset value is, together with the change in its stock price, cash earnings and result, an important criterion for assessing the performance of the group.

The net asset value is a conventional reference obtained by adding gross cash and treasury shares to the fair value of the investment portfolio and deducting gross debt.

The following valuation principles are applied for the portfolio:

- investments in listed companies and treasury shares are valued at the closing price. However, the value of shares underlying any commitments made by the group is capped at the conversion/exercise price;
- investments in unlisted companies are valued on a quarterly basis at their fair value in line with the recommendations of the International Private Equity and Venture Capital Valuation Guidelines (“IPEV Guidelines”). Recent investments are valued at their acquisition cost, provided that these valuations are considered as the best estimates of fair value;
- regarding GBL Capital's portfolio, its value corresponds to (i) the sum of its various investments, at fair value, notably on the basis of information provided by the fund managers, to which is added (ii) the external net cash or net debt of GBL Capital;
- lastly, the assets of Sienna Investment Managers are valued at the acquisition cost of the management companies less, where applicable, impairments.

GBL's net asset value is reported together with the results' publication on a quarterly basis.

Some minor events may not have been taken into account in the value reported. The combined effect of these factors may not exceed 2% of the net asset value.

The number of GBL shares used to calculate the net asset value per share is the number of company shares outstanding on the valuation date.

Operating company

An operating company is defined as a company having a commercial or industrial activity, in opposition to an investing company (“Holding”).

Payout ratio (%)

The payout or distribution of dividends ratio is calculated, for the financial year N, by dividing (i) the dividends paid in N+1 for the financial year N by (ii) the cash earnings for the financial year N.

Portfolio

The portfolio includes:

- the other equity investments and investments in associates of the Holding segment;
- the consolidated operating companies, namely Imerys, Webhelp, Canyon, Affidea and Sanoptis; and
- GBL Capital and Sienna Investment Managers.

System Paying Agent

In ESES, the entity that proceeds with distribution is known as the System Paying Agent. This is the party responsible within Euroclear Belgium for distribution to other participants of the resources related to a specific distribution. The system paying agent may be either an external paying agent (a CSD participant) or the CSD itself.

Total Shareholder Return - “TSR (%)”

The Total Shareholder Return or TSR is calculated on the basis of the change in the stock market price(s) over the period under consideration, taking into account the gross dividend(s) received during this period and reinvested in securities at the time of receipt. It is expressed on an annualized basis and corresponds to the calculation made by Bloomberg via its “TRA” function. It should be noted that the comparison of GBL's TSR with its benchmark index is based on identical periods in terms of trading days.

Velocity on float (%)

The velocity on float, expressed as a percentage, is an indicator of the stock market activity of a listed company, which corresponds to the ratio between the number of shares traded over a specified period of time on the stock exchange and the float on the last day of that period. The velocity on float is usually calculated per calendar year.

A listed company's float, or floating capital, corresponds to the proportion of the shares actually liable to be traded on the stock exchange. It can be expressed in value, but is more often expressed as a percentage of the market capitalization.

Weighted average number of ordinary shares (basic calculation)

It corresponds to the number of outstanding ordinary shares at the start of the period, less treasury shares, adjusted by the number of ordinary shares reimbursed (capital reduction) or issued (capital increase), or sold or bought back during the period, multiplied by a time-based weighting factor.

Weighted average number of ordinary shares (diluted calculation)

It is obtained by adding potential dilutive shares to the weighted average number of ordinary shares (basic calculation). In this case, potential dilutive shares correspond to call options granted by the group.

Yield enhancement

The yield enhancement activity consists of executing derivatives instruments (primarily sales of options with short term maturities on some assets in GBL's portfolio) and in operations on trading assets, aiming at generating an increased yield for GBL. The yield enhancement results are mainly made out of (i) premium of option sales, (ii) capital gains or losses realized in the context of operations on trading assets and (iii) dividends received in relation to trading assets.

Other information

ESG glossary

9.4 ESG GLOSSARY

CDP (formerly Carbon Disclosure Project)

CDP is a not-for-profit charity that provides a platform for investors, companies, cities, states and regions to communicate voluntarily on their environmental impacts. Over the past 20 years CDP has created a system that has resulted in unparalleled engagement on environmental issues worldwide.

www.cdp.net

CO₂e (carbon dioxide emissions)

CO₂e is a standard unit for measuring carbon emissions. The idea is to express the impact of each different greenhouse gas in terms of the quantity of carbon dioxide that would contribute to the same amount of warming. As such, carbon emissions consisting of several different greenhouse gases can be expressed in a consolidated manner.

Code of Conduct & Ethics

GBL's Code of Conduct & Ethics defines the values and principles that govern the management of the group's activities and are established as rules of good conduct. These rules are accompanied by scenarios so that each employee can adopt the right behaviors when confronted by risks that may arise in the course of their activities.

www.gbl.be/en/corporate-governance

Code of Conduct for Suppliers

GBL's Code of Conduct for Suppliers sets out the obligations of suppliers of products and services, intermediaries and independent contractors, as well as their employees and representatives, when dealing with GBL or its wholly-owned subsidiaries, Directors, employees and authorized representatives.

www.gbl.be/en/corporate-governance

D&I (Diversity & Inclusion)

D&I (or DEI, Diversity, Equity, and Inclusion) is a practice that recognizes and respects diversity (e.g., gender, race, ethnicity, religion, ability, background) and values those differences to create an environment in which they feel accepted.

www.gbl.be/en/corporate-governance

ESG (Environmental, Social and Governance)

Factors that measure the sustainability characteristics of an investment (or potential investment), related risks & opportunities as well as Corporate Social Responsibility (CSR).

GBL ACT

GBL ACT is GBL's sponsorship program that actively supports a number of projects in Belgium in the fields of education, health and the environment so that the group can make an impact and help build a better world for future generations.

www.gbl.be/en/gbl-act

GHG (greenhouse gases)

Greenhouse gases refer to emissions responsible for climate change by preventing heat from escaping into space, thus creating a greenhouse effect on the Earth's atmosphere. These emissions are primarily carbon dioxide, resulting from combustion of coal, petroleum and natural gas, methane or nitrous oxide.

GRI (Global Reporting Initiative)

GRI Standards create a common language for organizations – large or small, private or public – to report on their sustainability impacts in a consistent and credible way. This enhances global comparability and enables organizations to be transparent and accountable.

www.globalreporting.org

Materiality

The impact of certain factors on a company's financial and operational performance. The number of material issues and their financial relevance vary across industries.

MSCI (Morgan Stanley Capital International)

MSCI is a provider of critical decision support tools and services for the global investment community. With over 50 years of expertise in research, data and technology, it powers investment decisions by enabling clients to understand and analyze key drivers of risk and return and confidently build more effective portfolios.

www.msci.com

Other information

ESG glossary

PRI (Principles for Responsible Investment)

The PRI is a proponent of responsible investment. It works:

- to understand the investment implications of environmental, social and governance (ESG) factors;
- to support its international network of investor signatories in incorporating these factors into their investment and ownership decisions.

The PRI acts in the long term interests:

- of its signatories;
- of the financial markets and economies in which they operate and ultimately of the environment and society as a whole.

www.unpri.org

SASB (Sustainability Accounting Standards Board)

SASB Standards guide the disclosure of companies' financially material sustainability information to their investors. The Standards, available for 77 industries, identify the subset of environmental, social, and governance (ESG) issues most relevant to financial performance in each industry.

www.sasb.org

SBTi (Science Based Target initiative)

Science Based Target initiative drives climate action in the private sector by enabling companies to set science-based emissions reduction targets.

The SBTi:

- defines and promotes best practices in emissions reductions and net-zero targets in line with climate science;
- brings together a team of experts to provide companies with independent assessment and validation of targets;
- provides technical assistance and expert resources to companies who set science-based targets in line with the latest climate science;
- acts as lead partner of the Business Ambition for 1.5°C campaign - an urgent call to action from a global coalition of United Nations agencies, business and industry leaders, mobilizing companies to set net-zero science-based targets in line with a 1.5°C future.

More than two thousand companies worldwide are leading the transition to a net-zero economy by setting emissions reduction targets grounded in climate science through the SBTi.

www.sciencebasedtargets.org

Sustainalytics

Sustainalytics is an independent ESG and corporate governance research, ratings and analytics firm that supports investors around the world with the development and implementation of responsible investment strategies. For more than 25 years, the firm has been at the forefront of developing high-quality, innovative solutions to meet the evolving needs of global investors.

www.sustainalytics.com

TCFD (Task Force on Climate-related Financial Disclosures)

The Financial Stability Board established the TCFD to develop recommendations for more effective climate-related disclosures in order to promote better informed investment, credit, and insurance underwriting decisions and, in turn, enable stakeholders to understand better the concentrations of carbon-related assets in the financial sector and the financial system's exposure to climate-related risks.

The TCFD is committed to market transparency and stability. Better information should allow companies to incorporate climate-related risks and opportunities into their risk management and strategic planning processes. As this occurs, companies' and investors' understanding of the financial implications associated with climate change will grow, empowering the markets to channel investment to sustainable and resilient solutions, opportunities, and business models.

www.fsb-tcfd.org

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<< Back to Table of content



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